Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning OCT 1, 2013 , and ending SEP 30, 2014

Name of foundation: WILLIAM H.-JOHN G.-EMMA SCOTT FOUNDATION

A Employer identification number: 54-0648772

Number and street (or P O box number if mail is not delivered to street address): 2 ROSLYN ROAD

Room/suite:

B Telephone number: 804-697-1383

City or town, state or province, country, and ZIP or foreign postal code: RICHMOND, VA 23226-1610

C If exemption application is pending, check here ▶☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 13,062,561.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	57,737.	57,737.		STATEMENT 1
	4	Dividends and interest from securities	190,116.	190,116.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,330,810.			
	b	Gross sales price for all assets on line 6a 4,931,539.				
	7	Capital gain net income (from Part IV, line 2)		1,330,810.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	1,578,663.	1,578,663.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	8,322.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	23,000.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	68,221.	68,221.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	99,543.	68,221.		0.
	25	Contributions, gifts, grants paid	526,000.			526,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	625,543.	68,221.		526,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	953,120.			
	b	**Net investment income** (if negative, enter -0-)		1,510,442.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	173,248.	454,646.	454,646.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	149,177.	0.	0.
	b	Investments - corporate stock STMT 7	6,814,674.	7,464,039.	10,516,716.
	c	Investments - corporate bonds STMT 8	1,927,755.	2,052,801.	2,091,199.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,064,854.	9,971,486.	13,062,561.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	9,064,854.	9,971,486.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	9,064,854.	9,971,486.	
	31	**Total liabilities and net assets/fund balances**	9,064,854.	9,971,486.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,064,854.
2	Enter amount from Part I, line 27a	2	953,120.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,017,974.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT ON INVESTMENTS	5	46,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,971,486.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,931,539.		3,600,729.	1,330,810.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,330,810.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 1,330,810.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	528,000.	10,545,998.	.050066
2011	481,550.	10,930,511.	.044056
2010	475,000.	10,243,283.	.046372
2009	435,000.	9,416,483.	.046196
2008	545,395.	8,453,155.	.064520

2	**Total** of line 1, column (d)	2	.251210
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050242
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,796,882.
5	Multiply line 4 by line 3	5	542,457.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,104.
7	Add lines 5 and 6	7	557,561.
8	Enter qualifying distributions from Part XII, line 4	8	526,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	30,209.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	30,209.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	30,209.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 37,482.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	37,482.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	2.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7,271.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,271. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ C. COTESWORTH PINCKNEY Telephone no. ▶ (804) 780-2000

Located at ▶ 901 EAST CARY STREET, SUITE 1406, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	10,620,964.
b	Average of monthly cash balances			1b	340,338.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	10,961,302.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	10,961,302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	164,420.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	10,796,882.
6	**Minimum investment return.** Enter 5% of line 5			6	539,844.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	539,844.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	30,209.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	30,209.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	509,635.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	509,635.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	509,635.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	526,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	526,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	526,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				509,635.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			516,087.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 526,000.				
a Applied to 2012, but not more than line 2a			516,087.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				9,913.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				499,722.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SUSANNE B. CRUMP, PRESIDENT, 804-285-0154
7106 GLEN PARKWAY, RICHMOND, VA 23229

b The form in which applications should be submitted and information and materials they should include:

LETTER STATING FINANCIAL NEED

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

RESIDENT OF COMMONWEALTH

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a *Paid during the year*				
A GRACE PLACE 8030 STAPLES MILL ROAD RICHMOND, VA 23228	NONE	OTHER PUBLIC CHARITY	TO HELP PURCHASE FURNISHINGS FOR THE SATELLITE FACILITY THAT ENABLES THE EXPANSION OF THE	25,000.
BYRD THEATRE FOUNDATION 2908 W CARY STREET RICHMOND, VA 23221	NONE	OTHER PUBLIC CHARITY	TO PURCHASE A REPLACEMENT HVAC SYSTEM	15,000.
ELIJAH HOUSE ACADEMY 6255 WARWICH ROAD RICHMOND, VA 23224	NONE	OTHER PUBLIC CHARITY	TO HELP FUND KITCHEN RENOVATIONS AT NEW FACILITY	36,000.
FEEDMORE, INC. 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	TO HELP RENOVATE OR PURCHASE A 25,000 SQUARE FOOT SPACE ADJACENT TO THE FACILITY WHICH WILL	25,000.
GREATER RICHMOND ARC 3600 SAUNDERS AVE RICHMOND, VA 23227	NONE	OTHER PUBLIC CHARITY	TO HELP FUND THE CONSTRUCTION OF THE ARC PARK	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	526,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	57,737.	
4 Dividends and interest from securities			14	190,116.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,330,810.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,578,663.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,578,663.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 2/11/15 Date | ▶ President Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
THOMAS M. DENSON		2/2/15		P00443600

