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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
PAUL H PUSEY FOUNDATION

A Employer identification number
23-7043682

Number and street (or P O box number if mail is not delivered to street address) PO BOX 111928 | Room/suite

B Telephone number (see instructions)
(239) 591-0562

City or town, state or province, country, and ZIP or foreign postal code
NAPLES, FL 34108

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 ▸ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▸$ 3,693,181

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) (see instructions))*

			(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 (attach schedule)				
	2	Check ▸ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5	5		
	4	Dividends and interest from securities	52,718	52,718		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,118,969			
	b	Gross sales price for all assets on line 6a 3,560,698				
	7	Capital gain net income (from Part IV, line 2)		1,118,969		
	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) (attach schedule)				
	11	Other income (attach schedule)	980	980	0	
	12	**Total.** Add lines 1 through 11	1,172,672	1,172,672	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,850	2,138	0	0
	c	Other professional fees (attach schedule)	39,455	34,455	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	348	348	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	353	192	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,006	37,133	0	0
	25	Contributions, gifts, grants paid	166,280			166,280
	26	**Total expenses and disbursements.** Add lines 24 and 25	209,286	37,133	0	166,280
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	963,386			
	b	**Net investment income** (if negative, enter -0-)		1,135,539		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			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	101,485	757,248	757,248
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	414,545	1,310,271	1,378,724
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,168,722	1,574,721	1,557,209
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,684,752	3,642,240	3,693,181
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 (attach schedule)			
	22	Other liabilities (describe ▶)	2,377	21,219	
	23	**Total liabilities** (add lines 17 through 22)	2,377	21,219	
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	2,682,375	3,621,021	
	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** (see instructions)	2,682,375	3,621,021	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,684,752	3,642,240	

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	2,682,375
2	Enter amount from Part I, line 27a	2	963,386
3	Other increases not included in line 2 (itemize) ▶	3	3,758
4	Add lines 1, 2, and 3	4	3,649,519
5	Decreases not included in line 2 (itemize) ▶	5	28,498
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,621,021

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	See Additional Data Table			
b				
c				
d				
e				

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	1,118,969
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	10,646

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 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))
2013	155,460	3,386,121	0 045911
2012	160,864	3,121,575	0 051533
2011	152,200	3,224,004	0 047208
2010	129,000	3,061,333	0 042139
2009	188,113	2,595,793	0 072468

2	**Total** of line 1, column (d)	2	0 259259
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	0 051852
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,709,927
5	Multiply line 4 by line 3	5	192,367
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,355
7	Add lines 5 and 6	7	203,722
8	Enter qualifying distributions from Part XII, line 4	8	166,280

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 page 18 of the 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	22,711
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	22,711
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	22,711
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,520		
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	1,520
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	28
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	21,219
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
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	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MASON AYRES Telephone no ▶(239) 591-0562

Located at ▶8115 COSTA BRAVA CT NAPLES FL ZIP+4 ▶34109

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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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		No
	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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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)	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 ▶ 20____, 20____, 20____, 20____			
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 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (see instructions) ☐ 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)?	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? ☐ 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		No
	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?	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 (see instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	3,459,716
b	Average of monthly cash balances	1b	306,707
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,766,423
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	3,766,423
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,496
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,709,927
6	**Minimum investment return.** Enter 5% of line 5	6	185,496

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	185,496
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 22,711		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	22,711
3	Distributable amount before adjustments Subtract line 2c from line 1	3	162,785
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	162,785
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	162,785

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	166,280
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	166,280
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 (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	166,280

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				162,785
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			166,278	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 166,280				
a Applied to 2013, but not more than line 2a			166,278	
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 2014 distributable amount.				2
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				162,783
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a 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 organization 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))

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

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

MRS NANCY P AYRES
PO BOX 111928
NAPLES, FL 34108
(239) 591-0562

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

LETTERS ONLY, SUBMITTED WITH MATERIALS DESCRIBING PURPOSE OF ORGANIZATION

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

NONE

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*				
See Additional Data Table				
Total . . . . ▶ **3a**				166,280
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
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	5	
4 Dividends and interest from securities. . . .			14	52,718	
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			14	1,118,969	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a BROKER TRANSACTIONS		0		0	980
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,171,692	980

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,172,672

(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) (See instructions)
11A	BROKER TRANSACTION CREDIT

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

******	2015-05-15	******
Signature of officer or trustee	Date	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
KIMBERLEY D VANHUSS				P00214470

