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

OMB No. 1545-0052

**2014**Department of the Treasury  
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning February 1, 2014, and ending January 31, 2015

Name of foundation <b>Williams Mullen Foundation</b>		A Employer identification number <b>54-1700227</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P. O. Box 1320</b>		B Telephone number (see instructions) <b>(804) 420-6000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Richmond, VA 23218</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>196,101</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I 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)	<b>294,000</b>			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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	<b>294,000</b>				
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 schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<b>200</b>			
	24 Total operating and administrative expenses. Add lines 13 through 23	<b>200</b>			<b>200</b>
	25 Contributions, gifts, grants paid	<b>280,205</b>			<b>280,205</b>
26 Total expenses and disbursements. Add lines 24 and 25	<b>280,405</b>			<b>280,405</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>13,595</b>				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		<b>182,506</b>	<b>196,101</b>	<b>196,101</b>
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>4</b> Pledges receivable ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .				
	Less: allowance for doubtful accounts ▶ . . . . .				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) . . . . .				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ . . . . .				
<b>Liabilities</b>	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .				
	<b>15</b> Other assets (describe ▶ . . . . .)				
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		<b>182,506</b>	<b>196,101</b>	<b>196,101</b>
	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
<b>Net Assets or Fund Balances</b>	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ . . . . .)				
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .		<b>0</b>	<b>0</b>	
	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .				
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .				
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		<b>182,506</b>	<b>196,101</b>	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	<b>182,506</b>
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	<b>13,595</b>
<b>3</b> Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	<b>196,101</b>
<b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	<b>196,101</b>

**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.)
<b>1a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	<b>0</b>
<b>3</b> 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 . . . . .	<b>3</b>	<b>0</b>

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013			
2012			
2011			
2010			
2009			

  

<b>2</b> Total of line 1, column (d) . . . . .	<b>2</b>	
<b>3</b> 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 . . . . .	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .	<b>4</b>	
<b>5</b> Multiply line 4 by line 3 . . . . .	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	<b>6</b>	
<b>7</b> Add lines 5 and 6 . . . . .	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>0</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2	<b>3</b>	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	0
<b>6</b>	<b>Credits/Payments:</b>		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?	<b>1a</b>	✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>	✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?	<b>1c</b>	✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	✓
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>	<b>3</b>	✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<b>4a</b>	✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	✓
<b>6</b> 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?	<b>6</b>	✓
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<b>7</b>	✓
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <b>Virginia</b>		
<b>b</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? <i>If "No," attach explanation</i>	<b>8b</b>	✓
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<b>9</b>	✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<b>10</b>	✓

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

<b>11</b>	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)	<b>11</b>		✓
<b>12</b>	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)	<b>12</b>		✓
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	<b>13</b>	✓	
<b>14</b>	The books are in care of ▶ <b>Craig L. Rascoe</b> Telephone no. ▶ <b>804-420-6472</b> Located at ▶ <b>200 South 10th Street, Suite 1600, Richmond, Virginia</b> ZIP+4 ▶ <b>23219</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b>			
<b>16</b>	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶	<b>16</b>	Yes	No ✓

**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
<b>1a</b> During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . .	<b>1b</b>	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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? . . . . .	<b>1c</b>	✓
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) . . . . .	<b>2b</b>	✓
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) . . . . .	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	✓
<b>b</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?	<b>4b</b>	✓

**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
John L. Walker, III P. O. Box 1320, Richmond, VA 23218	President & Director <4 hours	0	0	0
Thomas R. Frantz P. O. Box 1320, Richmond, VA 23218	VP & Director <4 hours	0	0	0
Craig L. Rascoe P. O. Box 1320, Richmond, VA 23218	Treasurer & Director <4 hours	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
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>NONE</b>

**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 Contributions to 501 (c) (3) organizations****260,205****2 Student Education Grants****20,000****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**NONE**



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	177,080
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	177,080
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	177,080
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	2,656
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	174,424
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	8,721

