Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning , 2014, and ending ,

Name of foundation: Herndon Foundation

A Employer identification number: 54-6060809

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 955 — Room/suite:

B Telephone number (see instructions): (804) 556-5900

City or town, state or province, country, and ZIP or foreign postal code: Goochland VA 23063

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 ► ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 80,199,906.

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 Ck ► ☒ if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	97,763.	97,763.		
	4 Dividends and interest from securities	1,622,379.	1,622,379.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,896,547.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 7,074,995.				
	7 Capital gain net income (from Part IV line 2)		1,896,547.		
	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	3,616,689.	3,616,689.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	2,000.	2,000.		
	c Other prof fees (attach sch) L-16c Stmt	56,717.	56,717.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Foreign Taxes Paid	15,263.	15,263.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Office rent	7,221.			
	24 **Total operating and administrative expenses** Add lines 13 through 23	81,201.	73,980.		
	25 Contributions, gifts, grants paid	3,753,565.			3,753,565.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,834,766.	73,980.		3,753,565.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-218,077.			
	b **Net investment income** (if negative enter -0-)		3,542,709.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED NOV 23 2015

P 18

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	378,341.	479,494.	479,494.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	26,841,038.	26,521,808.	79,720,412.
	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)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	27,219,379.	27,001,302.	80,199,906.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,067,323.	2,067,323.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	25,152,056.	24,933,979.	
	30 **Total net assets or fund balances** (see instructions)	27,219,379.	27,001,302.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	27,219,379.	27,001,302.	

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	27,219,379.
2	Enter amount from Part I, line 27a	2	-218,077.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	27,001,302.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	27,001,302.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day year)	(d) Date sold (month, day, year)
1 a				
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				
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 . . . **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (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 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 (column (b) divided by column (c))
2013	3,166,283.	77,233,092.	0.040996
2012	2,153,723.	51,724,447.	0.041638
2011	1,644,144.	44,449,565.	0.036989
2010	1,113,133.	34,531,622.	0.032235
2009	1,006,717.	28,301,384.	0.035571

2	**Total** of line 1, column (d)	2	0.187429
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	0.037486
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	79,295,949.
5	Multiply line 4 by line 3	5	2,972,488.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	35,427.
7	Add lines 5 and 6	7	3,007,915.
8	Enter qualifying distributions from Part XII, line 4	8	3,753,565.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here . ► [X] and enter 1% of Part I, line 27b	1	35,427.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	35,427.
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	35,427.
6	Credits/Payments		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — 6a: 96,412.		
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	96,412.
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	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	60,985.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ► 60,985. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ **(2)** On foundation managers ► $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $			
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		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA - Virginia			
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*	8 b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► James T. Gottwald Telephone no ► (804) 556-5900

Located at ► P.O. Box 955 Goochland, VA ZIP + 4 ► 23063

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		X
	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 ►			

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
1 a	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)?	1 b		X
	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?	1 c		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? ☐ 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)	2 b		X
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__			
3 a	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)*	3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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 — No: X

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)

6 a 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: X

If 'Yes' to 6b, file Form 8870

7 a 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
James T. Gottwald P.O. Box 955, Goochland, VA 23063	Manager 5.00	0.	0.	0.
William Gottwald P.O. Box 2189, Richmond, VA 23217	Trustee 5.00	0.	0.	0.

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 ► None

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 ▶		None

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 None	0.
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 Not Applicable	0.
2 None	0.
All other program-related investments See instructions	
3 None	0.
Total. Add lines 1 through 3 ▶	None

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	78,945,388.
b	Average of monthly cash balances	1b	1,558,114.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	80,503,502.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	80,503,502.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,207,553.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,295,949.
6	**Minimum investment return.** Enter 5% of line 5	6	3,964,797.

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	3,964,797.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	35,427.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	35,427.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,929,370.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,929,370.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,929,370.

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	3,753,565.
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	3,753,565.
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	35,427.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,718,138.

