Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

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

Name of foundation
THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

A Employer identification number
54-1900372

Number and street (or P O box number if mail is not delivered to street address)
P O BOX 70459

Room/suite

B Telephone number (see instructions)
(804) 267-3603

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 23255

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,121,197

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,735	5,735		
	4	Dividends and interest from securities	29,374	29,374		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	27,400			
	b	Gross sales price for all assets on line 6a 222,611				
	7	Capital gain net income (from Part IV, line 2)		27,400		
	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)				
	12	**Total.** Add lines 1 through 11	62,509	62,509	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,250	4,250	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	734	0	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	15,553	15,553	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,537	19,803	0	0
	25	Contributions, gifts, grants paid	54,000			54,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	74,537	19,803	0	54,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,028			
	b	**Net investment income** (if negative, enter -0-)		42,706		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	213,686	99,409	99,409
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	263,563	265,672	263,257
	b	Investments—corporate stock (attach schedule)	398,463	393,454	610,022
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	31,615	136,804	148,193
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)	356	316	316
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	907,683	895,655	1,121,197
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	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	907,683	895,655	
	30	**Total net assets or fund balances** (see instructions)	907,683	895,655	
	31	**Total liabilities and net assets/fund balances** (see instructions)	907,683	895,655	

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	907,683
2	Enter amount from Part I, line 27a	2	-12,028
3	Other increases not included in line 2 (itemize) ▶ ______	3	0
4	Add lines 1, 2, and 3	4	895,655
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	895,655

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

	(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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	27,400
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	53,426	1,096,244	0 048736
2012	53,567	1,054,625	0 050792
2011	53,844	1,065,285	0 050544
2010	50,000	1,025,983	0 048734
2009	47,888	954,128	0 050190

2	**Total** of line 1, column (d)	2	0 248996
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 049799
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1,119,122
5	Multiply line 4 by line 3	5	55,731
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	427
7	Add lines 5 and 6	7	56,158
8	Enter qualifying distributions from Part XII, line 4	8	54,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	854
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	854
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	854
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	600		
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	600
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	254
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶n/a

14 The books are in care of ▶Susan McLane Telephone no ▶(804) 267-3603

Located at ▶P O BOX 70459 RICHMOND VA ZIP+4 ▶23255

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	964,958
b	Average of monthly cash balances	1b	171,206
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,136,164
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	1,136,164
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,042
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,119,122
6	**Minimum investment return.** Enter 5% of line 5	6	55,956

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	55,956
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 854		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	854
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,102
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	55,102
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	55,102

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	54,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	54,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,000

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					55,102
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.	168				
b From 2010.					
c From 2011.	892				
d From 2012.	1,702				
e From 2013.					
f **Total** of lines 3a through e.		2,762			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 54,000					
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.					54,000
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		1,102			1,102
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,660			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					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 (see instructions) . . .		0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		1,660			
10 Analysis of line 9					
a Excess from 2010. . . .					
b Excess from 2011. . . .					
c Excess from 2012. . . .	1,660				
d Excess from 2013. . . .					
e Excess from 2014. . . .					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email 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* See Additional Data Table				
Total . . . . ▶ 3a				54,000
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,735	
4 Dividends and interest from securities			14	29,374	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,400	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		62,509	0

13 Total. Add line 12, columns (b), (d), and (e) 13 62,509

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2015-05-11 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
PHILIP A HUSS CPA PLLC		2015-05-11		P00625347

Firm's name ▶ PHILIP A HUSS CPA PLLC

Firm's EIN ▶ 54-1649752

Firm's address ▶ 110 WYLDEROSE DRIVE MIDLOTHIAN, VA 23113

Phone no (804) 423-5694

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
BLACKHAWK NETWORK HOLDINGS 95048	P	2014-04-15	2014-04-15
BLACKHAWK NETWORK HOLDINGS 9	P	2014-04-15	2014-04-23
BLACKHAWK NETWORK HOLDINGS 5	P	2014-04-15	2014-04-24
STARWOOD WAYPOINT 4	P	2014-01-31	2014-01-31
STARWOOD WAYPOINT 83	P	2014-02-03	2014-02-07
VERIZON COMMUNICATIONS 919	P	2014-02-24	2014-02-24
VERIZON COMMUNICATIONS 69	P	2014-02-24	2014-03-04
VERIZON COMMUNICATIONS 65	P	2014-02-24	2014-03-04
VODAFONE GROUP 81818	P	2014-02-24	2014-02-24
VODAFONE GROUP 95	P	2014-11-14	2014-12-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23			23
208		235	-27
116		131	-15
12			12
2,375		2,405	-30
43			43
3,313		3,364	-51
3,121		3,127	-6
34			34
3,317		3,339	-22