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	8,721
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	8,721
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	8,721
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	8,721

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	280,405
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	280,405
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	280,405

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				<b>8,721</b>
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .				
<b>b</b> Total for prior years: 20 __, 20 __, 20 __				
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .	<b>330,634</b>			
<b>b</b> From 2010 . . . . .	<b>329,668</b>			
<b>c</b> From 2011 . . . . .	<b>344,150</b>			
<b>d</b> From 2012 . . . . .	<b>294,274</b>			
<b>e</b> From 2013 . . . . .	<b>286,765</b>			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>1,585,491</b>			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ► \$ <b>280,405</b>				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2014 distributable amount . . . . .				<b>8,721</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>271,684</b>			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	<b>1,857,175</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	<b>330,634</b>			
<b>9</b> <b>Excess distributions carryover to 2015.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>1,526,541</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . . . .	<b>329,668</b>			
<b>b</b> Excess from 2011 . . . . .	<b>344,150</b>			
<b>c</b> Excess from 2012 . . . . .	<b>294,274</b>			
<b>d</b> Excess from 2013 . . . . .	<b>286,765</b>			
<b>e</b> Excess from 2014 . . . . .	<b>271,684</b>			

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

**Thomas R. Frantz**

- 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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>  <b>SEE ATTACHED SCHEDULE</b>				
<b>Total</b> . . . . .			▶ <b>3a</b>	<b>280,205</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	<b>0</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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					
4	Dividends and interest from securities . . . . .					
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					
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) . . . . .					
13	Total. Add line 12, columns (b), (d), and (e) . . . . .					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? |  | Yes   | No |
|---|--|-------|----|
| <b>a</b>  | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|   | (1) Cash   | 1a(1) |    |
|   | (2) Other assets   | 1a(2) |    |
| <b>b</b>  | Other transactions:  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) |    |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) |    |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) |    |
|   | (4) Reimbursement arrangements   | 1b(4) |    |
|   | (5) Loans or loan guarantees   | 1b(5) |    |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) |    |
| <b>c</b>  | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    |    |
| <b>d</b>  | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

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

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

**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

Date \_\_\_\_\_

**Treasurer & Director**

Title

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
------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

**2014**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization****Williams Mullen Foundation****Employer identification number****54-1700227****Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

Name of organization <b>Williams Mullen Foundation</b>	Employer identification number <b>54-1700227</b>
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**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	<u>M. Keith Kapp</u> <u>1615 Craig Street</u> <u>Raleigh, NC 27608</u>	\$ <u>14,300</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	<u>Thomas R. Frantz</u> <u>1016 Curlew Dr.</u> <u>Virginia Beach, VA 23452</u>	\$ <u>7,900</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	<u>Lawrence R. Siegel</u> <u>1292 Southfield Pl</u> <u>Virginia Beach, VA 23452</u>	\$ <u>7,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	<u>William D. Bayliss</u> <u>7 Greenway Lane</u> <u>Richmond, VA 23226</u>	\$ <u>6,200</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	<u>R. Brian Ball</u> <u>3807 Sulgrave Rd.</u> <u>Richmond, VA 23221</u>	\$ <u>5,400</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	<u>John N. Paris</u> <u>410 49th Street</u> <u>Virginia Beach, VA 23451</u>	\$ <u>5,400</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



<b>Name of organization</b> Williams Mullen Foundation	<b>Employer identification number</b> 54-1700227
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Farhad Aghdami 108 Penshurst Rd. Richmond, VA 23221	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	David F. Paulson, Jr. 3300 Landor Rd. Raleigh, NC 27609	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>Williams Mullen Foundation</b>	Employer identification number <b>54-1700227</b>
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**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

Name of organization <b>Williams Mullen Foundation</b>	Employer identification number <b>54-1700227</b>
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**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