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					3,929,370.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				3,753,565.	
b Total for prior years 20__, 20__, 20__					
3 Excess distributions carryover, if any, to 2014					
a From 2009	0.				
b From 2010	0.				
c From 2011	0.				
d From 2012	0.				
e From 2013	740,428.				
f **Total** of lines 3a through e		740,428.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 3,753,565.					
a Applied to 2013, but not more than line 2a				3,753,565.	
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2014 distributable amount					
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		740,428.			
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					
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					3,929,370.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		740,428.			
10 Analysis of line 9					
a Excess from 2010	0.				
b Excess from 2011	0.				
c Excess from 2012	0.				
d Excess from 2013	740,428.				
e Excess from 2014	0.				

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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).)

Floyd D. Gottwald, Jr

P.O. Box 2189, Richmond, VA 23217

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*				
See Attached Statement #1 See Attached Statement #1 Various		N/A	Various	3,753,565.
Total . . . . ► **3 a**				3,753,565.
b *Approved for future payment*				
Total . . . . ► **3 b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	97,763.	
4 Dividends and interest from securities			14	1,622,379.	
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	1,896,547.	0.
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)				3,616,689.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,616,689.

(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)
N/A	Not Applicable

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

2 a 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

Signature of officer or trustee: [signature] Date: 11-16-15 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Anthony M. Engel	[signature]	11/16/15		P01225549
Firm's name ► ENGEL ACCOUNTING SERVICES			Firm's EIN ►	
Firm's address ► 2306 Bexley Wood Run Goochland VA 23063			Phone no	

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2014

Name: Herndon Foundation

Employer Identification Number: 54-6060809

Asset Information:

Description of Property: 1000 shares Glaxosmith Kline
Date Acquired: Various
How Acquired: Purchased
Date Sold: 08/21/14
Name of Buyer:
Sales Price: 47,530.
Cost or other basis (do not reduce by depreciation): 51,836.
Sales Expense:
Valuation Method:
Total Gain (Loss): -4,306.
Accumulation Depreciation:

Description of Property: 45000 bond in Stafford Cnty
Date Acquired: 02/04/14
How Acquired: Purchased
Date Sold: 08/01/14
Name of Buyer:
Sales Price: 45,000.
Cost or other basis (do not reduce by depreciation): 45,000.
Sales Expense:
Valuation Method:
Total Gain (Loss): 0.
Accumulation Depreciation:

Description of Property: 55000 Stafford Cnty Bond
Date Acquired: 02/04/14
How Acquired: Purchased
Date Sold: 12/04/14
Name of Buyer:
Sales Price: 55,000.
Cost or other basis (do not reduce by depreciation): 55,000.
Sales Expense:
Valuation Method:
Total Gain (Loss): 0.
Accumulation Depreciation:

Description of Property: 200,000 Stafford Cnty Bond
Date Acquired: 02/04/14
How Acquired: Purchased
Date Sold:
Name of Buyer:
Sales Price: 199,400.
Cost or other basis (do not reduce by depreciation): 200,000.
Sales Expense:
Valuation Method:
Total Gain (Loss): -600.
Accumulation Depreciation:

Description of Property: 3000 shares AT&T
Date Acquired: 02/22/13
How Acquired: Purchased
Date Sold: 08/21/14
Name of Buyer:
Sales Price: 103,175.
Cost or other basis (do not reduce by depreciation): 106,736.
Sales Expense:
Valuation Method:
Total Gain (Loss): -3,561.
Accumulation Depreciation:

Description of Property: 2300 shares Gladstone Capital
Date Acquired: 03/06/02
How Acquired: Purchased
Date Sold: 08/21/14
Name of Buyer:
Sales Price: 21,842.
Cost or other basis (do not reduce by depreciation): 18,208.
Sales Expense:
Valuation Method:
Total Gain (Loss): 3,634.
Accumulation Depreciation:

Description of Property: 6800 shares Glaxosmith Kline
Date Acquired: Various
How Acquired: Purchased
Date Sold: 08/21/14
Name of Buyer:
Sales Price: 323,205.
Cost or other basis (do not reduce by depreciation): 302,493.
Sales Expense:
Valuation Method:
Total Gain (Loss): 20,712.
Accumulation Depreciation:

Description of Property: See Net Gain or Loss from Sale of Assets
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . 10000 shares FLTG RT Bond
Business Code . Exclusion Code .
Date Acquired . 02/05/13 How Acquired Purchased
Date Sold . . 12/16/14 Name of Buyer.
Check Box, if Buyer is a Business . ☐
Sales Price . . . 504,912. Cost or other basis (do not reduce by depreciation) . . 506,688.
Sales Expense . Valuation Method . . .
Total Gain (Loss) . -1,776. Accumulated Depreciation . . . .