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P | Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066
RICHMOND, VA 23294-2066

Phone no. (804)747-0000

Form 990-PF (2013)

323622
10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOSPITAL HOSPITALITY HOUSE 612 E MARSHALL STREET RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	TO HELP FUND THE FACILITY IMPROVEMENT PROJECT INCLUDING WALKWAY REPAIRS, CARPETING, PAINTING,	25,000.
MCV FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298	NONE	OTHER PUBLIC CHARITY	TO EQUIP THE EXPRESSIVE ART ROOMS INCLUDING RECREATIONAL AND OCCUPATIONAL THERAPY AREA IN THE	40,000.
MILWOOD SCHOOL 15100 MILLWOOD SCHOOL LANE MIDLOTHIAN, VA 23112	NONE	OTHER PUBLIC CHARITY	TO HELP CREATE A CLASSROOM WITH SMART TECHNOLOGY	15,000.
RICHMOND SPCA 2519 HERMITAGE ROAD RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	FOR BUILDING RENOVATIONS	25,000.
ST. GERTRUDE HIGH SCHOOL 3215 STUART AVE RICHMOND, VA 23221	NONE	OTHER PUBLIC CHARITY	TO HELP FUND THE COST TO COMPLETE PHASE II OF THE OUTDOOR ATHLETIC CENTER	10,000.
ST. JOHN'S CHURCH FOUNDATION 2319 E BROAD STREET RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	FOR PRESERVATION NEEDS, ROOF REPLACEMENT, AND EXTERIOR PAINTING	30,000.
ST. JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	OTHER PUBLIC CHARITY	TO REPLACE FLOORING	30,000.
ROBERT E. LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558	NONE	OTHER PUBLIC CHARITY	TO SUPPORT THE MOBILE INTERPRETATION INITIATIVE	20,000.
SUPPORT ONE 2100 W LABURNUM AVE RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	TO FUND A TECHNOLOGY UPGRADE AND INFRASTRUCTURE IMPROVEMENTS	15,000.
VCU SCHOOL OF THE ARTS FOR THE VCU INSTITUTE FOR CONTEMPORARY ART 325 N HARRISON STREET RICHMOND, VA 23284	NONE	OTHER PUBLIC CHARITY	SUPPORT CONSTRUCTION COSTS OF NEW VCU INSTITUTE FOR CONTEMPORARY ART	25,000.
Total from continuation sheets				375,000.

323631
05-01-13

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND, VA 23221	NONE	OTHER PUBLIC CHARITY	TO SUPPORT CREATION OF THE NEW LEARNING CENTER	40,000.
YMCA OF GREATER RICHMOND FOR THE YMCA- PETERSBURG FAMILY GYMNASIUM 2 W FRANKLIN STREET RICHMOND, VA 23220	NONE	OTHER PUBLIC CHARITY	TO PROVIDE CAPITAL FOR THE RENOVATION OF THE GYM	25,000.
YOUTH LIFE FOUNDATION P.O. BOX 15202 RICHMOND, VA 23227	NONE	OTHER PUBLIC CHARITY	TO PURCHASE COMPUTERS	10,000.
YWCA OF RICHMOND 6 N 5TH STREET RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	TO CLOSE GAP IN THE RAPID REHOUSING TRANSFORMATION PROJECT	30,000.
MARCH (BAINBRIDGE COMMUNITY MINISTRY) 1400 PERRY STREET RICHMOND, VA 23224	NONE	OTHER PUBLIC CHARITY	TO PROVIDE SUPERMARKET GIFT CARDS TO FOOD PANTRIES	15,000.
RICHMOND HILL 2209 E GRACE STREET RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	TO SUPPORT THE COLLEGE GUIDE PROGRAM OF THE ARMSTRONG LEADERSHIP PROGRAM	20,000.
Total from continuation sheets				

323631
05-01-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - A GRACE PLACE

TO HELP PURCHASE FURNISHINGS FOR THE SATELLITE FACILITY THAT ENABLES THE EXPANSION OF THE CONNECTIONS PROGRAM

NAME OF RECIPIENT - FEEDMORE, INC.