**WILLIAMS MULLEN FOUNDATION**  
**SCHEDULE OF CONTRIBUTIONS, GIFTS AND GRANTS PAID**  
**TAX YEAR 2/1/14 - 1/31/15**

Date	Num	Description	Amount
2/5/2014	51093	Junior Achievement Of Eastern NC, Inc, 4900 Waters Edge//Suite 155, Raleigh, NC 27606	(4,000.00)
2/6/2014	51094	The Spinal Cord Tumor Association, 727 N Washington St, Alexandria, VA 22314	(400.00)
2/21/2014	51095	Wilmington Downtown, Inc., 221 North Front Street, Suite 102, Wilmington, NC 28401	(1,304.80)
2/21/2014	51096	D'Art Center, 125 College Pl, Norfolk, VA 23510	(600.00)
2/21/2014	51097	Richmond Little League, P.O. Box 18331, Richmond, VA 23226	(450.00)
2/21/2014	51098	North Carolina Supreme Court Historical Society, P.O. Box 26972, Raleigh, NC 27611	(250.00)
2/25/2014	51099	Children's Hospital Foundation Senior Board, 2924 Brook Road, Richmond, VA 23220	(2,000.00)
2/25/2014	51100	Foodbank Of Southeastern Virginia, 800 Tidewater Dr, Norfolk, VA 23504	(750.00)
2/26/2014	51101	Boy Scouts Of America, Occoneechee Council, 3231 Atlantic Ave, Raleigh, NC 27604	(2,500.00)
2/28/2014	51102	Business Consortium For Arts Support{Alternate}, 101 West Main Street//Suite 4500, Norfolk, VA 23510	(6,000.00)
2/28/2014	51103	Junior Achievement Of Central Virginia{Glen Allen}, 4600 Cox Road, Suite 107, Glen Allen, VA 23060	(2,500.00)
2/28/2014	51104	Virginia Museum Of Contemporary Arts, 2200 Parks Avenue, Virginia Beach, VA 23451	(750.00)
2/28/2014	51105	Traveling Players Ensemble, P O Box 1315, Great Falls, VA 22066	(500.00)
3/5/2014	51106	Goochland Free Clinic & Family Services, 1800 Sandy Hook Road, Goochland, VA 23063	(600.00)

3/5/2014	51107	Richmond Public Schools Education Foundation, 301 North Ninth Street//17th Floor, Richmond, VA 23219	(1,000.00)
3/5/2014	51108	Cape Henry Collegiate School, 1320 Mill Dam Road, Virginia Beach, VA 23454	(2,500.00)
3/6/2014	51110	United Network For Organ Sharing, 700 North 4th St, Richmond, VA 23219	(2,000.00)
3/6/2014	51111	Virginia Arts Festival{Alternate}, 440 Bank Street, Norfolk, VA 23510	(4,000.00)
3/6/2014	51112	The Virginia Home, 1101 Hampton Street, Richmond, VA 23220	(2,500.00)
3/6/2014	51113	Richmond 2015, Inc, 200 South 3rd Street, Richmond, VA 23219	(5,000.00)
3/6/2014	51114	For Kids, P O Box 6044, Norfolk, VA 23508	(4,500.00)
3/6/2014	51115	American Heart Association{Glen Allen}, 4217 Park Place Court, Glen Allen, Va 23060	(4,300.00)
3/6/2014	51116	Learning Together, Inc., 568 E. Lenoir Street, Ste. 204, Raleigh, NC 27601	(896.00)
3/6/2014	51117	Cucalorus Film Foundation, 815 Princess St, Wilmington, NC 28401-4243	(1,000.00)
3/7/2014	51118	Junior Achievement Of Greater Hampton Roads, 6325 Center Drive//Bldg 18, Suite 120, Norfolk, VA 23502	(1,500.00)
3/7/2014	51119	World Pediatric Project, 7201 Glen Forest Drive//Suite 304, Richmond, VA 23226	(1,380.00)
3/7/2014	51120	Cucalorus Film Foundation, 815 Princess St, Wilmington, NC 28401-4243	(760.00)
3/14/2014	51121	Horizons Hampton Roads, 1804 Eden Way, Virginia Beach, VA 23454	(5,000.00)
3/14/2014	51122	MDI, Inc, Heath, Overbey & Verser, PLC//11832 Rock Landing Drive, Suite 201, Newport News, VA 23606	(800.00)
3/14/2014	51123	Miller Oil Foundation{City Hall Ave}, 1000 E City Hall Ave, Norfolk, VA 23504	(2,100.00)