Description of Property . . . . . 50,607.29 shares Pimco
Business Code . Exclusion Code. . . .
Date Acquired. . 02/05/13 How Acquired . Purchased
Date Sold . . . 12/16/14 Name of Buyer.
Check Box, if Buyer is a Business . ☐
Sales Price . 495,445. Cost or other basis (do not reduce by depreciation) . . 500,000.
Sales Expense Valuation Method . . .
Total Gain (Loss) . . -4,555. Accumulated Depreciation . . . . . .

Description of Property . . . . 15000 shares Albemarle
Business Code Exclusion Code. . .
Date Acquired. 01/01/94 How Acquired . Donated
Date Sold . . . 07/14/14 Name of Buyer.
Check Box, if Buyer is a Business. . ☐
Sales Price . . . 1,083,321. Cost or other basis (do not reduce by depreciation) . . 300.
Sales Expense . . Valuation Method . . .
Total Gain (Loss) . . . 1,083,021. Accumulated Depreciation . . . . . .

Description of Property . . . . 10000 Alliance Bernstein
Business Code . Exclusion Code . . .
Date Acquired. 01/08/02 How Acquired . Purchased
Date Sold . . 08/21/14 Name of Buyer.
Check Box, if Buyer is a Business. . . . ☐
Sales Price . . . 74,668. Cost or other basis (do not reduce by depreciation) . . 75,171.
Sales Expense . Valuation Method . . .
Total Gain (Loss) . . -503. Accumulated Depreciation . . . .

Description of Property . . . 150,000 Canadian Bond
Business Code . Exclusion Code. .
Date Acquired. 07/02/10 How Acquired . Purchased
Date Sold . . . . 06/03/14 Name of Buyer.
Check Box, if Buyer is a Business. . . ☐
Sales Price . . 137,572. Cost or other basis (do not reduce by depreciation) . . 145,702.
Sales Expense . Valuation Method . . .
Total Gain (Loss) . . . . -8,130. Accumulated Depreciation . . . .

Description of Property . . . . 7000 Dominion Bond
Business Code Exclusion Code. . .
Date Acquired. . 03/05/10 How Acquired . Purchased
Date Sold . . . 10/15/14 Name of Buyer
Check Box, if Buyer is a Business . . . ☐
Sales Price . . . 175,000. Cost or other basis (do not reduce by depreciation) . . 199,080.
Sales Expense Valuation Method . . .
Total Gain (Loss) . . -24,080. Accumulated Depreciation . . . .

Form 990-PF, Part I, Lines 6a Continued
Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property . . . . . . 26,200 shares Gladstone Capital
Business Code ______ Exclusion Code. . . . ________
Date Acquired . . ___Various How Acquired . Purchased
Date Sold . . ___08/21/14 Name of Buyer.
Check Box, if Buyer is a Business . . ☐
Sales Price . ___248,805. Cost or other basis (do not reduce by depreciation) . ___252,723.
Sales Expense . __________ Valuation Method . .
Total Gain (Loss) . . . -3,918. Accumulated Depreciation . . . .

Description of Property . 12,500 shares Templeton Global
Business Code . ______ Exclusion Code. . . . ________
Date Acquired . . ___01/08/02 How Acquired . Purchased
Date Sold . . . . ___12/16/14 Name of Buyer.
Check Box, if Buyer is a Business . . ☐
Sales Price . ___87,283. Cost or other basis (do not reduce by depreciation) . . ___81,125.
Sales Expense . __________ Valuation Method . . .
Total Gain (Loss) . . . . 6,158. Accumulated Depreciation . . . .

Description of Property . . . . 165,000 Australian Bond
Business Code ______ Exclusion Code. . . . ________
Date Acquired . . ___07/01/10 How Acquired . Purchased
Date Sold . . . ___06/17/14 Name of Buyer.
Check Box, if Buyer is a Business. . . ☐
Sales Price . . ___154,968. Cost or other basis (do not reduce by depreciation) . ___147,170.
Sales Expense . __________ Valuation Method . .
Total Gain (Loss) . . 7,798. Accumulated Depreciation . . . .