TO HELP RENOVATE OR PURCHASE A 25,000 SQUARE FOOT SPACE ADJACENT TO THE FACILITY WHICH WILL EXPAND THE ABILITY TO PROCURE, STORE AND DISTRIBUTE INCREASED FOOD PRODUCT THROUGH EXPANSION OF THE DISTRIBUTION FLEET

NAME OF RECIPIENT - HOSPITAL HOSPITALITY HOUSE

TO HELP FUND THE FACILITY IMPROVEMENT PROJECT INCLUDING WALKWAY REPAIRS, CARPETING, PAINTING, AND AWNINGS

NAME OF RECIPIENT - MCV FOUNDATION

TO EQUIP THE EXPRESSIVE ART ROOMS INCLUDING RECREATIONAL AND OCCUPATIONAL THERAPY AREA IN THE NEW VTCC

CONTINUATION FOR 990-PF, PART IV

WILLIAM H.-JOHN G.-EMMA SCOTT FOUNDATION 54-0648772 PAGE 1 OF 1

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DAVENPORT & COMPANY (#8708) - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT & COMPANY (#8708) - SEE ATTACHED		VARIOUS	VARIOUS
c	DAVENPORT & COMPANY (#8969) - SEE ATTACHED		VARIOUS	VARIOUS
d	DAVENPORT & COMPANY (#8969) - SEE ATTACHED		VARIOUS	VARIOUS
e	DAVENPORT & COMPANY (#1790) - SEE ATTACHED		VARIOUS	VARIOUS
f	DAVENPORT & COMPANY (#1790) - SEE ATTACHED		VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	866,853.		779,207.	87,646.
b	3,021,111.		2,019,919.	1,001,192.
c	341,675.		284,887.	56,788.
d	364,952.		223,189.	141,763.
e	197,983.		185,542.	12,441.
f	138,965.		107,985.	30,980.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				87,646.
b				1,001,192.
c				56,788.
d				141,763.
e				12,441.
f				30,980.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,330,810.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT & CO OF VA	57,737.	57,737.	
TOTAL TO PART I, LINE 3	57,737.	57,737.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT & CO OF VA	190,116.	0.	190,116.	190,116.	
TO PART I, LINE 4	190,116.	0.	190,116.	190,116.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	8,322.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,322.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	23,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	60,570.	60,570.		0.
OFFICE EXPENSES	7,651.	7,651.		0.
TO FORM 990-PF, PG 1, LN 23	68,221.	68,221.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS - SEE ATTACHED SCHEDULE	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED SCHEDULE	7,464,039.	10,516,716.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,464,039.	10,516,716.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STATEMENT	2,052,801.	2,091,199.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,052,801.	2,091,199.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
E. BRYSON POWELL P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
T. JUSTIN MOORE, III P.O. BOX 1122 RICHMOND, VA 23218	PRESIDENT 5.00	0.	0.	0.
C. COTESWORTH PINCKNEY P.O. BOX 1122 RICHMOND, VA 23218	SECRETARY/TREASURER 5.00	0.	0.	0.
REV. MELISSA HOLLERITH P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
CHARLES M. GUTHRIDGE P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
SUSANNE B. CRUMP P.O. BOX 1122 RICHMOND, VA 23218	TRUSTEE 1.00	0.	0.	0.
ROBERT F. NORFLEET, JR. P.O. BOX 1122 RICHMOND, VA 23218	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

DAVENPORT
& COMPANY LLC
EST. 1863 • MEMBER. NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES

WILLIAM H JOHN G EMMA SCOTT FDN ATTN· T JUSTON MOORE III
HUNTON & WILLIAMS RIVERFRONT PLAZA EAST TOWER
8708-5804-AR49-DAM-II-Y
From 10-01-13 Through 09-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
02-01-12	10-02-13	4,340 000	Twenty First Century Foxinc Cl A	73,987 33		146,540 15		72,552 82
12-29-03	10-15-13	150,000 000	Fedl Natl Mtg Assn Note 4 625% Due 10-15-13	149,176 50	823 50	150,000 00		0 00
06-15-11	10-16-13	1,340 000	Stanley Black & Decker Inc	91,463 31		102,937 28		11,473 97
10-17-12	10-18-13	458 000	Ishares Nasdaq Biotechnology Etf	66,805 76		94,502 35		27,696 59
10-17-12	11-13-13	177 000	Ishares Nasdaq Biotechnology Etf	25,817.95		36,461 45		10,643 50
11-07-12	11-13-13	285 000	Ishares Nasdaq Biotechnology Etf	37,365 44		58,709 12		21,343 68
02-13-13	11-13-13	545 000	Aon Plc Cl A	31,163 81		43,621 75	12,457 94	
08-08-12	11-13-13	570 000	Aon Plc Cl A	29,257 30		45,622 75		16,365 45
06-27-12	12-18-13	94 000	Amazon com Inc	21,352 29		36,500 08		15,147 79
03-07-12	12-18-13	19 000	Amazon com Inc	3,506 23		7,377 68		3,871 45
02-28-13	12-18-13	225 000	Amgen Inc	20,796 43		25,071 33	4,274 90	
09-14-06	12-18-13	50 000	Apple Inc	3,723 49		27,148 53		23,425 04
09-03-08	12-18-13	35 000	Automatic Data Processing Inc	1,597 02		2,726 80		1,129 78
05-22-13	12-18-13	15 000	Celgene Corp	1,899 53		2,394 86	495 33	
09-25-13	12-18-13	100 000	Directv	6,059 28		6,585 90	526 62	
11-13-13	12-18-13	125 000	Express Scripts Hldg Company	8,126 70		8,418 60	291 90	
08-21-13	12-18-13	205 000	Facebook Inc Cl A	7,930 75		11,362 97	3,432 22	
08-14-13	12-18-13	16.000	Google Inc Cl A	13,994 98		17,185 46	3,190 48	
08-14-09	12-18-13	50 000	Qualcomm Inc	2,297 47		3,636 44		1,338 97
03-03-10	12-18-13	425 000	Qualcomm Inc	16,573 47		30,909 71		14,336 24
07-03-13	12-18-13	170 000	Starbucks Corp	11,420 16		13,065.97	1,645 81	
06-26-13	12-18-13	220 000	Nestle S A Spnsd Adr Repsting Reg Shs	14,260 13		15,762 73	1,502 60	
09-10-08	12-18-13	415 000	Accenture Plc Ireland Class A New	16,024 02		31,116 20		15,092 18
06-25-08	12-18-13	420 000	Albemarle Corp	18,406 37		27,106 37		8,700 00
07-03-13	12-18-13	250 000	American Tower Corp New*	17,985 65		19,297 19	1,311 54	
03-27-13	12-18-13	505 000	Amerisourcebergen Corp	25,619 05		34,748 44	9,129 39	
01-23-13	12-18-13	45 000	Amerisourcebergen Corp	2,077 63		3,096 40	1,018 77	
09-09-10	12-18-13	65 000	Anheuser Busch Inbev Sa/nv	3,621 96		6,672 13		3,050 17
08-08-12	12-18-13	100 000	Aon Plc Cl A	5,132 86		8,272 87		3,140 01
11-19-96	12-18-13	100 000	Berkshire Hathaway Inc De Cl B New	3,051 16		11,455 81		8,404 65
06-18-08	12-18-13	152 000	Brookfield Asset Management Inc	5,321 95		5,692 44		370 49
04-18-12	12-18-13	810 000	Brookfield Asset Management Inc	25,817 85		30,334 73		4,516 88
03-23-11	12-18-13	118 000	Brookfield Asset Management Inc	3,727 88		4,419 13		691 25
05-25-11	12-18-13	60 000	Carmax Inc	1,725 26		3,121 17		1,395 91
06-16-10	12-18-13	365 000	Carmax Inc	7,897 94		18,987 12		11,089 18
03-16-06	12-18-13	65 000	Chevron Corp	3,722 85		7,821 32		4,098 47
09-18-13	12-18-13	135 000	Chicago Bridge & Iron Company N V N Y	8,831 36		10,633 77	1,802 41	
10-02-13	12-18-13	66 000	Cummins Inc	8,831 12		8,895 34	64 22	
03-27-13	12-18-13	105 000	Danaher Corp	6,464 59		7,960 97	1,496 38	
05-11-05	12-18-13	110 000	Danaher Corp	2,854 08		8,340 07		5,485 99
06-04-08	12-18-13	530 000	Walt Disney Co	17,992 02		37,756 59		19,764 57
10-16-70	12-18-13	145 000	Exxon Mobil Corp	284 63		14,377 95		14,093 32
11-21-13	12-18-13	365 000	Flowers Foods Inc	8,082 27		7,960 53	(121 74)	

