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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 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 **DECEMBER 1**, 2014, and ending **NOVEMBER 30**, 2015

Name of foundation

THE SOPHRON FOUNDATION

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

5550 PAXFORD COURT

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

FAIRFAX, VIRGINIA 22032G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **998,149**J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

52-1199140

B Telephone number (see instructions)

410-206-1056C If exemption application is pending, check here ☐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 ☐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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	\$ 7	\$ 7	\$ 7	
4 Dividends and interest from securities	32,143	32,143	32,143	
5a Gross rents				
b Net rental income or (loss)	(22,314)			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a \$ 237,337		-0-	-0-	
7 Capital gain net income (from Part IV, line 2)				
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)	9,836	32,150	32,150	\$ 30,000
12 Total. Add lines 1 through 11	30,000			
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				5,850
16a Legal fees (attach schedule)	5,850			
b Accounting fees (attach schedule) SCHEDULE 1	9,628	9,628	9,628	
c Other professional fees (attach schedule) SCHED. 1				1,800
17 Interest	1,800			
18 Taxes (attach schedule) (see instructions) SCHED 2				
19 Depreciation (attach schedule) and depletion				7,500
20 Occupancy	7,500			
21 Travel, conferences, and meetings SCHEDULE 3				
22 Printing and publications	101	25	25	76
23 Other expenses (attach schedule) SCHEDULE 4				
24 Total operating and administrative expenses. Add lines 13 through 23	54,879	9,653	9,653	45,226
25 Contributions, gifts, grants paid	32,891			32,891
26 Total expenses and disbursements. Add lines 24 and 25	87,770	9,653	9,653	\$ 78,117
27 Subtract line 26 from line 12:	\$ (77,934)			
a Excess of revenue over expenses and disbursements		\$ 22,497	\$ 22,497	
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

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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	\$ 14,846	\$ 6,783	\$ 6,783
	2	Savings and temporary cash investments	26,151	98,813	98,813
	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 . . . SCHEDULE 6			
	10a	Investments—U.S. and state government obligations (attach schedule)	51,145	-0-	-0-
	b	Investments—corporate stock (attach schedule) . . SCHED 6	552,637	415,703	415,703
	c	Investments—corporate bonds (attach schedule) SCHED 6	135,390	128,274	128,274
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule) . . . SCHEDULE 6	304,221	348,576	348,576	
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)	\$ 1,084,390	\$ 998,149	\$ 998,149	
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 ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	\$1,084,390	\$ 998,149	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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) . . .	1,084,390	998,149	
	31	Total liabilities and net assets/fund balances (see instructions)	\$1,084,390	\$ 998,149	

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	\$1,084,390
2	Enter amount from Part I, line 27a	2	(77,934)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,006,456
5	Decreases not included in line 2 (itemize) ▶ SCHEDULE 7	5	(8,307)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . .	6	\$ 998,149

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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	PUBLICLY TRADED SECURITIES			
b				
c	SCHEDULE 8			
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		SCHEDULE 8	
d			
e			

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

(i) FMV 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			SCHEDULE 8
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	\$ (22,314)
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	(3,065)

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	\$ 56,130	\$ 1,051,693	0.0534
2012	78,152	1,060,508	0.0737
2011	66,552	1,140,367	0.0584
2010	53,593	1,204,041	0.0445
2009	57,039	1,042,608	0.0547

2 Total of line 1, column (d)	2	0.2846
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	0.05693
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,021,555
5 Multiply line 4 by line 3	5	58,157
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	225
7 Add lines 5 and 6	7	58,382
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	\$ 78,117

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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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	\$	225
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		225
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		225
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	\$	1,605
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		1,605
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	\$	1,380
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ▶ \$ 1,380 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		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. ▶ \$ N/A (2) On foundation managers. ▶ \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VIRGINIA MARYLAND		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

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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 ► HOPE E. GROVE Telephone no. ► 443-996-7368 Located at ► 2100 SW KNOLLCREST DRIVE PORTLAND, OREGON ZIP+4 ► 97225-4965			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. N/A <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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)): PRIVATE OPERATING FOUNDATION		
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? <input type="checkbox"/> Yes <input type="checkbox"/> 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? <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.)	3b	N/A
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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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** N/A

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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 (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
SCHEDULE 10				

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 ☐

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

3 Five highest-paid independent contractors for professional services (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 **▶**

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 SCHEDULE 11	
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 NONE MADE IN THE FISCAL YEAR ENDING 11/30/15	\$ -0-
2 NONE MADE IN THE FISCAL YEAR ENDING 11/30/15	-0-
All other program-related investments See instructions	
3 NONE MADE IN THE FISCAL YEAR ENDING 11/30/15	-0-
Total. Add lines 1 through 3 ▶	\$ -0-

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	\$ 958,784
b	Average of monthly cash balances	1b	78,328
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	1,037,112
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	1,037,112
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,557
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,021,555
6	Minimum investment return. Enter 5% of line 5	6	\$ 51,078

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		
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	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	\$ 78,117
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,117
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	225
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	\$ 77,892

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.

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Part XIII Undistributed Income (see instructions)

PRIVATE OPERATING FOUNDATION

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only				
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ _____				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
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				

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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 ▶ **AUGUST 26, 1981**

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

	Tax year	Prior 3 years			(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	\$ 22,497	\$ 29,913	\$ 31,984	\$ 41,246	\$ 125,640
b 85% of line 2a	19,122	25,426	27,186	35,059	106,793
c Qualifying distributions from Part XII, line 4 for each year listed	78,117	56,130	78,472	66,964	279,683
d Amounts included in line 2c not used directly for active conduct of exempt activities	-0-	-0-	-0-	-0-	-0-
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	78,117	56,130	78,472	66,964	279,683
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	34,052	35,057	35,350	38,012	142,471
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SCHEDULE 12

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

NONE

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

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

SCHEDULE 12

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

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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Page **11****Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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				
SCHEDULE 13				
Total				3a
b Approved for future payment				
NONE				
Total				3b

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	

- [illegible]

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

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.)

DURING THE FISCAL YEAR ENDING 11/30/15, THE FOUNDATION ENGAGED IN NO ACTIVITIES CONTRIBUTING IMPORTANTLY TO THE ACCOMPLISHMENT OF ITS EXEMPT PURPOSES, OTHER THAN BY PROVIDING FUNDS FOR SUCH PURPOSES. REVENUE RESULTED FROM THE EARNINGS ON, OR SALE OF, FINANCIAL INVESTMENTS.

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

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			


[illegible]

- 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
NOT APPLICABLE		

**Sign
Here**

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


Signature of officer or trustee

5/8/16
Date Title

PRESIDENT

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
MICHAEL D. DIBERARDO

Preparer's signature Michael A. G. B. [Signature]

Date
4/24/16

Check ☒ if self-employed

PTIN	P01303478
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Firm's name ▶ MICHAEL D. DIBERARDO, CPA

Firm's EIN ▶ 81-1309509

Firm's address ► 11 L RAMBLING OAKS WAY BALTIMORE, MD 21228

Phone no	410-788-6822
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SCHEDULE 1
PART I - ACCOUNTING AND OTHER

Accounting - bookkeeping through compilation of financial statements, and preparation of the annual return	\$5,850 =====
Other - brokerage account maintenance fees	\$9,628 =====

SCHEDULE 2
PART I - TAXES

Federal Excise Taxes	\$1,800 =====
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SCHEDULE 3
PART I - TRAVEL, CONFERENCES, AND MEETINGS

Travel	\$4,767
Lodging	1,092
Meals	1,316
Other	325

	\$7,500 =====

SCHEDULE 4
PART I - OTHER EXPENSES

Amortization of Bond Premiums and Discounts (Schedule 5)	\$25
Other	76

	\$101 =====

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SCHEDULE 5
BOND PREMIUM AND DISCOUNT AMORTIZATION

	Amortizable Amount	Prior Years	Current year
\$50,000 U.S. Treasury Bonds @ 11.25% due 2/15/2015; 20.345 years to maturity purchsd 10/11/94 at a value of \$65,469	\$15,469	\$15,309	\$160
\$30,000 Goldman Sachs Bonds @ 6.0% due 6/15/2020; 8.56 years to maturity purchsd 11/22/11 at a value of \$29,563	(437)	(157)	(51)
\$50,000 QWest Capital Bonds @ 7.625% due 8/3/2021; 19.5 years to maturity purchsd 1/28/02 at a value of \$49,920	(80)	(51)	(4)
\$20,000 Morgan Stanley Bonds @ 5.5% due 8/14/2017; 5.04 years to maturity purchsd 8/1/12 at a value of \$19,800	(200)	(93)	(40)
\$25,000 Murphy Oil Bonds @ 4.0% due 6/1/2022; 9.24 years to maturity purchsd 3/7/13 at a value of \$24,626	(374)	(70)	(40)
column (b)			\$25

SCHEDULE 6
PART II - INVESTMENTS

	End-of-Year Market Value
U.S. Government Bonds	\$0
AT&T, Inc.	\$21,886
Johnson & Johnson	20,248
3M Co.	16,441
General Electric Co.	23,952

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SCHEDULE 6
PART II - INVESTMENTS

Amazon.Com, Inc.	34,570
Duke Energy Corp.	19,176
Halliburton Co.	9,962
Facebook, Inc.	24,496
Welltower, Inc.	15,798
Intel Corp.	18,428
Amgen, Inc.	14,499
Apple, Inc.	37,265
Coca Cola Co.	19,179
ConocoPhillips	13,513
Starbucks Corp.	25,538
Pfizer, Inc.	17,040
Walt Disney Co.	14,978
Fireeye, Inc.	6,635
Alphabet, Inc	22,278
Under Armour, Inc.	23,710
Palo Alto Networks, Inc.	16,111

\$415,703
=====

\$20,000 Morgan Stanley @ 5.5% due 8/14/17	\$20,244
\$30,000 Goldman Sachs Group @ 6% due 6/15/20	34,256
\$50,000 QWest Capital Funding @ 7.625% due 8/3/21	52,313
\$25,000 Murphy Oil @ 4% due 6/1/22	21,461

\$128,274
=====

Chesapeake Lodging Trust Cumulative Preferred	\$13,055
Hercules Technology Growth Cap, Inc. Notes	9,628
Prudential Financial, Inc. Notes	15,618
First Trust ETF ARCA Biotech Index Fund	28,095
Blackrock Equity Dividend Fund	60,453
Hartford Floating Rate Fund	35,261
First Eagle Global Fund	33,430
First Eagle American Fund	60,798
American Funds Developing World Growth and Income Fund	25,134
Legg Mason Global Asset Management Trust	29,639
Loomis Sayles Strategic Income Fund	37,465

\$348,576
=====

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SCHEDULE 7
PART III - DECREASES

Unrealized Investment Losses (\$8,307)
=====

SCHEDULE 8
PART IV - CAPITAL GAINS AND LOSSES

Description	Date Acquired	Date Sold	Gross Sales Price	Cost Plus Expenses	Gain/ (Loss)
250 shs MobileyeNV P	6/30/15	9/11/15	\$10,332	\$13,521	(\$3,189) ST
Capital Gain Distr					124
					(\$3,065) =====
400 shs Saul Centers P	10/31/03	12/12/14	\$10,000	\$10,002	(\$2) LT
300 shs Cypress Semicndctor Cp. P	11/22/13	1/6/15	4,213	2,793	1,420 LT
50 bds U.S. Treasury P	10/11/94	2/17/15	50,000	50,000	0 LT
400 shs Holly- Frontier Corp. P	12/23/13	2/27/15	17,517	19,731	(2,214) LT
150 shs Stratasys Ltd P	12/20/13	2/27/15	9,200	18,813	(9,613) LT
20 shs Amgen Inc. P	9/4/13	3/24/15	3,340	2,257	1,083 LT
119 notes Hercules Tech Gr Cap Inc P	7/25/12	4/30/15	2,975	2,992	(17) LT
.08237 shs Google, Inc. P	4/3/14	5/5/15	44	0	44 LT
225 shs Las Vegas Sands Corp. P	9/4/13	5/15/15	11,475	13,230	(1,755) LT

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Description		Date Acquired	Date Sold	Gross Sales Price	Cost Plus Expenses	Gain/ (Loss)	
200 shs 3-D Systems Corp.	P	3/18/14	5/15/15	4,195	12,673	(8,478)	LT
20 shs 3M Co	P	1/10/12	6/8/15	3,140	1,690	1,450	LT
125 shs Chevron Corp.	P	1/11/13	6/30/15	12,104	13,976	(1,872)	LT
560 shs General Electric Co	P	1/31/08	6/30/15	14,902	19,728	(4,826)	LT
600 shs Kayne Anderson Energy Total Ret Fund	P	7/21/10	6/30/15	12,457	13,433	(976)	LT
11.66 shs Kayne Anderson Energy Total Ret Fund	P	10/20/10	6/30/15	242	288	(46)	LT
9.34 shs Kayne Anderson Energy Total Ret Fund	P	1/19/11	6/30/15	194	266	(72)	LT
337 shs Southern Co	P	2/19/13	6/30/15	14,091	14,973	(882)	LT
.987 shs Kayne Anderson Energy Total Ret Fund	P	1/19/11	7/1/15	20	28	(8)	LT
900 shs Cypress Semicndctor Cp.	P	11/22/13	7/16/15	10,487	8,048	2,439	LT
400 shs Kinder Morgan, Inc.	P	10/25/13	7/21/15	14,337	14,595	(258)	LT
155 shs United Technologies Cp.	P	11/18/13	7/21/15	15,819	16,921	(1,102)	LT
400 shs BCE, Inc.	P	11/8/13	8/27/15	16,253	17,711	(1,458)	LT
				\$237,337	\$267,669	(27,143)	
Capital Gain Distr						7,894	
						(\$19,249)	

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SCHEDULE 9
PART VII-B LINE 1a(4)

Hope Grove received compensation at the rate of \$1,000 per month; and Daniel Grove and Kathryn Hibschan received compensation at the rate of \$750 per month during the fiscal year.