Description of Property . . . . 120,000 New Zealand Bond
Business Code . ______ Exclusion Code . . ________
Date Acquired . . ___02/24/11 How Acquired . Purchased
Date Sold . . . . ___12/16/14 Name of Buyer.
Check Box, if Buyer is a Business . . . ☐
Sales Price . . . ___93,408. Cost or other basis (do not reduce by depreciation) . ___95,430.
Sales Expense . __________ Valuation Method . .
Total Gain (Loss) . . . -2,022. Accumulated Depreciation . . . .

Description of Property . . . . . Capital Gain Distributions
Business Code ______ Exclusion Code . . ________
Date Acquired . ___Various How Acquired . Purchased
Date Sold . . . . ___Various Name of Buyer.
Check Box, if Buyer is a Business . . . ☐
Sales Price . . ___49,965. Cost or other basis (do not reduce by depreciation) . . ________0.
Sales Expense . . __________ Valuation Method . . .
Total Gain (Loss) . . . 49,965. Accumulated Depreciation . . . .

Description of Property . . . See Attached Schedule #2
Business Code ______ Exclusion Code . . . ________
Date Acquired . . ___Various How Acquired . Purchased
Date Sold ___Various Name of Buyer.
Check Box, if Buyer is a Business. . . ☐
Sales Price . . 3,174,496. Cost or other basis (do not reduce by depreciation) . . 2,395,786.
Sales Expense . __________ Valuation Method . . .
Total Gain (Loss) . . 778,710. Accumulated Depreciation . . . .

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Engel Accounting Services	Bookkeeping	2,000.			
Total		2,000.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Davenport & Company	Portfolio Fee	56,717.			
Total		56,717.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached Schedule#4	26,521,808.	79,720,412.
Total	26,521,808.	79,720,412.

Supporting Statement of:

Form 990-PF,p12/Line 3 Column (d)

Description	Amount
Interest-Acct#4685	60,196.
Interest-Acct#3209	37,567.
Total	97,763.

Supporting Statement of:

Form 990-PF,p12/Line 4 Column (d)

Description	Amount
Dividends-Acct#4685	1,191,202.
Dividends-Acct#5556	157,396.
Dividends-Acct#3209	273,781.
Total	1,622,379.

