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EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

MAR 11, 2014

, and ending

DEC 31, 2014

Name of foundation COMMONWEALTH FOUNDATIONS		A Employer identification number 46-5103846
Number and street (or P O box number if mail is not delivered to street address) 800 E CANAL STREET	Room/suite 1900	B Telephone number 804-643-4200
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23219		C If exemption application is pending, check here <input checked="" type="checkbox"/> X
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 64,344.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

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)
1 Contributions, gifts, grants, etc., received		11,343,020.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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		11,343,020.	0.		
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					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 1		15.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		15.	0.		0.
25 Contributions, gifts, grants paid		11,278,661.			11,278,661.
26 Total expenses and disbursements Add lines 24 and 25		11,278,676.	0.		11,278,661.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		64,344.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

SCANNED DEC 03 2015

Operating and Administrative Expenses

90-32

6

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		64,344.	64,344.
	2 Savings and temporary cash investments			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	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)		0.	64,344.	64,344.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	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 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	64,344.	
30 Total net assets or fund balances	0.	64,344.		
31 Total liabilities and net assets/fund balances	0.	64,344.		

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	0.
2 Enter amount from Part I, line 27a	2	64,344.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	64,344.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,344.

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 NONE			
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			

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			

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	
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	

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.)

N/A

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))
2013			
2012			
2011			
2010			
2009			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 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.	8	

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	0.
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	0.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
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 SEE STATEMENT 3		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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 4	X	

Form 990-PF (2014)

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		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? Website address ► N/A	13	X	
14	The books are in care of ► THE ORGANIZATION Telephone no. ► 804-643-4200 Located at ► 800 EAST CANAL STREET, SUITE 1900, 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			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► , , ,	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) 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 2014?	4b	X

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)?

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**6b**

X

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

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

N/A

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
ALICE T. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.
WILLIAM H. GOODWIN, JR. 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR, PRESIDENT 0.10	TREASURER 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

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.

Form 990-PF (2014)

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	0.
b	Average of monthly cash balances	1b	46,540.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	46,540.
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	46,540.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	698.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,842.
6	Minimum investment return Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	1,859.

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	1,859.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,859.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,859.
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	1,859.

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	11,278,661.
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	11,278,661.
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	11,278,661.

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.

Form 990-PF (2014)

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				1,859.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		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: ► \$ 11,278,661.				
a Applied to 2013, but not more than line 2a			0.	
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				1,859.
e Remaining amount distributed out of corpus	11,276,802.			
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	11,276,802.			
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 instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
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)	11,343,020.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipients and Contributions Paid During the Year or Approved for Future Payment		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
Name and address (home or business)					
a Paid during the year					
AMERICAN CIVIL WAR CTR @HISTORIC TREDEGA 490 TREDEGAR STREET RICHMOND, , VA 23219		NONE	PC	GENERAL SUPPORT	50,000.
AMERICAN DIABETES ASSOCIATION 4335 COX ROAD GLEN ALLEN, VA 23060		NONE	PC	GENERAL SUPPORT	2,500.
AN ACHIEVABLE DREAM, INC. 10858 WARWICK BLVD., STE A NEWPORT NEWS, VA 23601		NONE	PC	GENERAL SUPPORT	12,500.
ART 180 114 W. MARSHALL STREET RICHMOND, , VA 23220		NONE	PC	GENERAL SUPPORT	1,000.
ARTHRITIS FOUNDATION 2201 W BROAD ST, RICHMOND, , RI 23220		NONE	PC	GENERAL SUPPORT	1,000.
Total		SEE CONTINUATION SHEET(S)			▶ 3a 11,278,661.
b Approved for future payment					
NONE					
Total					▶ 3b 0.

Enter gross amounts unless otherwise indicated.