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client, however, such data is not guaranteed as to its accuracy or completeness and is for informational purposes only Please note that some securities, notably mutual funds and real estate investment trust, may revise the classification of prior distributions late in the tax preparation season Should this occur, the cost basis information above would need to be adjusted, thereby affecting your gain/loss Unless other wise instructed by you, Davenport will use its usual and customary method for establishing the cost basis for security sales in your account This method generally assigns the highest available cost basis to a security sale, as opposed to the "first-in, first-out" (FIFO) method Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date, thus, the totals are incomplete

REALIZED GAINS AND LOSSES

WILLIAM H JOHN G EMMA SCOTT FDN ATTN. T JUSTON MOORE III
HUNTON & WILLIAMS RIVERFRONT PLAZA EAST TOWER
8708-5804-AR49-DAM-II-Y
From 10-01-13 Through 09-30-14

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
08-29-12	12-18-13	950.000	General Motors Company	20,304 25		38,787 93		18,483 68
08-22-12	12-18-13	195 000	Goldman Sachs Group Inc	20,557 51		33,740 28		13,182.77
06-27-12	12-18-13	365 000	Johnson & Johnson	24,469 80		33,451 71		8,981 91
03-03-04	12-18-13	715 000	Lowes Companies Inc	19,883 22		34,097 83		14,214 61
01-03-13	12-18-13	52 000	Markel Corp	22,901 36		29,265 10	6,363 74	
06-03-09	12-18-13	80 000	Mcdonalds Corp	4,866 69		7,631 87		2,765 18
07-17-13	12-18-13	70 000	Monsanto Company New	7,194 84		7,916 86	722 02	
01-18-12	12-18-13	500 000	National Oilwell Varco Inc	37,524 95		38,612 18		1,087 23
10-17-12	12-18-13	50 000	Occidental Petroleum Corp	4,201 96		4,578 42		376 46
01-14-09	12-18-13	250.000	Occidental Petroleum Corp	13,713 45		22,892 13		9,178 68
04-17-13	12-18-13	245 000	Parker-hannifin Corp	21,398.86		29,710 65	8,311 79	
05-11-05	12-18-13	60 000	Pepsico Inc	3,403 20		4,859 33		1,456 13
06-19-13	12-18-13	120.000	Praxair Inc	14,388 24		15,070 55	682 31	
03-01-12	12-18-13	115 000	Smucker Jm Company New	8,695 07		11,671 16		2,976 09
05-12-04	12-18-13	315 000	United Technologies Corp	13,076 91		34,290 33		21,213 42
05-16-13	12-18-13	800 000	Valero Energy Corp	31,930 24		38,095 89	6,165 65	
10-24-13	12-18-13	70 000	Valeant Pharm Intl Inc Cda	8,018 83		7,841 27	(177 56)	
06-16-10	12-18-13	47 000	Visa Inc Class A	3,584 81		10,054 07		6,469 26
01-05-11	12-18-13	105 000	Wellpoint Inc Xxx	6,131 96		9,301 80		3,169 84
12-16-09	12-18-13	205 000	Wells Fargo & Co New	5,350 13		9,128 51		3,778 38
08-08-12	01-08-14	1,095 000	Aon Plc Cl A	56,204 82		89,538 67		33,333 85
05-16-13	01-15-14	160 000	Valero Energy Corp	6,386.05		8,224 07	1,838 02	
11-14-12	01-15-14	1,215 000	Valero Energy Corp	32,927 63		62,451.49		29,523.86
03-03-04	01-15-14	35 000	Lowes Companies Inc	973 30		1,689 91		716 61
04-02-08	01-15-14	1,165 000	Lowes Companies Inc	28,945 12		56,249 88		27,304 76
09-22-10	01-15-14	1,260 000	Lowes Companies Inc	27,460 31		60,836 78		33,376 47
08-21-13	01-23-14	635.000	Facebook Inc Cl A	24,565 99		35,574 11	11,008 12	
03-14-12	01-30-14	135,000 000	Bank Amer Corp Medium Term Sr Note Var 1 655% Due 01-30-14	132,410 11	2,589 89	135,000 00		0 00
02-03-11	02-07-14	125,000.000	Goldman Sachs Group Inc Note Var 1 237% Due 02-07-14	125,458 30	(458 30)	125,000 00		0 00
11-14-12	02-12-14	655 000	Walgreen Company Chg	21,328 63		42,085 57		20,756 94
06-25-08	02-20-14	220.000	Albemarle Corp	9,641 43		14,194 53		4,553 10
10-08-08	02-20-14	1,230 000	Albemarle Corp	31,150 00		79,360 31		48,210 31
06-04-08	02-26-14	675 000	Walt Disney Co	22,914 36		54,081 34		31,166 98
11-14-12	03-19-14	1,455 000	Walgreen Company Chg	47,378 87		97,350 74		49,971 87
03-22-11	03-25-14	125,000 000	Du Pont E I De Nemours &co Note Var 0 665% Due 03-25-14	125,156 25	(156 25)	125,000 00		0 00
01-14-09	03-26-14	1,065 000	Occidental Petroleum Corp	58,419 30		100,214 18		41,794 88
06-27-12	04-09-14	340 000	Johnson & Johnson	22,793 78		33,327 83		10,534 05
08-02-88	04-09-14	425.000	Johnson & Johnson	2,167 21		41,659 79		39,492 58
08-21-13	04-09-14	1,550 000	Facebook Inc Cl A	59,964 23		92,183 90	32,219 67	
08-22-12	05-07-14	665 000	Goldman Sachs Group Inc	70,106 36		102,825 75		32,719 39
01-08-14	05-07-14	1,835 000	Ebay Inc	97,598 33		92,086 70	(5,511 63)	
01-18-12	06-11-14	237 500	Now Inc	7,206 91		7,743 56		536 65
12-05-12	06-11-14	117 500	Now Inc	3,296 82		3,831 03		534 21
01-15-14	07-02-14	1,000 000	American Airlines Group Inc	29,114 80		42,053 07	12,938 27	
12-16-09	07-02-14	985 000	Wells Fargo & Co New	25,706 73		51,884 41		26,177.68
03-14-13	07-09-14	325 000	Ishares 1-3 Yr Credit Bond	34,319 84		34,257 49		(62 35)
10-23-13	07-15-14	50,000 000	At&t Inc Xxxpartial Call 00206r-av-4 2 500% Due 07-15-14	51,495 00	(1,495 00)	51,187 81	1.187 81	