Herndon Foundation **EIN# 54-6060809**
Statement # 4

SHARES	Description	Ending Book Value			Ending FMV
5390	ALBEMARLE COPOR	$	108 00	60 13	$ 324,100 70
18960	ALBEMARLE COPOR	$	102 00	60 13	$ 1,140,064 80
68764	ALBEMARLE COPOR	$	2,103 00	60 13	$ 4,134,779 32
73030	ALBEMARLE COPOR	$	3,414 00	60 13	$ 4,391,293 90
80377	ALBEMARLE COPOR	$	20,094 25	60 13	$ 4,833,069 01
5021	NEW MARKET CORP	$	22,261 00	403 53	$ 2,026,124 13
7599	NEW MARKET CORP	$	2,777 00	403.53	$ 3,066,424 47
6299	NEW MARKET CORP	$	1,184 00	403 53	$ 2,541,835 47
3792	NEW MARKET CORP	$	190 00	403 53	$ 1,530,185 76
13793	NEW MARKET CORP	$	3,906 00	403.53	$ 5,565,889.29
22939	NEW MARKET CORP	$	10,215 00	403 53	$ 9,256,574 67
11800	NEW MARKET CORP	$	8,047 00	403 53	$ 4,761,654 00
2310	NEW MARKET CORP	$	46 20	403 53	$ 932,154 30
32040	TREDEGAR CORPOF	$	12,092 00	22 49	$ 720,579 60
12570	TREDEGAR-12570/D-	$	3,117 00	22 49	$ 282,699 30
56173	TREDEGAR CORPOF	$	14,043 25	22 49	$ 1,263,330 77
3800	MCDONALDS	$	304,384.71	93 7	$ 356,060 00
15225	ALTRIA	$	401,184 36	49 27	$ 750,135 75
6500	Penn National Gaming	$	93,145 00	13 73	$ 89,245 00
5450	KRAFT FOODS	$	253,860 22	62 66	$ 341,497.00
5270	PHILIP MORRIS	$	344,132 03	81.45	$ 429,241 50
2000	CHEVRON	$	201,912 56	112.18	$ 224,360 00
9000	BP	$	384,421 26	38 12	$ 343,080 00
5300	ROYAL DUTCH SHEL	$	367,983 31	69 56	$ 368,668.00
1460	Diago PLC	$	171,257 22	114 09	$ 166,571 40
2265	Nestle	$	170,306 82	72.95	$ 165,231 75
13800	TORTOISE MLP FUNI	$	322,838 24	27 93	$ 385,434 00
12000	TORTOISE POWER &	$	297,945 34	25 76	$ 309,120 00
23300	GLADSTONE INVEST	$	183,232 99	7	$ 163,100 00
6400	SAFETY INSURANCE	$	292,635 13	64 01	$ 409,664 00
8975	SPDR EURO	$	296,183 11	36 86	$ 330,818 50
8350	PLUM CREEK TIMBE	$	347,174 71	42 79	$ 357,296 50
10600	REALTY INCOME CO	$	372,041.94	47 71	$ 505,726 00
28350	RETAIL OPPURTUNI	$	295,356 24	16 79	$ 475,996.50
9450	SUN COMMUNITIES	$	322,916 30	60 46	$ 571,347 00
4500	Brookfield Asset	$	160,760 36	50 13	$ 225,585 00
6500	W P CAREY	$	320,311 82	70 1	$ 455,650 00
900	Fairfax Financial	$	370,416 32	524	$ 471,600 00
6500	BAYTEX ENERGY TR	$	105,645 80	16 61	$ 107,965 00
275	Markel	$	145,466 12	682 84	$ 187,781 00
6800	WisdomTree Emergin	$	318,348 87	43 16	$ 293,488 00
2650	Johnson & Johnson	$	190,302 24	104.57	$ 277,110 50
5400	Merck & Co	$	181,088 09	56 79	$ 306,666 00
10000	General Electric	$	225,331 50	25 27	$ 252,700 00
4200	Apple Inc	$	260,412 70	110 38	$ 463,596 00
8000	Microsoft	$	224,830 16	46 45	$ 371,600 00
8513	Gaming & Liesure	$	342,105 71	29 34	$ 249,771 42

6000	AT&T	$	206,606 08	33 59	$	201,540 00
3400	Verizon	$	168,542 25	46 78	$	159,052 00
6000	Dominion Resources	$	319,553 79	76 9	$	461,400 00
5100	Duke Energy	$	348,522 64	83 54	$	426,054 00
9000	Southern Co	$	390,568 81	49 11	$	441,990 00
	PREFERRED STOCK	$	532,481 47		$	519,940 75
	Limited Partnerships	$	339,502 11		$	371,160 00
	CORPORATE BOND!	$	442,407 28		$	359,676 61
VARIOUS	**DAVENPORT-Bonds**	$	8,054,901 41		$	8,551,882 85
VARIOUS	**DAVENPORT MANAC**	$	7,347,091 28		$	11,050,850 44
	TOTAL ALL SECURIT	$	26,521,808 00		$	79,720,411 96