Firm's name ▶ ELLIOTT DAVIS DECOSIMO LLCPLLC

Firm's EIN ▶ 57-0381582

Firm's address ▶ 901 E BYRD STREET SUITE 1000 RICHMOND, VA 23219

Phone no (804) 612-4380

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
318 801 SHS AMERICAN GROWTH FUND	P	2013-12-19	2014-10-21
45 076 SHS ARTISAN INTL INVESTOR CLASS	P	2013-11-21	2014-10-21
119 865 SHS CAUSEWAY INTERNATIONAL VALUE INVESTOR	P	2013-12-19	2014-10-21
9 694 SHS DODGE AND COX STOCK	P	2013-12-19	2014-10-21
24 523 SHS GAMCO GLOBAL TELECOMMUNICATIONS	P	2013-12-23	2014-10-21
672 464 SHS GOLDMAN SACHS MID CAP VALUE CLASS A	P	2013-12-06	2014-10-21
23 085 SHS INVESCO ENERGY CLASS A	P	2013-12-13	2014-10-21
65 160 SHS LAZARD EMERGING MKTSEQUITY OPEN CL SHRS	P	2013-12-24	2014-10-21
1,636 398 SHS MERIDIAN GROWTH FUND	P	2013-11-13	2014-10-21
121 722 SHS OAKMARK INTERNATIONAL CL I	P	2013-12-20	2014-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,241		13,043	1,198
1,321		1,213	108
1,816		1,659	157
1,678		1,400	278
582		542	40
31,088		28,395	2,693
1,010		1,008	2
1,260		1,263	-3
61,365		60,263	1,102
2,912		2,863	49

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			1,198
			108
			157
			278
			40
			2,693
			2
			-3
			1,102
			49

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40 012 SHS PRIMECAP ODYSSEY AGGRESSIVE GROWTH	P	2013-12-20	2014-10-21
225 575 SHS T ROWE PRICE HEALTH SCIENCES	P	2013-12-17	2014-10-21
90 118 SHS THIRD AVENUE REAL ESTATE VALUE INSTL	P	2013-12-18	2014-10-21
4,640 79 SHS AMERICAN GROWTH FUND OF AMERICA	P	2004-12-16	2014-10-21
3,667 373 SHS AMG MANAGERS BRNADYWINE BLUE FD	P	2008-07-08	2014-10-21
4,549 29 SHS ARTISIAN INTERNATIONAL INVESTOR CLASS	P	2004-11-05	2014-10-21
14,137 61 SHS CAUSEWAY INTERNATIONAL VALUE INVESTOR	P	2005-12-08	2014-10-21
7,273 837 SHS CHESAPEAKE CORE GROWTH	P	2005-12-08	2014-10-21
699 238 SHS DODGE AND COX STOCK	P	2013-06-19	2014-10-21
1,620 SHS GAMCO GLOBAL TELECOMMUNICATIONS	P	2008-04-08	2014-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,262		883	379
15,630		11,464	4,166
2,813		2,336	477
207,304		134,558	72,746
120,085		117,588	2,497
133,294		101,454	31,840
214,185		205,272	8,913
163,516		124,003	39,513
121,017		101,018	19,999
38,488		37,202	1,286

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			379
			4,166
			477
			72,746
			2,497
			31,840
			8,913
			39,513
			19,999
			1,286