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

Employer identification number

COMMONWEALTH FOUNDATIONS

46-5103846

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust **treated** as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
COMMONWEALTH FOUNDATIONS	46-5103846

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	COMMONWEALTH FOUNDATION I (EIN: 62-1668516) 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	\$ 2,268,604.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	COMMONWEALTH FOUNDATION II (EIN: 62-1668517) 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	\$ 2,268,604.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	COMMONWEALTH FOUNDATION III (EIN: 62-1668518) 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	\$ 2,268,604.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	COMMONWEALTH FOUNDATION IV (EIN: 62-1668519) 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	\$ 2,268,604.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	COMMONWEALTH FOUNDATION V (EIN: 62-1668521) 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	\$ 2,268,604.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

46-5103846

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) **►** \$ _____

Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part I if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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
ASK 5211 WEST BROAD STREET RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	2,500.
BON SECOURS RICHMOND HEALTH CARE FNDTN 7229 FOREST AVENUE, SUITE 200 RICHMOND, , VA 23226	NONE	PC	GENERAL SUPPORT	41,000.
BOYS & GIRLS CLUBS OF CHARLOTTESVILLE 108 5TH ST SE CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	800.
BSA TROOP 444 4200 CARY STREET RD RICHMOND, VA 23221	NONE	PC	GENERAL SUPPORT	500.
CENTERSTAGE FOUNDATION 111 VIRGINIA ST # 100, RICHMOND, , VA 23219	NONE	PC	GENERAL SUPPORT	7,000.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE, STE 200 CHARLOTTESVILLE, , VA 22903	NONE	PC	GENERAL SUPPORT	4,000.
CHILDSAVERS 200 N. 22ND STREET RICHMOND, , VA 23223	NONE	PC	GENERAL SUPPORT	2,500.
COLLEGE OF CHARLESTON FOUNDATION 66 GEORGE ST. CHARLESTON, , SC 29424	NONE	PC	GENERAL SUPPORT	5,000.
COLLEGIATE SCHOOL NORTH MOORELAND ROAD RICHMOND, , VA 23229	NONE	PC	GENERAL SUPPORT	835,000.
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 WEST MARSHALL ST., STE 2 RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				11,211,661.

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
DARDEN SCHOOL FOUNDATION P. O. BOX 7726 CHARLOTTESVILLE, , VA 22906	NONE	PC	GENERAL SUPPORT	1,770,000.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 23755	NONE	PC	GENERAL SUPPORT	20,000.
FAISON SCHOOL FOR AUTISM 1701 BYRD AVENUE RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	255,000.
FELLOWSHIP OF CHRISTIAN ATHLETES 308 CROWELL LANE LYNCHBURG, VA 24502	NONE	PC	GENERAL SUPPORT	1,000.
FIELD SCHOOL OF CHARLOTTESVILLE P. O. BOX 4234 CHARLOTTESVILLE, , VA 22905	NONE	PC	GENERAL SUPPORT	55,090.
FRANKLIN-SOUTHAMPTON AREA UNITED WAY P. O. BOX 366 FRANKLIN, , VA 23851	NONE	PC	GENERAL SUPPORT	1,000.
FREDERICK BANTING FOUNDATION 6 QUEENS PARK CRESCENT WEST, RM 10 TORONTO, ON, CANADA S 3H2	NONE	PC	GENERAL SUPPORT	800,000.
FULL CIRCLE GRIEF CENTER 10611 PATTERSON AVENUE, BLDG 201 RICHMOND, , VA 23238	NONE	PC	GENERAL SUPPORT	1,000.
GRAND TETON NATIONAL PARK FOUNDATION 25 S WILLOW SUITE 10 JACKSON, , WY 83001	NONE	PC	GENERAL SUPPORT	2,500.
GREATER RICHMOND ARC 3600 SAUNDERS AVENUE RICHMOND, , VA 23227	NONE	PC	GENERAL SUPPORT	1,500.
Total from continuation sheets				