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
A P V A 204 W FRANKLIN STREET RICHMOND, VA 23220-5012		$	500 00
AFS-USA P.O BOX 1857 MERRIFIELD, VA 22116-9631			
Anna Julia Cooper Episcopal School 2124 N 29th Street Richmond, VA 23223		$	13,000.00
American Cancer Society P O Box 429 Richmond, VA 23218		$	1,000 00
AMERICAN HEART ASSOCIATION - VIRGINIA 4217 PARK PLACE CT GLEN ALLEN, VA 23060		$	300 00
AMERICAN LUNG ASSOCIATION OF VIRGINIA 9221 FOREST HILL AVE RICHMOND, VA 23235		$	300 00
AMERICAN RED CROSS-TGF GREATER RICHMOND CHAPTER P O BOX 655 RICHMOND, VA 23205-0655	Nepal Earthquake	$	10,000.00
AMERICAN CIVIL WAR TRUST AT HISTORIC TREDEGAR		$	100,000.00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description	2014 Amount
490 TREDEGAR STREET RICHMOND, VA 23219		
Alzheimer's Association 4600 Cox Road, Suite 130 Glen Allen, VA 23060		$ 1,000 00
Blinded Veterans Association 477 H Street Northwest Washington, DC 20001		$ 500 00
BlueSky Fund		$ 10,000 00
Bon Secours - St Mary's Health Care Found 5875 Bremo Road, Suite 710 Richmond, VA 23226		$ 1,000 00
Boy & Girls Clubs of Metro Richmond 2601 West Broad Street, 2nd Floor Richmond, VA 23220		$ 10,000 00 $ 5,000 00
Richmond Boys Choir 200 South 3rd Street Richmond, VA 23219		
BOY SCOUTS OF AMERICA R E LEE COUNCIL 4015 FITZHUGH AVE RICHMOND, VA 23230		$ 2,000 00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
BUFFALO BILL CENTER OF THE WEST 720 SHERIDAN AVENUE CODY, WY 82414	John Mix Stanley Art	$	25,000 00
BYRD THEATRE FOUNDATION		$	10,000 00
CenterStage Foundation 600 E Grace Street, Suite 400 Richmond, VA 23219		$	400,000 00
Central Virginia Foodbank-Feedmore 1415 Rhoadmiller Street Richmond, VA 23220			
ChildFund 2821 Emerywood Parkway Richmond, VA 23294		$	6,000 00
Children's Hospital 2924 Brook Road Richmond, VA 23220		$	10,000 00
CIVIL WAR TRUST		$	100,000 00
Collegiate School P O Box 29728 Richmond, VA 23242-0728			