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES

WILLIAM H JOHN G EMMA SCOTT FDN ATTN. T JUSTON MOORE III
HUNTON & WILLIAMS RIVERFRONT PLAZA EAST TOWER
8708-5804-AR49-DAM-II-Y
From 10-01-13 Through 09-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-03-09	07-23-14	1,100 000	Mcdonalds Corp	66,916 96		104,661.26		37,744 30
09-18-13	08-06-14	1,340 000	Chicago Bridge & Iron Company N V N Y	87,659 45		78,028 36	(9,631 09)	
06-25-08	08-13-14	440 000	Wal-mart Stores Inc	25,675 01		32,422 40		6,747 39
10-22-08	08-13-14	940 000	Wal-mart Stores Inc	49,638 47		69,266 03		19,627.56
01-05-11	08-13-14	410 000	Wellpoint Inc Xxx	23,943 84		45,029 51		21,085.67
01-18-12	09-17-14	950 000	National Oilwell Varco Inc	64,090 50		77,200 14		13,109.64
12-05-12	09-17-14	470 000	National Oilwell Varco Inc	29,318 41		38,193 75		8,875 34
11-14-12	09-24-14	1,845 000	Valero Energy Corp	50,001 22		85,412 94		35,411 72
11-21-13	09-29-14	4,140 000	Flowers Foods Inc	91,672.85		75,743 35	(15,929 50)	
02-19-14	09-29-14	1,520 000	Flowers Foods Inc	31,474 03		27,809 15	(3,664.88)	
TOTAL GAINS							124,077 91	999,857 80
TOTAL LOSSES							(35,036 40)	(62 35)
				2,799,125.33	1,303.84	3,889,266.13	89,041.51	999,795.45

TOTAL REALIZED GAIN/LOSS 1,088,836 96
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred 47,162 45

DAVENPORT
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REALIZED GAINS AND LOSSES