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
HOLLINGS CANCER CENTER MSC 955 CHARLESTON, , SC 29425	NONE	PC	GENERAL SUPPORT	10,000.
HOMEWARD 1125 COMMERCE RD RICHMOND, , VA 23224	NONE	PC	GENERAL SUPPORT	2,500.
HUNTERS FOR THE HUNGRY PO BOX 304 BIG ISLAND, VA 24526	NONE	PC	GENERAL SUPPORT	200.
JAMES RIVER ASSOCIATION 4833 OLD MAIN STREET RICHMOND, , VA 23231	NONE	PC	GENERAL SUPPORT	2,500.
JUNIOR BRD SHELTERING ARMS PHYS. REHAB HOSP. P. O. BOX 8762 RICHMOND, , VA 23226	NONE	PC	GENERAL SUPPORT	1,000.
JUNIOR LEAGUE OF RICHMOND 205 W FRANKLIN ST RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	1,000.
JUNIOR. BOARD CHILDREN'S HOSPITAL 2924 BROOK ROAD RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	1,000.
KENAN-FLAGLER BUSINESS SCHOOL FOUNDATION THE KENAN CENTER, CB 3440 CHAPEL HILL, HI 27599	NONE	PC	GENERAL SUPPORT	48,500.
KIAWAH ISLAND CONSERVANCY 80 KESTREL COURT KIAWAH ISLAND, SC 29455	NONE	PC	GENERAL SUPPORT	1,000.
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, , PA 18042	NONE	PC	GENERAL SUPPORT	15,000.
Total from continuation sheets				

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
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE HENRICO, , VA 23228	NONE	PC	GENERAL SUPPORT	202,500.
MARTHA JEFFERSON HOSPITAL FOUNDATION 459 LOCUST AVENUE CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	15,000.
MARY BALDWIN COLLEGE 318 PROSPECT ST STAUNTON, , VA 24401	NONE	PC	GENERAL SUPPORT	10,000.
MASSEY CANCER CENTER P. O. BOX 980037 RICHMOND, , VA 23298	NONE	PC	GENERAL SUPPORT	31,000.
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	224,500.
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, , MN 55905	NONE	PC	GENERAL SUPPORT	50,000.
MCV FOUNDATION 1228 E BROAD ST RICHMOND, , VA 23298	NONE	PC	GENERAL SUPPORT	207,000.
METRO RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, STE 300 RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	5,000.
MIDDLE SCHOOL RENAISSANCE 2020 7501 BOULDERS VIEW DRIVE, SUITE 110 RICHMOND, , VA 23225	NONE	PC	GENERAL SUPPORT	150,000.
MILLER CENTER FOUNDATION P. O. BOX 400807 CHARLOTTESVILLE, , VA 22904	NONE	PC	GENERAL SUPPORT	1,500.
Total from continuation sheets				

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
NATIONAL MS SOCIETY 4200 INNSLAKE DRIVE, STE 301 GLEN ALLEN, VA 23060	NONE	PC	GENERAL SUPPORT	5,000.
NOAH'S CHILDREN 5875 BREMO ROAD, STE 305 RICHMOND, , VA 23226	NONE	PC	GENERAL SUPPORT	5,000.
PACK INC. 4110 APACHE PLACE RICHMOND, , VA 23235	NONE	PC	GENERAL SUPPORT	10,000.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DRIVE, STE 101 RICHMOND, , VA 23225	NONE	PC	GENERAL SUPPORT	1,000.
PARTNERSHIP FOR THE FUTURE 4521 HIGHWOODS PARKWAY GLEN ALLEN, VA 23060	NONE	PC	GENERAL SUPPORT	1,000.
PAUL D. CAMP COMMUNITY COLLEGE 100 N COLLEGE DR FRANKLIN, , VA 23851	NONE	PC	GENERAL SUPPORT	1,000.
PEABODY SCHOOL 1232 STONEY RIDGE ROAD CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	100,500.
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, , VA 23219	NONE	PC	GENERAL SUPPORT	4,000.
RICHMOND KICKERS YOUTH SOCCER CLUB 2001 MAYWILL STREET RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	70,000.
RICHMOND SPCA 2519 HERMITAGE RD RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	1,000.
Total from continuation sheets				