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
Commonwealth Catholic Charities 1600 Rolling Hills Drive Richmond, VA 23229	ESL Program	$	10,000 00
Community Foundation 7501 Boulders View Drive Richmond, VA 23225	Visionary Society		
COMMUNITY IDEA STATIONS		$	5,000 00
Crossover Healthcare 108 Cowardin Road Richmond, VA 23229		$	6,000.00
The Doorways 612 E Marshall Street Richmond, VA 23219	Grant		
Elk Hill Farm, Inc P O Box 99 Goochland, VA 23063		$	20,000 00
Feedmore		$	10,000 00
FOCUSED ULTRASOUND SURGERY FOUNDATION 213 7th STREET N.E CHARLOTTESVILLE, VA 22902		$	100,000 00
FrancisEmma Inc	Endowment Fund	$	5,000 00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
5004 Cartersville Road Powhatan, Virginia 23139	Regular	$	5,000 00
Frederic Remington Museum 303 Washington Street Ogdensburg, NY 13669		$	10,000 00
GEORGE C MARSHALL FOUNDATION P O BOX 1600 LEXINGTON, VA 24450-1600		$	10,000 00
Grace Place Adult Care Center 8030 Staples Mill Road Richmond, VA 23228	Grant	$	2,500 00
GRASP 4551 COX ROAD GLEN ALLEN, VA 23060		$	5,000 00
Greater Richmond Fit4Kids 2500 West Broad Street Richmond, VA 23220		$	6,000 00
Goochland-CASA P O Box 910 Goochland, VA 23063		$	10,000 00
Goochland Free Clinic		$	25,000 00
Goochland YMCA 1800 Dickinson Road		$	1,000 00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
Goochland, VA 23063			
Health Wagon		$	8,000 00
HENRICO CHRISTMAS MOTHER COUNCIL P O BOX 27 SANDSTON, VA 23150		$	1,000 00
HENRY FLAGLER MUSEUM 1 WHITEHALL WAY PALM BEACH, FL 33480		$	500 00
Higher Achievement 4009 Fitzhugh Ave , Suite 200 Richmond, VA 23230	Grant-Closing Middle School Gap	$	2,500 00
Historic Richmond Foundation 4 East Main Street, Suite 1C Richmond, VA 23219		$	1,000 00
Hollywood Cemetery Endowment Fund 412 South Cherry Street Richmond, VA 23220		$	2,500 00
Homeagain		$	20,000 00
Hospital Hospitality House 612 East Marshall Street Richmond, VA 23219	Grant	$	10,000 00
HUNTERS FOR THE HUNGRY		$	250.00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
P O BOX 304 BIG ISLAND, VA 24526			
International Game Fish Association 300 Gulf Stream Way Dania Beach, FL 33004		$ $	50,000 00 25,000.00
J Sargeant Reynolds Community College P O Box 26924 Richmond, VA 23261		$	5,000 00
James River Association Richmond, VA	Regular Grant Request G4	$	10,000 00
Jamestown-Yorktown Foundation P O Box 1607 Williamsburg, VA 23187	Pledge Payment	$	25,000 00
Junior Achievement of Central VA 4600 Cox Road, Suite 107 Richmond, VA 23060	Regular-9K WMG-G3-6K	$ $	7,500 00 6,000 00
The Lackey Free Clinic 1620 Old Williamsburg Road Yorktown, VA 23690		$	40,000 00
Legal Information Network for Cancer P O Box 73281 Richmond, VA 23235	Grant	$	2,500 00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
Lifelong Learning Institute	Grant	$	3,000 00
P O Box 1090			
Midlothian, VA 23113			
Luther Memorial School	Grant-Enclosure of Breezeway	$	8,590 00
1301 Robin Hood Road			
Richmond, VA 23227			
Make-A-Wish Foundation		$	6,000 00
Gift Processing Center		$	5,000.00
P O Box 97104			
Washington, DC 20090-7104			
MASSEY CANCER CENTER-Ask FDG		$	10,000 00
VIRGINIA COMMONWEALTH UNIVERSITY		$	20,000 00
P O BOX 843042			
RICHMOND, VA 23284			
MAYMONT FOUNDATION		$	1,000 00
1700 HAMPTON STREET		$	5,000 00
RICHMOND, VA 23220			
MCV Foundation(ESG Fund)		$	10,000 00
P O Box 980234			
Richmond, VA 23298			
Meals On Wheels		$	10,000 00
1600 Willow Lawn Drive			
Richmond, VA 23230			
MUSEUM OF THE CONFEDERACY		$	1,000 00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
P O BOX 25549 RICHMOND, VA 23278-5549			
NATIONAL KIDNEY FOUNDATION 2601 WILLARD RD, SUITE 103 RICHMOND, VA 23294			
Neighborhood Resource Center	Grant		
Noah's Children		$	20,000.00
O D K FOUNDATION, INC 421 N BROADWAY LEXINGTON, KY 40508-1301		$	100.00
PALM BEACH COMMUNITY CHEST P O BOX 1141 PALM BEACH, FLA 33480		$	1,000 00
PARALYZED VETERANS P.O BOX 96010 WASHINGTON DC 20077		$	1,000 00
Parkinson Disease Foundation 1359 Broadway, Suite 1509 New York, NY 10018		$	5,000 00
Partnership for the Future 4521 Highlands Parkway	Grant	$	5,000 00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
Glen Allen, VA 23060			
Partnership for Families Foundation 800 West Graham Road Richmond, VA 23222	Grant	$	10,000 00
Positive Vib Foundation 2825 Hathaway Road Richmond, VA 23225	Grant-Setting the Table of Life	$	11,400 00
RECORDING FOR THE BLIND AND DYSLEXIC 20 ROSZEL ROAD PRINCETON, NJ 08540		$	500 00
The Read Center 2000 Bremo Road Richmond, VA 23226		$	5,500 00
THE REEVES CENTER WASHINGTON & LEE UNIVERSITY LEXINGTON, VA 24450		$	10,000 00
Remote Area Medical 1834 Beech Street Knoxville, TN 37920	RAM-VA	$	25,000 00
Richmond-Scan 103 E Grace Street Richmond, VA 23219		$ $	6,000 00 5,000.00
RICHMOND SYMPHONY		$	2,000.00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
300 W FRANKLIN STREET, SUITE 103E RICHMOND, VA 23220			
RIVER ROAD CHURCH, BAPTIST	Regular Contribution	$	24,000 00
8000 RIVER ROAD	Organ Campaign	$	25,000 00
RICHMOND, VA 23229-8415 Pledged 2,000 00 per month for 2005			
RONALD MCDONALD HOUSE 2330 MONUMENT AVENUE RICHMOND, VA 23220		$	250 00
SAINT JOHN'S CHURCH		$	500 00
2319 EAST BROAD STREET RICHMOND, VA 23223	Grant-Educational Programming	$	2,500 00
Salvation Army P O Box 12400 Richmond, VA 23241-0400		$	10,000.00
Science Museum of Virginia 2400 W Broad Street Road Richmond, VA 23220	Per-FDG	$	500,000 00
SHELTERING ARMS HOSPITAL 806 N BOULEVARD RICHMOND, VA 23220		$	300 00
SMILETRAIN P O BOX 96208		$	300 00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description	2014 Amount
WASHINGTON, DC 20090		
TUCKAHOE VOLUNTEER RESCUE SQUAD, INC 11001 HORSEPEN ROAD RICHMOND, 23229		$ 500 00
USO WORLD HEADQUARTERS P.O. BOX 96898 WASHINGTON DC 20077-7677		
United Methodist-Shalom Farms		$ 10,000 00
UNITED WAY SERVICES ALEXIS DE TOCQUEVILLE SOCIETY P O BOX 12209 RICHMOND, VA 23241-0209 $13,000 1 YEAR PLEDGE - STARTING 2004 ENDING 2004		$ 25,000 00
University of Richmond Development & University Relations Richmond, VA 23173		
VCU Rice Center P O BOX 843068 RICHMOND, VA 23284		$ 10,000 00
Virginia Center for Creative Arts		$ 20,000 00
Visual Arts Center 1812 West Main Street Richmond, VA 23220		$ 5,500 00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	**Description**		**2014 Amount**
VMI FOUNDATION P O BOX 932 LEXINGTON, VA 24450		$	562,975 00
VALENTINE RICHMOND HISTORY CENTER		$	20,000 00
1015 E CLAY STREET RICHMOND, VA 23219	Grant-Per FDG	$	2,500 00
VIRGINIA BARRIER ISLANDS CENTER P O BOX 206 MACHIPONGO, VA 23405	Pledge Payment	$	50,000 00
Virginia Beach Volunteer Rescue Squad, Inc 740 Virginia Beach Blvd Virginia Beach, VA 23451		$	300 00
VIRGINIA FREE ENTERPRISE P O BOX 8650 RICHMOND, VA 23226			
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD RICHMOND, VA 23221		$	500 00
VIRGINIA HISTORICAL SOCIETY	Pledge Payment	$	500,000.00
RICHMOND, VA		$	500,000 00
Virginia Home (The)		$	10,000 00