WILLIAM H JOHN G EMMA SCOTT FDN ATTN T JUSTIN MOORE III
HUNTON & WILLIAMS RIVERFRONT PLAZA EAST TOWER
8969-3521-AR49-MCP-2-Y
From 10-01-13 Through 09-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-16-13	10-02-13	78 000	Brookfield Ppty Partnersunit Ltd Partnersh	1,686 63		1,505 45	(181.18)	
03-12-13	10-08-13	62 000	Cst Brands Inc	2,061 38		1,812 62	(248 76)	
05-07-13	10-08-13	860 000	Cst Brands Inc	26,346 79		25,142 78	(1,204 01)	
06-20-12	10-16-13	120 000	O Reilly Automotive Inc New	12,032 40		15,773 67		3,741 27
11-16-12	10-31-13	275 000	Dollar Tree Inc	10,847 43		16,046 96	5,199 53	
07-12-12	10-31-13	160.000	Aon Plc Cl A	7,549 44		12,744 82		5,195 38
06-20-12	10-31-13	70 000	Aon Plc Cl A	3,278.99		5,575 86		2,296 86
01-29-13	11-05-13	615 000	American Intl Group Inc New	23,209 79		29,945 68	6,735 89	
12-07-12	11-05-13	615 000	Walgreen Company Chg	22,126 47		36,735 52	14,609 05	
06-20-12	11-22-13	370 000	Safety Insurance Group	15,399 36		21,052 78		5,653.42
02-22-13	11-26-13	350 000	National Oilwell Varco Inc	23,467 54		28,387 87	4,920 33	
06-20-12	12-09-13	205 000	Intuit Inc	11,993.61		15,216 15		3,222.54
06-25-08	12-17-13	415 000	Albemarle Corp	18,187.26		28,444 36		10,257 10
11-16-12	01-02-14	60 000	Dollar Tree Inc	2,366 71		3,382 87		1,016 16
10-22-12	01-02-14	540 000	Dollar Tree Inc	21,171 19		30,445 86		9,274 67
06-20-12	01-03-14	350 000	Aon Plc Cl A	16,394 97		28,949 65		12,554 67
09-27-12	01-10-14	140 000	Itc Holdings Corp	10,463 03		13,199.42		2,736 39
06-20-12	01-10-14	275 000	Itc Holdings Corp	18,900 72		25,927 43		7,026 71
12-11-13	02-03-14	445 000	American Airlines Group Inc	11,568.13		14,982 31	3,414 18	
06-20-12	02-03-14	450 000	Delta Airlines Inc New	4,963.50		13,324 09		8,360 59
06-20-12	02-06-14	95 000	O Reilly Automotive Inc New	9,525 65		13,945 19		4,419.54
08-09-13	03-10-14	415 000	Beam Inc Chg	27,345.30		34,532 09	7,186 79	
06-20-12	04-01-14	940 000	Delta Airlines Inc New	10,368.20		33,027 39		22,659 19
11-13-13	04-07-14	175 000	Teva Pharmaceutical Indsltd Adr	6,696 55		9,020 77	2,324 22	
11-13-13	04-25-14	575 000	Teva Pharmaceutical Indsltd Adr	22,002.95		28,296 56	6,293 61	
09-11-13	04-25-14	395 000	Ultra Petroleum Corp	8,158.92		11,664 49	3,505 57	
08-08-13	05-07-14	1,240 000	Pinnacle Entertainment Inc	26,656 53		27,619 40	962 87	
06-20-12	05-20-14	190 000	Hanesbrands Inc	5,457 31		15,471 04		10,013 73
10-18-13	06-20-14	190 000	Sun Communities Inc *	8,373 58		9,633 53	1,259 95	
06-20-12	07-01-14	0 303	Fidelity National Financial Inc New	2 62		5 30		2 68
06-20-12	07-02-14	303 000	Fidelity National Financial Inc New	2,623.65		4,952 30		2,328 65
06-20-12	07-16-14	180 000	O Reilly Automotive Inc New	18,048 60		27,673 00		9,624 40
06-27-12	07-16-14	95 000	O Reilly Automotive Inc New	7,289 79		14,605 20		7,315 41
05-27-14	07-22-14	845 000	Alcoa Inc	11,527 49		14,426 62	2,899 13	
01-10-14	08-13-14	945 000	Fastenal Company	44,704 36		42,023 31	(2,681 05)	
02-26-14	08-27-14	100 000	American Tower Corp New*	8,106 88		9,899 25	1,792 37	
06-20-12	09-24-14	145 000	Hanesbrands Inc	4,164 79		15,311 07		11,146 28
03-12-13	09-24-14	560 000	Valero Energy Corp	23,007 19		25,924 80		2,917 61
TOTAL GAINS							61,103 48	141,763 26
TOTAL LOSSES							(4,315 00)	0.00
				508,075.73	0 00	706,627 46	56,788 48	141,763 26