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
RICHMOND SYMPHONY 612 EAST GRACE STREET, STE 401 RICHMOND, , VA 23219	NONE	PC	GENERAL SUPPORT	5,000.
ROANOKE CATHOLIC SCHOOL 621 NORTH JEFFERSON STREET ROANOKE, , VA 24016	NONE	PC	GENERAL SUPPORT	161,750.
ROBERT E. LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, , VA 22558	NONE	PC	GENERAL SUPPORT	7,300.
SCIENCE MUSEUM OF VIRGINIA FOUNDATION P. O. BOX 11624 RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	5,000.
SPECIAL OLYMPICS VIRGINIA 3212 SKIPWITH ROAD, SUITE 100 RICHMOND, , VA 23294	NONE	PC	GENERAL SUPPORT	5,000.
SPORTABLE 1365 OVERBROOK RD., ROOM 2 RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	1,500.
ST. ANNE'S - BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE, , VA 22903	NONE	PC	GENERAL SUPPORT	268,000.
ST. STEPHEN'S EPISCOPAL CHURCH 6000 GROVE AVENUE RICHMOND, , VA 23226	NONE	PC	GENERAL SUPPORT	156,000.
THE BASEBALL COMPANY 1575 AVON STREET EXTENDED CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	8,000.
THE COLLEGE FOUNDATION OF UVA P. O. BOX 400801 CHARLOTTESVILLE, , VA 22904	NONE	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

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
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DR., STE 110 RICHMOND, , VA 23225	NONE	PC	GENERAL SUPPORT	1,000.
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE , NJ 08648	NONE	PC	GENERAL SUPPORT	22,000.
THE MUSEUM OF THE CONFEDERACY 1201 EAST CLAY STREET RICHMOND, , VA 23219	NONE	PC	GENERAL SUPPORT	750,000.
THE RICHMOND FORUM 6968 FOREST HILL AVENUE RICHMOND, , VA 23225	NONE	PC	GENERAL SUPPORT	1,282.
THE THOMAS JEFFERSON FOUNDATION P. O. BOX 316 CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	20,000.
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	65,000.
THISTLE FARMS 5122 CHARLOTTE AVE NASHVILLE, , TN 37209	NONE	PC	GENERAL SUPPORT	35,000.
TRUDEAU INSTITUTE 154 ALGONQUIN AVENUE SARANAC LAKE, LA 12983	NONE	PC	GENERAL SUPPORT	1,000.
TUCKAHOE VOLUNTEER RESCUE SQUAD 1101 HORSEPEN RD RICHMOND, , VA 23229	NONE	PC	GENERAL SUPPORT	250.
UNITED WAY P. O. BOX 91706 RICHMOND, , VA 23291	NONE	PC	GENERAL SUPPORT	25,000.
Total from continuation sheets				

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
UNITED WAY OF COASTAL GEORGIA P. O. BOX 877 BRUNSWICK, , GA 31521	NONE	PC	GENERAL SUPPORT	1,500.
UNIVERSITY OF VIRGINIA P. O. BOX 400807 CHARLOTTESVILLE, , VA 22904	NONE	PC	GENERAL SUPPORT	38,500.
U-TURN, INC. 2101 MAYWILL ST RICHMOND, , VA 23230	NONE	PC	GENERAL SUPPORT	2,500.
UVA CENTER FOR POLITICS BOX 400806 CHARLOTTESVILLE, , VA 22904	NONE	PC	GENERAL SUPPORT	1,000.
UVA HEALTH FOUNDATION P. O. BOX 800773 CHARLOTTESVILLE, , VA 22908	NONE	PC	GENERAL SUPPORT	318,500.
VA CHILDREN'S HOSPITAL ALLIANCE P. O. BOX 230 MANAKIN-SABOT, , VA 23103	NONE	PC	GENERAL SUPPORT	1,215,145.
VCU FOUNDATION P. O. BOX 743042 RICHMOND, , VA 23284	NONE	PC	GENERAL SUPPORT	5,000.
VCU SCHOOL OF ENGINEERING FOUNDATION P. O. BOX 843068 RICHMOND, , VA 23284	NONE	PC	GENERAL SUPPORT	25,000.
VILLAGE AT WOOD'S EDGE 1401 NORTH HIGH STREET FRANKLIN, , VA 23851	NONE	PC	GENERAL SUPPORT	10,000.
VIRGINIA ATHLETICS FOUNDATION P. O. BOX 400883 CHARLOTTESVILLE, , VA 22904	NONE	PC	GENERAL SUPPORT	111,600.
Total from continuation sheets				