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3,895 68 SHS GOLDMAN SACHS MID CAP VALUE CLASS A	P	2004-12-16	2014-10-21
2,452 913 SHS INVESCO ENERGY CLASS A	P	2008-04-08	2014-10-21
3,414 144 SHS JENSEN QUALITY GROWTH FD	P	2004-11-05	2014-10-21
1,883 45 SHS LAZARD EMERGING MKTSEQUITY OPEN CL	P	2007-10-22	2014-10-21
4,240 283 SHS MATTHEWS PACIFIC TIGER FUND	P	2006-03-29	2014-10-21
4,387 65 SHS MERIDIAN GROWTH FUND	P	2005-12-08	2014-10-21
1,864 159 SHS NEUBERGER BERMAN SMALL CAP	P	2008-04-08	2014-10-21
4,262 575 SHS OAKMARK INTERNATIONAL CL	P	2013-06-19	2014-10-21
2,700 00 SHS POWERSHARES QQQ	P	2007-03-15	2014-10-21
2,276 811 SHS PRIMECAP ODYSSEY AGGRESSIVE GROWTH	P	2013-04-03	2014-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
180,097		131,218	48,879
107,364		116,996	-9,632
131,888		85,113	46,775
36,426		44,940	-8,514
120,000		79,463	40,537
164,537		162,310	2,227
49,121		33,720	15,401
101,961		100,247	1,714
258,557		128,251	130,306
71,833		50,273	21,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			48,879
			-9,632
			46,775
			-8,514
			40,537
			2,227
			15,401
			1,714
			130,306
			21,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5,593 860 SHS ROYCE TOTAL RETURN FD INVESTMENT CL	P	2004-11-05	2014-10-21
2,831 14 SHS T ROWE PRICE HEALTH SCIENCES	P	2008-04-08	2014-10-21
3,625 87 SHS THIRD AVENEUE REAL ESTATE VALUE	P	2005-04-01	2014-10-21
700 00 SHS VANGUARD INDEX FDS MIDCAP GROWTH	P	2013-04-03	2014-10-21
800 00 SHS VANGUARD SPECIALIZED PORTFOLIOS DIV	P	2013-04-03	2014-10-21
1,649 720 SHS WELLS FARGO C&B MID CAP VALUE FD	P	2004-11-05	2014-10-21
800 00 SHS WISDOMTREE TR TOTAL DIVID FD	P	2013-04-03	2014-10-21
2,700 00 SHS CSX CORP	P	2008-04-08	2014-10-21
2,000 SHS CAPITAL ONE FINANCIAL	P	2008-04-08	2014-10-21
400 00 SHS CISCO SYS INC	P	2008-04-08	2014-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
88,607		66,674	21,933
196,170		76,624	119,546
113,163		99,828	13,335
66,269		52,698	13,571
60,527		52,410	8,117
41,952		32,351	9,601
56,093		47,306	8,787
91,658		21,693	69,965
155,317		1,703	153,614
9,260		23,289	-14,029

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			21,933
			119,546
			13,335
			13,571
			8,117
			9,601
			8,787
			69,965
			153,614
			-14,029

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1,400 00 SHS DEERE AND COMPANY	P	2008-04-08	2014-10-21
1,400 00 SHS MORGAN STNALEY	P	2008-04-08	2014-10-21
700 00 SHS PEPSICO	P	2008-04-08	2014-10-21
1,474 00 SHS WELLS FARGO AND CO	P	2008-04-08	2014-10-21
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
116,492		30,068	86,424
47,445		13,423	34,022
65,351		18,279	47,072
73,494		25,425	48,069
22,249			22,249

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			86,424
			34,022
			47,072
			48,069
			22,249

Form 990PF Part VIII Line 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
NANCY P AYRES 11253 BIG CANOE BIG CANOE, GA 30143	VICE PRESIDENT 0 50	0	0	0
WILLIAM A PUSEY SR 57 EAST SQUARE LANE RICHMOND, VA 23238	CHAIRMAN 0 25	0	0	0
PATRICIA P CLARK 5326 DU PONT DRIVE SANTA ROSA, CA 95409	PRESIDENT 0 25	0	0	0
PATRICIA P PUSEY 57 EAST SQUARE LANE RICHMOND, VA 23238	SECRETARY 0 25	0	0	0
PAUL W AYRES 5620 ROCKFIELD LOOP VALRICO, FL 33594	ASSISTANT TREASURER 0 25	0	0	0
ROBERT B AYRES 11253 BIG CANOE BIG CANOE, GA 30143	TREASURER 0 25	0	0	0
WILLIAM A PUSEY JR 11587 PRIMROSE LANE ROCKVILLE, VA 24146	DIRECTOR 0 25	0	0	0
JOHN B REECE 6411 THREE CHOPT ROAD RICHMOND, VA 23226	DIRECTOR 0 25	0	0	0