3/14/2014	51124	Weinstein Jewish Community Center, 5403 Monument Avenue, Richmond, VA 23226	(500.00)
3/14/2014	51125	Salvation Army Of Central VA, 2 West Grace Street, Richmond, VA 23220	(1,000.00)
3/19/2014	51126	Richmond Symphony{Alternate}, 612 East Grace Street//Suite 401, Richmond, VA 23219	(1,022.00)
3/19/2014	51127	Volunteer Hampton Roads, 400 West Olney Road//Suite B, Norfolk, VA 23507	(1,500.00)
3/21/2014	51128	Virginia Foundation For Independent Colleges, 8010 Ridge Road//Suite B, Richmond, VA 23229	(4,000.00)
3/21/2014	51129	Fan Free Clinic, 1010 North Thompson Street, Richmond, VA 23230	(900.00)
3/21/2014	51130	Virginia Symphony Orchestra, Virginia Symphony Orchestra//150 Boush Street, Suite 201, Norfolk, VA 23510	(1,000.00)
3/25/2014	51131	Junior Board - Children's Hospital Foundation, Junior Board - Children's Hospital//5009 Devonshire Rd, Richmond, VA 23225	(300.00)
3/25/2014	51132	LINC, P.O. Box 11566, Richmond, VA 23230	(500.00)
3/28/2014	51133	University Of North Carolina At Chapel Hill, P.O. Box 309, Chapel Hill, NC 27514-0309	(3,000.00)
4/4/2014	51136	VCU Business Foundation, P. O. Box 843042, Richmond, VA 23284-3042	(1,000.00)
4/9/2014	51139	Norfolk Law Library, Suite 1300//999 Waterside Drive, Norfolk, VA 23510	(500.00)
4/9/2014	51141	FeedMore, 1415 Rhoadmiller Street, Richmond, VA 23220	(1,000.00)
4/9/2014	51142	Urban Ministries Of Wake County, 1390 Capital Blvd, Raleigh, NC 27603	(800.00)
4/17/2014	51144	Virginia Museum Of Contemporary Arts, 2200 Parks Avenue, Virginia Beach, VA 23451	(2,500.00)
4/17/2014	51145	YWCA Lower Cape Fear, 2815 South College Road, Wilmington, NC 28412	(1,100.00)

4/22/2014	51146	American Red Cross, Greater Richmond Chapter, 420 East Cary Street, Richmond, VA 23219	(625.00)
5/1/2014	51147	Old Dominion University College Of Health Sciences, 4608 Hampton Blvd., Health Sciences Bldg//Room 2114, Norfolk, VA 23529-0500	(1,000.00)
5/1/2014	51148	ChildSavers, 200 North 22nd Street, Richmond, VA 23223	(750.00)
5/1/2014	51149	Piedmont Council Of Traditional Music, P.O. Box 28534, Raleigh, NC 27611	(1,000.00)
5/1/2014	51150	North Carolina Museum Of History Associates, 5 East Edenton Street, Raleigh, NC 27601	(1,500.00)
5/1/2014	51151	Variety- The Children's Charity Of New York, 505 Eighth Avenue//Suite 1800, New York, NY 10018	(5,000.00)
5/23/2014	51152	Collegiate School, 103 N. Mooreland Road, Richmond, VA 23229	(500.00)
6/5/2014	51154	American Heart Association, 4217 Park Place Court, Glen Allen, VA 23060	(500.00)
6/5/2014	51155	Martha Jefferson Hospital Foundation, 500 Martha Jefferson Drive, Charlottesville, VA 22911	(750.00)
6/11/2014	51157	The Shenandoah National Park Trust, 414 E. Market Street, Suite D, Charlottesville, VA 22902	(1,250.00)
6/16/2014	51158	Metro Richmond Sports Backers, Sports Backers Stadium//100 Avenue of Champions, Suite 300, Richmond, VA 23230	(3,600.00)
6/16/2014	51159	The First Tee of Richmond & Chesterfield, The First Tee Richmond & Chesterfield//7501 Boulders View Dr, Suite 120, Richmond, VA 23225	(834.00)
6/16/2014	51160	Cameron Art Museum, 3201 South 17th Street, Wilmington, NC 28412	(920.00)