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			23
			-27
			-15
			12
			-30
			43
			-51
			-6
			34
			-22

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ENSCO PLC 86	P	2014-10-10	2014-12-11
ENSCO PLC 37	P	2014-10-15	2014-12-11
US TREASURY NOTES 8000	P	2013-05-17	2014-05-05
US TREASURY NOTES 14000	P	2013-06-21	2014-05-05
US TREASURY NOTES 6000	P	2013-11-15	2014-02-03
APPLE INC 53	P	2013-03-19	2014-09-05
BAKER HUGHES 29	P	2012-12-28	2014-05-20
BAKER HUGHES 23	P	2012-12-28	2014-05-21
BAKER HUGHES 23	P	2012-12-28	2014-05-23
COACH INC 30	P	2013-04-11	2014-12-11

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,398		3,224	-826
1,032		1,406	-374
7,922		8,351	-429
13,863		13,956	-93
5,603		5,550	53
5,246		3,477	1,769
2,013		1,159	854
1,599		920	679
1,610		920	690
1,038		1,573	-535

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-826
			-374
			-429
			-93
			53
			1,769
			854
			679
			690
			-535

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
COACH INC 35	P	2013-04-12	2014-12-11
COACH INC 13	P	2013-04-24	2014-12-11
COACH INC 35	P	2013-04-26	2014-12-11
DEVON ENERGY CORP 23	P	2012-07-23	2014-05-06
HALLIBURTON COMPANY 50	P	2011-10-18	2014-03-07
HALLIBURTON COMPANY 13	P	2012-07-23	2014-03-07
HALLIBURTON COMPANY 17	P	2012-07-23	2014-03-10
HALLIBURTON COMPANY 20	P	2012-07-23	2014-04-16
KLA-TENCOR CORP 15	P	2012-10-01	2014-12-10
KLA-TENCOR CORP 16	P	2012-11-02	2014-12-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,211		1,833	-622
450		732	-282
1,211		2,008	-797
1,611		1,340	271
2,810		1,721	1,089
730		410	320
953		536	417
1,210		631	579
1,038		711	327
1,107		768	339

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-622
			-282
			-797
			271
			1,089
			320
			417
			579
			327
			339

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
KLA-TENCOR CORP 4	P	2012-11-02	2014-12-11
US BANCORP 94	P	2011-01-19	2014-10-14
BHP BILLITON LTD	P	2009-03-25	2014-12-11
BHP BILLITON LTD	P	2009-12-23	2014-12-11
CHUBB CORP	P	2004-09-03	2014-01-22
CHUBB CORP	P	2004-09-03	2014-04-01
FEDERAL NATL MTG 2 38% 4000	P	2011-09-16	2014-08-27
FEDERAL NATL MTG 2 38% 6000	P	2011-11-28	2014-08-27
FEDERAL NATL MTG 1 63% 7000	P	2011-01-19	2014-06-18
FEDERAL NATL MTG 1 63% 11000	P	2011-05-25	2014-06-18

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
277		192	85
3,755		2,493	1,262
236		228	8
3,063		4,898	-1,835
2,766		1,063	1,703
1,417		549	868
4,124		4,231	-107
6,186		6,305	-119
7,125		6,863	262
11,196		10,826	370

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			85
			1,262
			8
			-1,835
			1,703
			868
			-107
			-119
			262
			370

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
FEDERAL NATL MTG 1 63% 5000	P	2011-05-25	2014-12-04
FEDERAL NATL MTG 1 63% 5000	P	2011-12-07	2014-12-04
FEDERAL NATL MTG 1 63% 3000	P	2012-01-12	2014-12-04
FEDERAL NATL MTG 1 63% 7000	P	2013-08-07	2014-12-04
FEDERAL NATL MTG 2 63% 19000	P	2013-03-08	2014-03-26
HALLIBURTON COMPANY 20	P	2008-08-08	2014-04-16
HOME DEPOT 87	P	2008-03-17	2014-08-18
HOME DEPOT 3	P	2008-03-17	2014-09-23
HOME DEPOT 31	P	2008-06-13	2014-09-23
HOME DEPOT 16	P	2008-06-13	2014-11-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,063		4,990	73
5,063		5,143	-80
3,038		3,098	-60
7,089		7,201	-112
19,308		19,618	-310
1,210		859	351
7,299		2,239	5,060
276		77	199
2,849		850	1,999
1,547		439	1,108

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			73
			-80
			-60
			-112
			-310
			351
			5,060
			199
			1,999
			1,108