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description		2014 Amount
1101 Hampton Street Richmond, VA 23219			
Virginia Home for Boys 8716 West Broad Street Richmond, VA 23294		$	5,000 00
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD, INC 3415 FLOYD AVE RICHMOND, VA 23221		$ $	5,000 00 10,000 00
VIRGINIA OPERA ASSOCIATION, INC 1503 SANTA ROSA ROAD, SUITE 234 RICHMOND, VA 23229	Pledge Payment	$ $	1,500.00 50,000 00
Virginia Outdoor Foundation 1108 East Main Street, Suite 700 Richmond, VA 23219		$	1,000 00
VIRGINIA PERFORMING ARTS 111 VIRGINIA STREET, SUITE 402 RICHMOND, VA 23219			
Virginia Supportive Housing P O Box 8585 Richmond, VA 23226	Grant	$	15,000 00
Virginia War Memorial 621 S Belvidere Street Richmond, VA 23220		$	10,000 00

Herndon Foundation
EIN 54-6060809

Schedule #1

THE HERNDON FOUNDATION
CONTRIBUTION REPORT
November 10, 2015

NAME	Description	2014 Amount
Walkerton Community Fire Asso Walkerton, VA 23177		$ 500.00
Washington & Lee University Lexington, VA 24450	Pledge Payment Reeves Center Renovations	
West End Volunteer Rescue Squad, Inc P O Box 11144 Richmond, VA 23230		$ 500 00
World Pediatric		$ 10,000 00
William Byrd Community Center		$ 20,000 00
YMCA of Greater Richmond 2 W Franklin Street Richmond, VA 23220		$ 5,000 00
		$ 3,753,565 00