6/19/2014	51161	Mid Atlantic Powerboat Association (MAPA), 5544 Greenwich Road//Suite 103, Virginia Beach, VA 23462	(1,000.00)
6/27/2014	51162	EVMS Foundation, P.O. Box 5, Norfolk, VA 23501	(2,500.00)
6/27/2014	51163	Virginia Local Initiatives Support Corporation, 413 Stuart Circle, Suite 300, Richmond, VA 23220	(600.00)
6/27/2014	51164	Virginia Symphony Orchestra, Virginia Symphony Orchestra//150 Boush Street, Suite 201, Norfolk, VA 23510	(1,500.00)
6/27/2014	51165	Maymont Foundation, 1700 Hampton St, Richmond, VA 23220	(3,500.00)
6/27/2014	51166	Hampton Roads Economic Development Alliance, 500 E. Main St, Suite 1300, Norfolk, VA 23510	(5,000.00)
6/27/2014	51167	Capital City Clauses, P.O. Box 6458, Raleigh, NC 27628	(500.00)
6/27/2014	51168	The Richmond Forum, 6968 Forest Hill Avenue, Richmond, VA 23225	(6,798.00)
6/27/2014	51169	Hebrew Academy Of Tidewater, 500 Corporate Woods Drive//Suite 180, Virginia Beach, VA 23462	(500.00)
7/1/2014	51171	Virginia Museum Of Fine Arts, 200 N. Boulevard, Richmond, VA 23220-4007	(2,350.00)
7/10/2014	51172	Venture Richmond, 200 South Third Street, Richmond, VA 23219	(2,500.00)
7/16/2014	51173	BOSHWay, 1 Compass Way, Suite 250, Newport News, VA 23606	(1,400.00)
7/21/2014	51174	Old Dominion University, Office of Finance//121 Rollins Hall, Norfolk, VA 23529	(1,250.00)
7/21/2014	51175	VCU, VCU Student Accounting//P. O. Box 843036, Richmond, VA 23284	(1,250.00)
7/21/2014	51176	Treasurer of Virginia Tech, , ,	(1,250.00)
7/21/2014	51177	University Of South Carolina, Bursar's Office//615 Main Street, Columbia, SC 29208	(1,250.00)
7/21/2014	51178	Longwood University, Office of Financial Aid//201 High Street, Farmville, VA 23909	(1,250.00)