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
HOME DEPOT 87	P	2008-06-13	2014-11-19
HONEYWELL INTER 35	P	2008-11-05	2014-01-10
LEGGETT & PLATT INC 122	P	2007-05-24	2014-11-12
LEGGETT & PLATT INC 39	P	2007-05-24	2014-11-17
LEGGETT & PLATT INC 31	P	2007-05-24	2014-11-18
LEGGETT & PLATT INC 10	P	2007-06-13	2014-11-18
MATTEL INCORP 36	P	2010-10-19	2014-01-09
MATTEL INCORP 24	P	2010-10-19	2014-01-09
MATTEL INCORP 10	P	2010-10-27	2014-01-09
MATTEL INCORP 10	P	2010-10-27	2014-01-14

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
774		219	555
3,157		1,113	2,044
5,041		2,940	2,101
1,599		940	659
1,276		747	529
411		231	180
1,647		888	759
1,095		591	504
456		246	210
445		240	205

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			555
			2,044
			2,101
			659
			529
			180
			759
			504
			210
			205

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
MATTEL INCORP 15	P	2010-10-27	2014-01-15
MATTEL INCORP 37	P	2010-10-27	2014-01-22
MATTEL INCORP 5	P	2010-10-27	2014-01-22
MATTEL INCORP 13	P	2010-10-27	2014-08-22
MATTEL INCORP 5	P	2010-10-27	2014-08-26
MATTEL INCORP 8	P	2010-10-27	2014-08-27
MATTEL INCORP 47	P	2010-10-27	2014-10-21
MERCK & CO 85	P	2008-03-26	2014-12-19
NOVARTIS AG 40	P	2006-01-12	2014-12-19
SAFEWAY INC 72	P	2009-09-11	2014-02-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
667		360	307
1,610		805	805
218		117	101
456		246	210
175		94	81
279		151	128
1,380		744	636
5,071		3,761	1,310
3,787		2,165	1,622
2,448		1,440	1,008

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			307
			805
			101
			210
			81
			128
			636
			1,310
			1,622
			1,008

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
SAFEWAY INC 44	P	2009-09-11	2014-08-18
SAFEWAY INC 47	P	2009-09-11	2014-08-26
US TREASURY NOTES 3 00% 8000	P	2010-09-10	2014-11-14
US TREASURY NOTES 3 00% 1000	P	2012-07-26	2014-11-14
US TREASURY NOTES 2 13% 6000	P	2012-12-18	2014-05-05
US TREASURY NOTES 2 13% 1000	P	2013-02-07	2014-05-05
VODAFONE GROUP 103 12145	P	2006-01-24	2014-12-11
VODAFONE GROUP 66 54862	P	2006-01-24	2014-12-11
VODAFONE GROUP 61 79518	P	2006-01-27	2014-12-11
VODAFONE GROUP 47 53475	P	2006-02-03	2014-12-11

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,525		880	645
1,629		940	689
8,420		8,440	-20
1,052		1,112	-60
5,941		6,270	-329
990		1,035	-45
3,601		4,573	-972
2,324		2,951	-627
2,158		2,805	-647
1,660		2,061	-401

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			645
			689
			-20
			-60
			-329
			-45
			-972
			-627
			-647
			-401

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
WASHINGTON PRIME 18 5	P	2009-06-29	2014-08-21
WASHINGTON PRIME 0 5	P	2009-09-18	2014-08-21
Capital Gains Dividends	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
359		113	246
10		4	6
846			846

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			246
			6
			846

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LOUISE R BELMONT C/O P O BOX 70459 RICHMOND,VA 23255	Trustee 0 00	0	0	0
RANDOLPH N REYNOLDS JR C/O P O BOX 70459 RICHMOND,VA 23255	Trustee 0 00	0	0	0
ROBERT G REYNOLDS C/O P O BOX 70459 RICHMOND,VA 23255	trustee 0 00	0	0	0
RANDOLPH N REYNOLDS C/O P O BOX 70459 RICHMOND,VA 23255	Trustee 0 00	0	0	0
Mary R Simpson C/O P O BOX 70459 rICHMOND,VA 23255	TRUSTEE 0 00	0	0	0
SUSAN C ARMSTRONG 333 ALBEMARLE AVENUE rICHMOND,VA 23226	TRUSTEE 0 00	0	0	0
Susan v r reynolds C/O P O BOX 70459 rICHMOND,VA 23255	trustee 0 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COLLEGE OF WILLIAM & MARY PO BOX 8795 WILLIAMSBURG,VA 23187			CENTER FOR CONSERVATION BIOLOGY	5,000
BENEDICTINE HIGH SCHOOL 12829 RIVER ROAD RICHMOND,VA 23238			UNRESTRICTED	1,500
CHILDREN YOUTH & FAMILY SERVICES INC 1000 E HIGH STREEN CHARLOTTESVILLE,VA 22902			UNRESTRICTED	500
EAGLE YOUTH FOUNDATION 2411 HICKS ROAD NORTH CHESTERFIELD,VA 23235			UNRESTRICTED	500
EAGLE YOUTH FOUNDATION 2411 HICKS ROAD NORTH CHESTERFIELD,VA 23235			UNRESTRICTED	2,000
VCU MASSEY CANCER CENTER PO BOX 843042 RICHMOND,VA 23286			UNRESTRICTED	1,500
MCV FOUNDATION PO BOX 980234 RICHMOND,VA 23298			UNRESTRICTED	1,000
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND,VA 23221			UNRESTRICTED	1,000
CULLATHER BRAIN TUMOR QUALITY OF LIFE CENTER 5875 BREMO ROAD RICHMOND,VA 23226			UNRESTRICTED	1,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND,VA 23228			UNRESTRICTED	1,000
HOPE CHURCH 12445 PATTERSON AVE RICHMOND,VA 23238			UNRESTRICTED	2,000
CLIFTON FORGE SCHOOL OF THE ARTS PO BOX 406 CLIFTON FORGE,VA 24422			UNRESTRICTED	500
WOUNDED WARRIOR PROJECT PO BOX 758541 TOPEKA,KS 66675			UNRESTRICTED	500
BON SECOURS RICHMOND HEALTH CARE FOUNDATION 7229 FOREST AVENUE SUITE 200 RICHMOND,VA 23226			UNRESTRICTED	1,500
MCV FOUNDATION PO BOX 843042 RICHMOND,VA 23298			UNRESTRICTED	500
Total . . . . ▶ **3a**				54,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF VIRGINIA HEALTH SYSTEM PO BOX 400807 CHARLOTTESVILLE, VA 22907			UNRESTRICTED	500
LEAD VIRGINIA 707 E MAIN ST SUITE 1035 RICHMOND, VA 23219			UNRESTRICTED	500
GOOCHLAND FREE CLINIC & FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063			UNRESTRICTED	500
MANAKIN VOLUNTEER FIRE AND RESCUE DEPARTMENT PO BOX 283 MANAKIN SABOT, VA 23103			UNRESTRICTED	500
CURE ALZHEIMERS FUND 34 WASHINGTON ST SUITE 200 WELLESLEY HILLS, MA 02481			UNRESTRICTED	500
MOUNTAIN YOUTH CHARITIES PO BOX 1812 CASHIERS, NC 28717			UNRESTRICTED	2,450
ST CHRISTOPHERS SCHOOL FOUNDATION 711 ST CHRISTOPHEERS ROAD RICHMOND, VA 23226			UNRESTRICTED	2,500
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220			UNRESTRICTED	1,000
MCV FOUNDATION PO BOX 980234 RICHMOND, VA 23298			UNRESTRICTED	1,000
EAGLE YOUTH FOUNDATION 2411 HICKS ROAD NORTH CHESTERFIELD, VA 23235			UNRESTRICTED	550
ALLEGHANY COUNTY HUMANE SOCIETY 304 KARNES ROAD LOW MOOR, VA 24457			UNRESTRICTED	1,000
SELMA FIRE DEPARTMENT 1106 RICHMOND STREET CLIFTON FORGE, VA 24422			UNRESTRICTED	500
CLIFTON FORGE SCHOOL OF THE ARTS PO BOX 406 CLIFTON FORGE, VA 24422			UNRESTRICTED	6,000
PRINCE AVENUE CHRISTIAN SCHOOL 595 PRINCE AVE ATHENS, GA 30603			UNRESTRICTED	5,000
4H CLUB PO BOX 107 WATKINSVILLE, GA 30677			UNRESTRICTED	2,500
Total . . . . ▶ **3a**				54,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
REBUILDING TOGETHER OF RICHMOND 1891 C BILLINGSGATE CIRCLE RICHMOND, VA 23238			UNRESTRICTED	3,000
MCV FOUNDATION 1228 EAST BROAD STREET RICHMOND, VA 23298			UNRESTRICTED	1,000
CENTRAL VIRGINIA SKATING CLUB 924 ROLL DRIVE MIDLOTHIAN, VA 23114			UNRESTRICTED	1,000
MIDLOTHIAN MIDDLE SCHOOL 13501 MIDLOTHIAN TURNPIKE MIDLOTHIAN, VA 23113			UNRESTRICTED	1,000
BAPTIST COLLEGIATE MINISTRIES 307 WASHINGTON ST BLACKSBURG, VA 24060			UNRESTRICTED	1,000
VIRGINIA TECH FOUNDATION 902 PRICES FORK RD BLACKSBURG, VA 24061			UNRESTRICTED	1,000
CHILDREN YOUTH & FAMILY SERVICES INC 1000 E HIGH STREEN CHARLOTTESVILLE, VA 22902			UNRESTRICTED	500
PARHAM ROAD BAPTIST CHURCH 2101 N PARHAM RD RICHMOND, VA 23229			UNRESTRICTED	500
Total . . . . ▶ **3a**				54,000