Form 990PF Part XV Line 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*				
ADOPT A HORSE 10 MACON STREET MONTICELLO, GA 31064	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,027
ALZHEIMER'S ASSOCIATION 14010 ROOSEVELT BLVD CLEARWATER, FL 337623820	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,444
BAPTIST THEOLOGICAL SEMINARY AT RICHMOND 3400 BROOK RD RICHMOND, VA 23227	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,680
BARRON COLLIER LACROSSE BOOSTERS 9848 ROCKY BANK DR NAPLES, FL 34109	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
BENEDICTINE COLLEGE PREPARATORY 304 NORTH SHEPPARD ST RICHMOND, VA 232210232	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
BOLLING HAXALL HOUSE FOUNDATION 211 E FRANKLIN ST RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,000
CALIFORNIA PARENTING INSTITUTE 3650 STANDISH AVE SANTA ROSA, CA 95407	NONE	OTHER PUBLIC CHARITY	CHARITABLE	13,856
CARITAS PO BOX 25790 RICHMOND, VA 232605790	NONE	OTHER PUBLIC CHARITY	CHARITABLE	500
CENTERSTAGE FOUNDATION 600 E GRACE ST RICHMOND, VA 23219	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
CHARITY FOR CHANGE 194 RIDGE DRIVE NAPLES, FL 34108	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,500
CHESAPEAKE BAY FOUNDATION PO BOX 8 IRVINGTON, VA 22480	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
CHURCH HILL ACTIVITIES AND TUTORING 601 N 31ST ST RICHMOND, VA 23223	NONE	OTHER PUBLIC CHARITY	CHARITABLE	5,957
COMPASSION INTERNATIONAL 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
CONSERVANCY OF SOUTHWEST FLORIDA 1495 SMITH PRESERVE WAY NAPLES, FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,089
ELK HILL FARM INC PO BOX 99 GOOCHLAND, VA 23063	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
Total . . . . ▶ **3a**				166,280

Form 990PF Part XV Line 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*				
FIRST BAPTIST CHURCH 2709 MONUMENT AVE RICHMOND,VA 23220	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,681
FLORIDA CANCER SPECIALISTS FOUNDATION 4371 VERONICA S SHOEMAKER BLVD FORT MYERS,FL 33916	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
FLORIDA STATE UNIVERSITY FOUNDATION PO BOX 3062739 TALLAHASSEE,FL 32306	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,427
FOCUS RICHMOND 1520 W MAIN STREET SUITE 101B RICHMOND,VA 23220	NONE	OTHER PUBLIC CHARITY	CHARITABLE	500
FORGOTTEN FELINES OF SONOMA COUNTY PO BOX 6672 SANTA ROSA,CA 95406	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,500
FRRME AMERICA 282 PATRICKTOWN ROAD SOMERVILLE,ME 04348	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,200
GOOD SAMARITAN HEALTH & WELLNESS CENTER 175 SAMARITAN DR JASPER,GA 30143	NONE	OTHER PUBLIC CHARITY	CHARITABLE	8,000
GOOD SHEPHERD CLINIC OF DAWSON COUNTY PO BOX 201 DAWSONVILLE,GA 30534	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
GRACE EPISCOPAL CHURCH PO BOX 1059 KILMARNOCK,VA 22482	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,300
GREATER RICHMOND SCAN 103 E GRACE STREET RICHMOND,VA 23219	NONE	OTHER PUBLIC CHARITY	CHARITABLE	300
HEART OF THE VALLEY ANIMAL SHELTER PO BOX 11390 BOZEMAN,MT 59719	NONE	OTHER PUBLIC CHARITY	CHARITABLE	400
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON,DC 200378147	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,400
K9 SEARCH & RESCUE SPECIALISTS INC PO BOX 571 VILLA RICA,GA 30180	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
NAPLES PLAYERS 701 5TH AVE S NAPLES,FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
NEVER ALONE PO BOX 1904 WOODSTOCK,GA 30188	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
Total . . . . ▶ **3a**				166,280

Form 990PF Part XV Line 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*				
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK, VA 23529	NONE	OTHER PUBLIC CHARITY	CHARITABLE	400
PICKENS FAMILY PARTNERS 1222-C EAST CHURCH ST JASPER, GA 30143	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,500
PIEDMONT HEALTHCARE FOUNDATION 2001 PEACHTREE RD309 ATLANTA, GA 30309	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
RINCON VALLEY MIDDLE SCHOOL 4650 BADGER ROAD SANTA ROSA, CA 95409	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,500
ROLLINS COLLEGE GIFT LOCKBOX PO BOX 864168 ORLANDO, FL 328864168	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
SALVATION ARMY PO BOX 12400 2 W GRACE ST RICHMOND, VA 23241	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,337
SAVE THE HORSES 1768 NEWT GREEN ROAD CUMMING, GA 30028	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,900
SEMINOLE SOCCER CLUB 1374 BIRCH CREST CT LAKE MARY, FL 32795	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
SEQUOIA ELEMENTARY PARENTS CLUB 5305 DUPONT DR SANTA ROSA, CA 95409	NONE	OTHER PUBLIC CHARITY	CHARITABLE	8,857
ST CATHERINE SCHOOL FOUNDATION 6001 GROVE AVE RICHMOND, VA 232262600	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,337
ST CATHERINE SCHOOL FOUNDATION (NA) 6001 GROVE AVE RICHMOND, VA 232262600	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
ST CHRISTOPHER SCHOOL FOUNDATION 711 ST CHRISTOPHER RD RICHMOND, VA 232262750	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,337
ST CHRISTOPHER SCHOOL FOUNDATION (PC) 711 ST CHRISTOPHER RD RICHMOND, VA 232262750	NONE	OTHER PUBLIC CHARITY	CHARITABLE	5,000
ST MARY'S CHURCH 12291 RIVER ROAD RICHMOND, VA 23238	NONE	OTHER PUBLIC CHARITY	CHARITABLE	7,000
SWEET BRIAR COLLEGE-OFFICE OF DEVELOPME PO BOX 1057 SWEET BRIAR, VA 24595	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,200
Total . . . . ▶ 3a				166,280