7/21/2014	51179	Duke University Cashiering, 114 South Buchanan Blvd//Room B-103, Box 90759, Durham, NC 27708-0759	(1,250.00)
7/21/2014	51180	North Carolina State University, Cashier's Office//2005 Harris Hall, Box 7213, Raleigh, NC 27695-7213	(1,250.00)
7/21/2014	51181	VA Business Higher Education Council, 1108 East Main St, Suite 1100, Richmond, VA 23219	(2,500.00)
8/4/2014	51182	VCU Massey Cancer Center, P O Box 980214, Richmond, VA 23298-0214	(1,190.00)
8/4/2014	51183	American Diabetes Association, 2418 Blue Ridge Road//Suite 206, Raleigh, NC 27607	(500.00)
8/4/2014	51184	Hospital Hospitality House, 612 East Marshall Street, Richmond, VA 23219	(1,500.00)
8/4/2014	51185	USAgainstAlzheimer's Network	(1,800.00)
8/4/2014	51186	Boys And Girls Clubs Of The Virginia Peninsula, 11825 Rock Landing Drive//Chesapeake Bldg., Newport News, VA 23606	(2,250.00)
8/4/2014	51187	Boys And Girls Clubs Of The Virginia Peninsula Foundation, 11825 Rock Landing Drive//Chesapeake Bldg., Newport News, VA 23606	(2,250.00)
8/13/2014	51194	Chrysler Museum Of Art, One Memorial Placee, Norfolk, VA 23510-1587	(4,270.00)
8/13/2014	51195	VCU, VCU Student Accounting//P. O. Box 843036, Richmond, VA 23284	(1,250.00)
8/13/2014	51198	Randolph Macon College, P.O. Box 5005, Ashland, VA 23005-5505	(1,250.00)
8/13/2014	51199	Virginia Gentlemen Foundation, 2420 Atlantic Ave., Suite 201, Virginia Beach, VA 23451	(2,500.00)
8/13/2014	51200	Beth Sholom Home Of Eastern Virginia, 6401 Auburn Drive, Virginia Beach, VA 23464	(1,000.00)
8/22/2014	51201	North Carolina Opera, 612 Wade Avenue//Suite 100, Raleigh, NC 27605	(880.00)

8/29/2014	51202	National Multiple Sclerosis Society{Alternate1}, 4200 Innslake Drive//Suite 301, Glen Allen, VA 23060	(3,000.00)
9/2/2014	51203	Leukemia And Lymphoma Society, VA Chapter, Leukemia & Lymphoma Society, VA Chapter//5540 Falmouth St, Suite 101, Richmond, VA 23230	(1,500.00)
9/2/2014	51204	TowneBank Foundation, TowneBank Memeber Service Center//6001 Harbour View Blvd, Suffolk, VA 23435	(1,500.00)
9/2/2014	51205	Neptune Festival, 265 Kings Grant Road, Suite 102, Virginia Beach, VA 23451	(10,000.00)
9/2/2014	51206	Valentine Museum Richmond History Center, 1015 East Clay Street, Richmond, VA 23219	(4,760.00)
9/2/2014	51207	Volunteer Hampton Roads, 400 West Olney Road//Suite B, Norfolk, VA 23507	(1,250.00)
9/2/2014	51208	VCU Massey Cancer Center, P O Box 980214, Richmond, VA 23298-0214	(1,250.00)
9/4/2014	51209	The First Tee Of Hampton Roads, 2400 Tournament Drive, Virginia Beach, VA 23456	(625.00)
9/4/2014	51210	Monarch Children's Charities{Alternate}, 1435 Crossways Blvd//Suite 301, Chesapeake, VA 23320	(2,500.00)
9/15/2014	51211	YMCA of Greater Richmond, 2 West Franklin Street, Richmond, VA 23220	(500.00)
9/22/2014	51212	Chesterfield Public Education Foundation, Inc., P.O. Box 3883, Richmond, VA 23235	(500.00)
9/23/2014	51213	CARITAS, P.O. Box 25790, Richmond, VA 23260-5790	(2,500.00)
9/29/2014	51214	Richmond SPCA, 2519 Hermitage Road, Richmond, VA 23220	(500.00)
9/29/2014	51215	March Of Dimes{Central Va Div}, Central Virginia Division//4191 Innslake Drive, SUite 201, Glen Allen, VA 23060	(1,000.00)
9/29/2014	51216	St. Joseph's Villa, 8000 Brook Road, Richmond, VA 23227	(1,000.00)