TY 2014 Accounting Fees Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILIP A HUSS, CPA	4,250	4,250	0	0

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TY 2014 Investments Corporate Stock Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLIED WORLD ASSUR. 147/197	6,560	16,723
APPLE INC	6,505	11,148
APPLIED MATERIALS 1140/1200	15,202	28,409
AT&T 435/575	10,853	14,612
AVALONBAY CMNTYS 65/85	2,675	7,843
AXIS CAPITAL 253	9,513	14,203
BAXTER INTL 110/140	4,197	8,062
BLACKROCK 45	7,458	16,090
BOEING CO 80/100	11,304	16,897
BOSTON PROPERTIES 100/130	2,659	7,593
CARNIVAL CORP	8,364	10,834
CHEVRON 160/210	12,940	20,978
CHUBB CORP 155/330	4,368	11,175
CISCO 750	9,255	13,212
DEVON ENERGY 205	10,620	11,140
DU PONT 130	5,290	8,725
ERICSSON LM TEL 840/1100	6,443	8,087
EXXON MOBIL 150/200	8,927	14,700
FRANKLIN RESOURCES 56/100	3,600	9,302
GENERAL ELECTRIC	11,549	11,068
GLAXOSMITHKLINE 180/240	7,576	7,693
GOLDMAN SACHS 33	12,318	17,251
GREENHILL & CO 144/80	4,653	4,404
HALLIBURTON CO 350/410	5,960	8,299
HOME DEPOT 300/400	3,952	16,270
HONEYWELL INTL 290/380	3,940	12,290
JOHNSON & JOHNSON 200/270	11,845	20,914
JPMORGAN CHASE 355/480	15,084	22,216
KEYCORP 380/1100	4,780	9,160
KLA-TENCOR 180	3,848	6,680

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO 420/550	10,533	19,025
NOVARTIS AG ADR 250/330	10,013	19,459
NUCOR CORP 140/150	9,506	9,957
OCCIDENTAL PETE 80	7,871	8,464
RAYTHEON	7,783	14,819
ROYAL DUTCH SHELL 149	15,901	15,303
SIMON PPTY GROUP 81/101	1,836	6,920
STANLEY B&D	7,858	9,128
STATE STR 30	15,213	20,253
STARWOOD PROP	10,700	12,573
TEVA PHARM 35	4,721	6,901
TEXAS INSTR. 355/540	4,429	9,463
UNILEVER PLC ADR 530/700	8,385	12,994
US BANCORP 365/675	7,094	12,181
WEYERHAUSER 326/977	3,958	8,506
CALIFORNIA RES CORP 42	284	231
CITIGROUP 427	21,867	23,105
MARATHON OIL 173	5,464	4,894
TARGET 130	7,800	9,868

TY 2014 Investments Government Obligations Schedule

Name:	THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION
EIN:	54-1900372
US Government Securities - End of Year Book Value:	265,672
US Government Securities - End of Year Fair Market Value:	263,257
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Other Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES 600 GROWTH	AT COST	45,314	48,956
ISHARES 600 VALUE	AT COST	22,054	23,588
ISHARES 400 VALUE	AT COST	11,595	12,783
ISHARES 600 GROWTH	AT COST	29,122	31,934
WISDOMTREE MIDCAP	AT COST	15,294	16,748
WISDOMTREE S/C DVD	AT COST	13,425	14,184

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TY 2014 Other Assets Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS	356	316	316

TY 2014 Other Expenses Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROKER - MANAGEMENT FEES	15,339	15,339	0	0
BROKER - FOREIGN TAX W/H	214	214	0	0

TY 2014 Taxes Schedule

Name: THE WILLIAM G REYNOLDS JR CHARITABLE FOUNDATION

EIN: 54-1900372

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL 2013 TAX	134	0	0	0
FEDERAL 2014 ESTIMATE	600	0	0	0