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 BUSINESS HIGHER ED. COUNCIL 1108 E MAIN ST # 1100 RICHMOND, , VA 23219	NONE	PC	GENERAL SUPPORT	2,500.
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL RD., STE 202 RICHMOND, , VA 23228	NONE	PC	GENERAL SUPPORT	2,500.
VIRGINIA DISCOVERY MUSEUM 524 E MAIN ST CHARLOTTESVILLE, , VA 22902	NONE	PC	GENERAL SUPPORT	4,000.
VIRGINIA HISTORICAL SOCIETY P. O. BOX 7311 RICHMOND, , VA 23221	NONE	PC	GENERAL SUPPORT	69,167.
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND, , VA 23294	NONE	PC	GENERAL SUPPORT	2,500.
VIRGINIA MUSEUM OF FINE ARTS 200 NORTH BOULEVARD RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	6,292.
VIRGINIA PUBLIC SAFETY FOUNDATION 2201 WEST MAIN STREET RICHMOND, , VA 23220	NONE	PC	GENERAL SUPPORT	2,500.
VIRGINIA STATE UNIVERSITY 1 HAYDEN DRIVE PETERSBURG, , VA 23806	NONE	PC	GENERAL SUPPORT	25,000.
VIRGINIA TECH FOUNDATION 902 PRICES FORK RD SUITE 4500 BLACKSBURG, , VA 24060	NONE	PC	GENERAL SUPPORT	2,502,500.
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, , VA 22304	NONE	PC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF

OTHER EXPENSES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	15.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15.	0.		0.

FOOTNOTES

STATEMENT 2

COMMONWEALTH FOUNDATIONS HEREBY ELECTS TO BE TREATED AS A CONDUIT FOUNDATION WITHIN THE MEANING OF IRC SECTION 170(B)(1)(F). FOR TAX YEAR ENDED 12/31/14, COMMONWEALTH FOUNDATIONS HAS DISTRIBUTED IN 2014 (AND BEFORE MARCH 15, 2015) AND TREATED AS A DISTRIBUTION OUT OF CORPUS FROM THE 2014 QUALIFYING DISTRIBUTIONS MADE BY COMMONWEALTH FOUNDATIONS THE AMOUNT OF \$11,343,020 IN ACCORDANCE WITH THE RULES OF IRC SECTION 4942(H) AND THE REGULATIONS THEREUNDER. THESE DISTRIBUTIONS FROM CORPUS EQUAL THE AMOUNT OF THE CONTRIBUTIONS RECEIVED BY COMMONWEALTH FOUNDATIONS DURING 2014 OF \$11,343,020.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	3
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EXPLANATION

VA CODE 57-49 REQUIRES NONPROFIT REGISTRATION/ANNUAL FILING WITH THE ATTORNEY GENERAL ONLY IF THE NONPROFIT WILL SOLICIT CONTRIBUTIONS IN VIRGINIA. COMMONWEALTH FOUNDATIONS DOES NOT SOLICIT CONTRIBUTIONS BY ANY MEANS IN ANY STATE, AND IS NOT REQUIRED TO FILE ITS FORM 990-PF WITH THE VA ATTORNEY GENERAL'S OFFICE.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	4
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<u>NAME OF CONTRIBUTOR</u>	<u>ADDRESS</u>
COMMONWEALTH FOUNDATION I (EIN: 62-1668516)	800 E CANAL ST, STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION II (EIN: 62-1668517)	800 E CANAL ST, STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION III (EIN: 62-1668518)	800 E CANAL ST, STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION IV (EIN: 62-1668519)	800 E CANAL ST, STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION V (EIN: 62-1668521)	800 E CANAL ST, STE 1900 RICHMOND, VA 23219

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT	5
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NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION I (EIN: 62-1668516)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION II (EIN: 62-1668517)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION III (EIN: 62-1668518)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION IV (EIN: 62-1668519)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION V (EIN: 62-1668521)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS