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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.

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE STANBROOK FOUNDATION		A Employer identification number 54-1794883
Number and street (or P O box number if mail is not delivered to street address) C/O TCVA, 9030 STONY POINT PARKWAY	Room/suite 300	B Telephone number 804.272.9044
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23235-1936		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input 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) ▶ \$ 356437.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1.	1.		STATEMENT 1
	4 Dividends and interest from securities	10851.	10851.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9943.			
	b Gross sales price for all assets on line 6a 84776.				
	7 Capital gain net income (from Part IV, line 2)		9943.		
	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	20795.	20795.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1175.	0.		0.
	c Other professional fees STMT 4	3723.	3723.		0.
	17 Interest				
	18 Taxes STMT 5	116.	116.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	5039.	3839.		0.
	25 Contributions, gifts, grants paid	50000.			50000.
	26 Total expenses and disbursements. Add lines 24 and 25	55039.	3839.		50000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-34244.			
	b Net investment income (if negative, enter -0-)		16956.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	8794.	12292.	12292.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	132919.	79309.	78974.
	b	Investments - corporate stock STMT 8	46616.	75212.	81579.
	c	Investments - corporate bonds STMT 9	34078.	43154.	43642.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 10	136662.	114602.	139950.	
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 1)	359069.	324569.	356437.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	359069.	324569.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	359069.	324569.		
31	Total liabilities and net assets/fund balances	359069.	324569.		

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	359069.
2	Enter amount from Part I, line 27a	2	-34244.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	324825.
5	Decreases not included in line 2 (itemize) ▶ 2015 DIVIDEND THROWBACKS TO 2014	5	256.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	324569.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED	P		
b SEE ATTACHED	P		
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 47303.		47340.	-37.
b 37473.		27493.	9980.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-37.
b			9980.
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	9943.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	59940.	222814.	.269014
2012	9982.	100419.	.099403
2011	9975.	109513.	.091085
2010	4294.	102610.	.041848
2009	6029.	86169.	.069967

2 Total of line 1, column (d)	2	.571317
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	.114263
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	366878.
5 Multiply line 4 by line 3	5	41921.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	170.
7 Add lines 5 and 6	7	42091.
8 Enter qualifying distributions from Part XII, line 4	8	50000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	170.
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	170.
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	170.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	426.	
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	426.	
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	256.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 256. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X		
14	The books are in care of ► <u>THE TRUST COMPANY OF VIRGINIA</u> Telephone no. ► <u>(804) 272-9044</u> Located at ► <u>9030 STONY POINT PARKWAY SUITE 300, RICHMOND, VA</u> ZIP+4 ► <u>23235-1936</u>			
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			<input type="checkbox"/>
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 ►		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 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	N/A	
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARYCLAY SMITH 3665 OLD RIVER TRAIL POWHATAN, VA 23139	DIRECTOR 1.00	0.	0.	0.
JEFFREY S SMITH 109 GARDEN DRIVE FAIRPORT, NY 14450	VICE PRESIDENT 1.00	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 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	362594.
b	Average of monthly cash balances	1b	9871.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	372465.
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	372465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5587.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	366878.
6	Minimum investment return. Enter 5% of line 5	6	18344.

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	18344.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	170.
2b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	170.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18174.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18174.
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	18174.

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	50000.
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	50000.
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	170.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49830.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				18174.
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	4533.			
e From 2013	48919.			
f Total of lines 3a through e	53452.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 50000.				
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				18174.
e Remaining amount distributed out of corpus	31826.			
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:	85278.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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)	0.			
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	85278.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	4533.			
d Excess from 2013	48919.			
e Excess from 2014	31826.			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

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

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

c Any submission deadlines:

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				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL ROAD RICHMOND, VA 23228	NONE	PUBLIC CHARITY	GENERAL	3000.
FEEDING THE ORPHANS 505 CAVE CREEK RD LOUDON, TN 37774	NONE	PUBLIC CHARITY	GENERAL	22000.
THE ASSISI INSTITUTE 1400 N WINTON RD ROCHESTER, NY 14609	NONE	PUBLIC CHARITY	GENERAL	25000.
Total				3a 50000.
b Approved for future payment				
NONE				
Total				3b 0.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TRUST COMPANY OF VIRGINIA	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
TRUST COMPANY OF VIRGINIA	10851.	0.	10851.	10851.	
TO PART I, LINE 4	10851.	0.	10851.	10851.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1175.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1175.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSET MANAGEMENT FEES	3723.	3723.		0.
TO FORM 990-PF, PG 1, LN 16C	3723.	3723.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID ON DIVIDENDS	116.	116.			0.
TO FORM 990-PF, PG 1, LN 18	116.	116.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCC REGISTRATION FEES	25.	0.			0.
TO FORM 990-PF, PG 1, LN 23	25.	0.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED		X	79309.	78974.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			79309.	78974.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			79309.	78974.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK-SEE ATTACHED		65779.	71911.
PREFERRED STOCK-SEE ATTACHED		9433.	9668.
TOTAL TO FORM 990-PF, PART II, LINE 10B		75212.	81579.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED		43154.	43642.
TOTAL TO FORM 990-PF, PART II, LINE 10C		43154.	43642.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	114602.	139950.
TOTAL TO FORM 990-PF, PART II, LINE 13		114602.	139950.

Description		12-31-2013	12-31-2014	
		Basis	Basis	Market Value
Common Stock				
CVS	CVS CAREMARK CORP COM	75 000	4,611 75	
IBM	INTERNATIONAL BUSINESS MACHS CORP	25 000	4,385 50	
MAT	MATTEL INC COM	150 000	8,403 50	
MPC	MARATHON PETE CORP COM	50 000	3,661 50	
PEP	PEPSICO INC COM	25 000	2,090 75	
R	RYDER SYS INC COM	100 000	6,329 00	
T	AT&T INC COM	150 000	5,297 50	
XOM	EXXON MOBIL CORP COM	50 000	4,403 50	
ACCENTURE PLC CLASS A ORDINARY		25 000	1,976 13	2,232 75
AT&T INC COM		150 000	5,297 50	5,038 50
BECTON DICKINSON & CO COM		25 000	2,997 50	3,479 00
CVS HEALTH CORPORATION		75 000	4,811 75	7,223 25
EXXON MOBIL CORP COM		50 000	4,403 50	4,622 50
GENERAL ELEC CO COM		125 000	3,332 50	3,158 75
GLAXOSMITHKLINE PLC SPONSORED ADR		50 000	2,627 50	2,137 00
INTERNATIONAL BUSINESS MACHS CORP		25 000	4,385 50	4,011 00
MARATHON PETE CORP COM		50 000	3,661 50	4,513 00
MATTEL INC COM		150 000	6,221 10	4,641 75
MICROCHIP TECHNOLOGY INC COM		50 000	2,446 37	2,255 50
PEPSICO INC COM		25 000	2,090 75	2,364 00
PROCTER & GAMBLE CO COM		25 000	1,984 00	2,277 25
PRUDENTIAL FINL INC COM		25 000	2,257 50	2,261 50
RYDER SYS INC COM		75 000	4,746 75	6,963 75
STATE STR CORP COM		50 000	3,279 00	3,925 00
US BANCORP DEL COM NEW		100 000	4,034 00	4,495 00
VF CORP COM		50 000	3,178 50	3,745 00
WASTE MANAGEMENT INC COM		50 000	2,247 50	2,566 00
TOTAL COMMON STOCK			37,183 00	65,778 85
Preferred Stock				
BCS PA	BARCLAYS BK PLC SPONSORED ADR REPSTG	250 000	6,293 90	6,452 50
MER PE	MERRILL LYNCH PFD CAP TR IV TR	125 000	3,139 38	3,215 86
TOTAL PREFERRED STOCK			9,433 28	9,433 28
US Governments & Agencies				
31331X-UU-4	FEDERAL FARM CR BKS CONS SYSTEMWIDE	10,000 000	10,470 31	
TOTAL US GOVT & AGENCIES			10,470 31	0 00
State & Municipals				
140443-AK-8	CAPITAL REGION ARPT COMMN VA C REV	5,000 000	5,067 82	
271371-TR-7	EAST CAROLINA UNIV N C UNIV RE GEN	10,000 000	10,896 50	
34160W-LG-7	FLORIDA ST DEPT ENVIRONMENTAL REV	10,000 000	10,743 47	
454624-EP-8	INDIANA BD BK REV SCH SEVERANCE FDG	10,000 000	10,471 75	
55539P-AM-0	MACOMB INTERCEPTOR DRAIN DRAIN DRAIN	10,000 000	10,148 40	
64983U-R2-8	NEW YORK ST DORM AUTH REVS REF BDS	10,000 000	10,461 20	
64986A-VG-3	NEW YORK ST ENVIRONMENTAL FACS REV	5,000 000	5,238 75	
927781-VQ-4	VIRGINIA COLLEGE BLDG AUTH VA ED FAC	5,000 000	5,260 90	
92812U-KE-7	VIRGINIA ST HSG DEV AUTH COMWL	10,000 000	10,238 00	
92812Q-VT-1	VIRGINIA ST HSG DEV AUTH RENTAL HSG	10,000 000	11,379 00	
987171-ND-7	WICHITA FALLS TEX INDPT SCH DI GO	10,000 000	10,778 60	
97705L-EV-5	WISCONSIN ST GO BDS 2004 E	10,000 000	10,605 50	
981305-6X-8	WORCESTER MASS DCU SPL IMPT BDS 2010	10,000 000	11,158 70	
FLORIDA ST DEPT ENVIRONMENTAL REV		10,000 000	10,449 00	10,332 00
INDIANA BD BK REV SCH SEVERANCE FDG		5,000 000	5,176 60	5,014 00
INDIANA BD BK REV SCH SEVERANCE FDG		5,000 000	5,176 60	5,005 75
NEW YORK ST DORM AUTH REVS REF BDS		10,000 000	10,328 10	10,033 80
NEW YORK ST ENVIRONMENTAL FACS REV		5,000 000	5,217 20	5,345 85
VIRGINIA ST HSG DEV AUTH COMWL		10,000 000	10,210 30	10,000 00
VIRGINIA ST HSG DEV AUTH RENTAL HSG		10,000 000	11,180 60	11,388 80
WISCONSIN ST GO BDS 2004 E		10,000 000	10,558 80	10,156 80
WORCESTER MASS DCU SPL IMPT BDS 2010		10,000 000	11,011 50	11,696 50
TOTAL STATE & MUNICIPALS			122,448 59	79,308 70
Corporates				
205887-BD-3	CONAGRA FOODS INC SR NT	10,000 000	11,214 80	10,875 80
46625H-GN-4	JPMORGAN CHASE & CO SUB NT	10,000 000	11,252 60	11,034 40
494368-BB-8	KIMBERLY CLARK CORP NT	10,000 000	11,610 51	11,237 30
MACOMB INTERCEPTOR DRAIN DRAIN DRAIN		10,000 000		10,135 50
TOTAL CORPORATES			34,077 91	43,153 80
INVESTMENTS-OTHER				
CRBQ	ALPS ETF TR JEFFERIES TR/J CRB	153 000	6,707 05	
EFA	ISHARES MSCI EAFE ETF	300 000	19,918 52	
SPY	SPDR S&P 500 ETF TRUST	326 000	41,433 73	
VVO	VANGUARD FTSE EMERGING MARKETS ETF	190 000	6,641 94	
VNQ	VANGUARD INDEX FDS REIT ETF	200 000	13,458 08	
VO	VANGUARD INDEX FDS VANGUARD MID-CAP	100 000	8,990 01	
VB	VANGUARD INDEX FDS VANGUARD	100 000	8,722 33	
VNQI	VANGUARD INTL EQUITY INDEX FDS	100 000	5,350 37	
VT	VANGUARD INTL EQUITY INDEX FDS	400 000	20,944 78	
DWM	WISDOMTREE TR DIEFA FD	110 000	4,495 23	
ALPS ETF TR JEFFERIES TR/J CRB		153 000	6,707 05	5,921 10
ISHARES MSCI EAFE ETF		250 000	18,873 59	15,210 00
SPDR S&P 500 ETF TRUST		225 000	27,626 95	48,246 50
VANGUARD FTSE EMERGING MARKETS ETF		190 000	6,641 94	7,603 80
VANGUARD INDEX FDS REIT ETF		100 000	6,891 61	8,100 00
VANGUARD INDEX FDS VANGUARD		100 000	8,722 33	11,666 00
VANGUARD INDEX FDS VANGUARD MID-CAP		100 000	8,990 01	12,356 00
VANGUARD INTL EQUITY INDEX FDS		50 000	2,957 00	2,676 00
VANGUARD INTL EQUITY INDEX FDS		275 000	15,580 32	16,533 00
WISDOMTREE TR DEFA FD		275 000	13,811 13	13,637 25
TOTAL INVESTMENTS-OTHER			136,662 04	114,601 93
TOTAL COMMON STOCK			37,183 00	65,778 85
TOTAL PREFERRED STOCK			9,433 28	9,433 28
TOTAL US GOVT & AGENCIES			10,470 31	0 00
TOTAL STATE & MUNICIPALS			122,448 59	79,308 70
TOTAL CORPORATES			34,077 91	43,153 80
TOTAL INVESTMENTS-OTHER			136,662 04	114,601 93