Form 990PF Part XV Line 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*				
TAMPA PREPATORY SCHOOL 727 W CASS STREET TAMPA,FL 33606	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
TAMPA PREPATORY SCHOOL - SOCCER CLUB 727 W CASS STREET TAMPA,FL 33606	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,427
THE SALK INSTITUTE 10010 N TORREY PINES ROAD LA JOLLA,CA 92037	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,500
THE TRF AT JAMES RIVER PO BOX 112 CROZIER,VA 23039	NONE	OTHER PUBLIC CHARITY	CHARITABLE	300
TRF MONTPELIER PO BOX 518 MONTPELIER STATION,VA 22957	NONE	OTHER PUBLIC CHARITY	CHARITABLE	300
VIRGINIA DRESSAGE ASSOCIATION 6426 SOUTH ST FALLS CHURCH,VA 22042	NONE	OTHER PUBLIC CHARITY	CHARITABLE	200
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND,VA 232210311	NONE	OTHER PUBLIC CHARITY	CHARITABLE	4,000
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND,VA 232210311	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,000
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND,VA 23294	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,968
VIRGINIA MUSEUM FINE ARTS FOUNDATION 200 NORTH BOULEVARD RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	3,984
VIRGINIA MUSEUM OF FINE ARTS (BP) 200 NORTH BOULEVARD RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	6,150
VIRGINIA OPERA ASSOCIATION PO BOX 784 RICHMOND,VA 23218	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,100
VIRGINIA UNION UNIVERSITY 1500 NORTH LOMBARDY STREET RICHMOND,VA 232204007	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,070
VOLUNTEER COLLIER INC 553 GALLEON DR NAPLES,FL 34102	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,000
WCVE 23 SESAME ST RICHMOND,VA 23235	NONE	OTHER PUBLIC CHARITY	CHARITABLE	15,020
Total . . . . ▶ **3a**				166,280

Form 990PF Part XV Line 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*				
WCVE-COMMONWEALTH PUBLIC BROADCASTING COR 23 SESAME ST RICHMOND,VA 23235	NONE	OTHER PUBLIC CHARITY	CHARITABLE	7,058
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA,KS 66675	NONE	OTHER PUBLIC CHARITY	CHARITABLE	700
YMCA TAMPA 110 E OAK AVENUE TAMPA,FL 33602	NONE	OTHER PUBLIC CHARITY	CHARITABLE	1,500
YWCA OF RICHMOND 6 NORTH 5TH STREET RICHMOND,VA 232192230	NONE	OTHER PUBLIC CHARITY	CHARITABLE	2,674
Total . . . . ▶ **3a**				166,280

TY 2014 Accounting Fees Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,850	2,138	0	0

TY 2014 Investments Corporate Stock Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000 SHS, CAPITAL ONE FIN CO	0	0
400 SHS, CISCO SYSTEMS, INC.	0	0
2,700 SHS, CSX CORP	0	0
1,400 SHS, DEERE & CO	0	0
1,400 SHS, MORGAN STANLEY	0	0
700 SHS, PEPSICO INC	0	0
1,474 SHS, WELLS FARGO CO	0	0
2,700 SHS POWERSHARES QQQ	0	0
800 SHS VANGUARD DIVIDEND APPRECIATION ETF	0	0
700 SHS VANGUARD CRSP US MID CAP GROWTH IND ETF	0	0
800 SHS WISDOMTREE TOTAL DIVIDEND ETF	0	0
3,510 SHARES ISHARES SELECT DIVIDEND ETF	260,449	278,694
8,532 SHARES VANGUARD FTSE DEVELOPED MARKET ETF	325,021	323,192
1,483 SHARES VANGUARD INDEX FDS FORMERLY VANGUARD	261,620	279,397
2,646 SHARES VANGUARD INDEX FDS VANGUARD REIT ETF	200,763	214,326
2,963 SHARES VANGUARD SCOTTSDALE FDS VANGUARD RUSSELL	262,418	283,115