Officers and directors are reimbursed periodically for their out-of-pocket spending on Foundation business.

SCHEDULE 10
PART VIII

The following are the officers and directors of The Sophron Foundation as of 11/30/15:

- a) Hope E. Grove, Director and Secretary/Treasurer. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes an average of 15 hours/month to the Foundation.
- b) Daniel R. Grove, Director and President. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes an average of 15 hours/month to the Foundation.
- c) Catherine Grove, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.
- d) Alexis H. Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.
- e) Jeffrey V. Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes a few hours/year to the Foundation.
- f) Kathryn A. Hibschan, Director and Vice President. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/month to the Foundation.

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- g) Judith E. Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.
- h) Jesse Batty, Director. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes a few hours/year to the Foundation.
- i) Craig Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes a few hours/year to the Foundation.

Daniel Grove, President, and Kathryn Hibsichman, Vice President are each paid \$750 per month, totalling \$18,000 this fiscal year, in compensation. Hope Grove, Secretary/Treasurer is paid \$1,000 per month, totalling \$12,000 in compensation. No other officer or director is paid any amount either directly or indirectly.

The Foundation makes no contributions to any retirement plan for any of the officers or directors. None of the officers or directors has an expense account or any other allowance.

SCHEDULE 11
PART IX-A

As indicated in Schedule 13, the Foundation engages in non-significant-involvement grant programs.

SCHEDULE 12
PART XV

Line 1a - The late Tom Rogers. His aggregate contributions constitute nearly all the contributions to the Foundation. Please see the note for Part I given in earlier years.

Line 2 - The Sophron Foundation is a private operating foundation, and has no "standard" grant-giving procedure.

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SCHEDULE 13
PART XV LINE 3a

All of the following grants were made to IRS code section 509(a)(1), (2), or (3) organizations (PC) during the Foundation's fiscal year ending 11/30/15. There is no relationship by birth/family or financial circumstance between any grant recipient and any Foundation officer or director.

A grant was made to The Piece (Camp Odyssey), 707 NE Couch Street. Portland, Oregon 97232 to fund camp scholarships for kids from refugee families. \$10,000

A grant was made to Catholic Charities, Inc., Kateri Park Apartments, 2740 SE Powell Boulevard, Portland, Oregon 97202 for clothing and toys for a needy family 1,507
for field trips and educational expenses for summer school 3,500
and for backpacks for children. 690

A grant was made to Vantage House, a continuing care retirement community owned and operated by a non-profit, non-sectarian charitable corporation, 5400 Vantage Point Road, Columbia, Maryland 21044 to reimburse an employee for the tuition, fees and book expenses she paid for her post-secondary nursing degree or continuing education program. 5,000

A grant was made to the McAuliffe-Shepard Discovery Center, 2 Institute Drive, Concord, New Hampshire 03301 to support twelve students' tuition and meals at summer camp in the Touch the Future, Inc. program, that promotes the exploration of astronomy, aviation, earth and space science. 3,850

A grant was made to Bradley Angle House, 5432 N. Albina Avenue, Portland, Oregon 97217 to provide holiday gifts for women and children at this domestic violence shelter 1,999
and for a freezer. 856

A grant was made to Ozone House, 1705 Washtenaw Avenue, Ann Arbor, Michigan 48104 to adopt a family with a one-time Christmas grant at this youth shelter. 1,724

A grant was made to Homestretch, Inc., 303 South Maple Avenue, Suite 400, Falls Church, Virginia 22046 to provide holiday new home welcome packages to families being helped to attain permanent housing and self-sufficiency. 1,039

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SCHEDULE 13
PART XV LINE 3a

Monies were provided to a Foundation officer and director to purchase items formerly called "stocking stuffers" for distribution to clientele of the following organizations at Christmastime. These are generally small items of winter clothing, toys, games and candy, but also items more pertinent to the nature of the donee organization.

Ozone House
1705 Washtenaw Avenue
Ann Arbor, Michigan 48104

1,882

Fairfax Inova Children's Hospital
3300 Gallows Road
Falls Church, Virginia 22042

844

\$32,891
=====