TOTAL REALIZED GAIN/LOSS 198,551 73

CAPITAL GAIN DISTRIBUTIONS

Date	Security	Short Term	Long Term
01-31-14	Morgan Stanley *china A Shares Fun	3 06	
TOTAL DISTRIBUTIONS 3 06		3 06	0 00
		56,791.54	**141,763.26**

TOTAL GAIN/LOSS 198,554 79

REALIZED GAINS AND LOSSES
WILLIAM H JOHN G EMMA SCOTT FDN ATTN T JUSTIN MOORE III
HUNTON & WILLIAMS RIVERFRONT PLAZA EAST TOWER
8969-3521-AR49-MCP-2-Y
From 10-01-13 Through 09-30-14

							Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Amort. or Accretion**	**Proceeds**	**Short Term**	**Long Term**

Portfolio Fees Incurred 7,069 11

DAVENPORT
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REALIZED GAINS AND LOSSES
WILLIAM H-JOHN G-EMMA SCOTT FOUNDATION
ATTN T JUSTIN MOORE III
1790-8373-AR49-DAM-VI-Y
From 10-01-13 Through 09-30-14

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-04-13	10-16-13	290 000	Darden Restaurants Inc	15,436 70		14,743.80	(692 90)	
06-04-13	10-16-13	270 000	Norfolk Southern Corp	20,825.07		21,432 50	607 43	
06-04-13	12-02-13	365 000	Travelers Companies Inc	30,623 46		32,593 82	1,970 36	
11-14-12	12-04-13	215 000	Walgreen Company Chg	7,001 00		12,490.79		5,489 79
06-12-13	12-12-13	435 000	Transcanada Corp	19,722 90		18,907 03	(815 87)	
06-04-13	01-15-14	215 000	Tortoise Energy •infrastructure Cor	9,395 48		9,719 85	324 37	
06-04-13	01-22-14	135 000	Raytheon Company New	8,939 69		12,410.72	3,471 03	
06-04-13	02-05-14	780 000	Weyerhaeuser Company	22,846.12		22,617 50	(228.62)	
11-14-12	02-12-14	130 000	Walgreen Company Chg	4,233 16		8,352 86		4,119 70
06-04-13	02-19-14	130 000	Dominion Resources Inc Va New	7,239 69		9,243 50	2,003 81	
11-14-12	03-19-14	295 000	Walgreen Company Chg	9,606.03		19,737 77		10,131.74
09-26-07	04-09-14	240 000	Jpmorgan Chase & Company	11,095.06		14,081 95		2,986 89
08-09-13	05-14-14	280 000	Teva Pharmaceutical Indsltd Adr	11,318 30		14,197 45	2,879 15	
01-22-14	06-11-14	820 000	Goldcorp Inc New	19,184 06		19,765 99	581 93	
06-04-13	07-01-14	0 638	Fidelity National Financial Inc New	7 54		11.17		3 63
06-04-13	07-02-14	286 000	Fidelity National Financial Inc New	3,380 15		4,674.46		1,294 31
06-04-13	07-23-14	640 000	Glaxosmithkline Plc Sponsored Adr	33,036 74		32,079.93		(956 81)
01-28-14	07-23-14	495 000	Realty Income Corp *	20,010 47		22,351 04	2,340 57	
01-05-11	08-13-14	95 000	Wellpoint Inc Xxx	5,547 96		10,433 67		4,885 71
06-04-13	09-02-14	555 000	Bp Plc Sponsored Adr	23,987.10		26,152 85		2,165 75
06-04-13	09-17-14	125 000	Marathon Petroleum Corp	10,089 99		10,949 09		859 10
TOTAL GAINS							14,178 65	31,936 62
TOTAL LOSSES							(1,737 39)	(956 81)
				293,526.66	0.00	336,947.74	12,441.26	30,979.81

TOTAL REALIZED GAIN/LOSS 43,421.08
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred 6,338 43