TY 2014 Investments - Other Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
4,959.593 SHS, AMERICAN GROWTH FUND	AT COST	0	0
4,594.364 SHS, ARTISAN INTL	AT COST	0	0
3,663.373 SHS, BRANDYWINE FUNDS	AT COST	0	0
14,257.479 SHS, CAUSEWAY FDS	AT COST	0	0
7,273.837 SHS, CHESAPEAKE CORE GROWTH FD	AT COST	0	0
701.127 SHS, DODGE & COX FUNDS	AT COST	0	0
1,645.075 SHS, GAMCO FUNDS	AT COST	0	0
4,568.146 SHS, GOLDMAN SACHS	AT COST	0	0
2,475,998 SHS, INVESCO ENERGY FD	AT COST	0	0
3,414.144 SHS, JENSEN QUALITY GROWTH	AT COST	0	0
1,948.615 SHS, LAZARD FDS EMERGING MARKETS	AT COST	0	0
6,119.783 SHS, MATTHEWS FDS PACIFIC	AT COST	35,931	49,938
6,024.053 SHS, MERIDIAN GROWTH FUND	AT COST	0	0
1,864.159 SHS, NEUBERGER BERMAN SMALL CAP	AT COST	0	0
4,384.297 SHS OAKMARK FDS	AT COST	0	0
3,056.715 SHS, T ROWE PRICE HEALTH SCIENCES	AT COST	0	0
2,315.62 SHS PRIMECAP ODUSSEY AGGRESSIVE GROWTH	AT COST	0	0
5,593.86 SHS, ROYCE TOTAL RETURN	AT COST	0	0
3,715.985 SHS, THIRD AVENUE TR	AT COST	0	0
4,395.024 SHS VANGUARD REIT INDEX FD	AT COST	103,790	120,114
1,649.72 SHS, WELLS FARGO ADVANTAGE	AT COST	0	0
18,993.84 SHARES AQR MULTI STRGY ALTERNATIVE CL I	AT COST	185,000	185,380
5,205.622 SHARES MATTHEW ASIAN GROWTH AND INCOME INST'L	AT COST	100,000	93,701
2,321.263 SHARES MATTHEWS ASIA SMALL COMPANIES FD INSTL	AT COST	50,000	49,814
19,856.591 SHARES TORTOISE MLP AND PIPELINE FD INVESTOR	AT COST	360,000	326,045
7,659.314 SHARES CALVERT SHORT DURATION	AT COST	125,000	123,698
10,602.205 SHARES JPMORGAN STRATEGIC INCOME OPPS - SELECT	AT COST	125,000	124,258
8,059.317 SHARES LOOMIS SAYLES BOND INSTL	AT COST	125,000	119,520
5,467.197 SHARES STONE RIDGE HIGH YLD REINSRNCE RISK PREM I	AT COST	55,000	55,000
12,935.323 SHARES STONE RIDGE REINSRNCE RSK PREM I	AT COST	130,000	129,741

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
17,699.115 SHARES STONERIDGE REINSURAC RISK PREM INTERVAL	AT COST	180,000	180,000

TY 2014 Other Decreases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
EXCISE TAX	22,711
	28
INVESTMENT BASIS ADJUSTMENT FROM PRIOR YEARS	5,759

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TY 2014 Other Expenses Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	54	0	0	0
TELEPHONE AND COMMUNICATIONS	142	142	0	0
POSTAGE, SHIPPING AND DELIVERY	29	0	0	0
MAILING SERVICES	78	0	0	0
OTHER EXPENSES	50	50	0	0

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TY 2014 Other Income Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BROKER TRANSACTIONS	980	980	0

TY 2014 Other Increases Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Amount
NONDIVIDEND DISTRIBUTIONS	3,758

TY 2014 Other Liabilities Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	2,377	21,219

TY 2014 Other Professional Fees Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	19,455	19,455	0	0
ADMINISTRATION FEES	20,000	15,000	0	0

TY 2014 Taxes Schedule

Name: PAUL H PUSEY FOUNDATION

EIN: 23-7043682

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	348	348	0	0