9/29/2014	51217	Cameron Art Museum, 3201 South 17th Street, Wilmington, NC 28412	(1,000.00)
9/29/2014	51218	World Pediatric Project, 7201 Glen Forest Drive//Suite 304, Richmond, VA 23226	(2,500.00)
9/29/2014	51220	Wake County Bar Association Foundation, P O Box 3686, Cary, NC 27519-3686	(380.00)
10/16/2014	51221	Greater Richmond Partnership, 901 E Byrd St, Suite 801, Richmond, VA 23219	(10,000.00)
10/24/2014	51222	Greater Raleigh Chamber Of Commerce, P. O. Box 2978, Raleigh, NC 27602-2978	(5,000.00)
10/24/2014	51223	LifeNetHealth Foundation, LifeNet Health//1864 Concert Drive, Virginia Beach, VA 23453	(2,500.00)
10/24/2014	51224	United Arts Council Of Raleigh And Wake County, 110 S. Blount Street, Raleigh, NC 27601	(2,200.00)
11/10/2014	51225	Raleigh Hall Of Fame, P.O. Box 6128, Raleigh, NC 27628-6128	(700.00)
11/10/2014	51226	Town Center Kiwanis, P O Box 62111, Virginia Beach, VA 23666	(250.00)
11/10/2014	51227	Artsposure, 313 S. Blount Street//Suite 200B, Raleigh, NC 27601	(910.00)
11/10/2014	51228	Collegiate School, 103 N. Mooreland Road, Richmond, VA 23229	(500.00)
11/10/2014	51229	Collegiate School, 103 N. Mooreland Road, Richmond, VA 23229	(2,200.00)
11/10/2014	51230	Piedmont Virginia Community College Educational Foundation, 501 College Drive, Charlottesville, VA 22902-7589	(1,000.00)
11/14/2014	51232	Hampden-Sydney College{Alternate2}, P.O. Box 637, Hampden-Sydney, VA 23943	(2,000.00)
11/24/2014	51233	Triangle Residential Options For Substance Abusers (TROSA), 1820 James Street, Durham, NC 27707	(2,000.00)

12/1/2014	51234	North Carolina State University, Cashier's Office//2005 Harris Hall, Box 7213, Raleigh, NC 27695- 7213	(1,250.00)
12/15/2014	51235	United Way Of The Greater Triangle, 2400 Perimeter Park Drive//Suite 150, Morrisville, NC 27560	(2,000.00)
12/15/2014	51236	American Heart Association, 4217 Park Place Court, Glen Allen, VA 23060	(3,750.00)
12/15/2014	51237	NC Free Enterprise Foundation, P O Box 12406, Raleigh, NC 27605-2406	(1,000.00)
12/15/2014	51238	New Hanover Regional Medical Center Foundation, 2259 South 17th Street, Wilmington, NC 28401	(1,100.00)
12/19/2014	51239	Treasurer of Virginia Tech, , ,	(1,250.00)
12/19/2014	51240	VCU, VCU Student Accounting//P. O. Box 843036, Richmond, VA 23284	(1,250.00)
12/19/2014	51241	University Of South Carolina, Bursar's Office//615 Main Street, Columbia, SC 29208	(1,250.00)
12/19/2014	51242	Old Dominion University, Office of Finance//121 Rollins Hall, Norfolk, VA 23529	(1,250.00)
12/19/2014	51243	Duke University Cashiering, 114 South Buchanan Blvd//Room B- 103, Box 90759, Durham, NC 27708-0759	(1,250.00)
12/19/2014	51244	Longwood University, Office of Financial Aid//201 High Street, Farmville, VA 23909	(1,250.00)
12/19/2014	51245	VCU, VCU Student Accounting//P. O. Box 843036, Richmond, VA 23284	(1,250.00)
12/22/2014	51246	North Carolina State Bar Foundation, P. O. Box 25908, Raleigh, NC 27611	(20,000.00)
12/30/2014	51247	Norfolk Law Library, Suite 1300//999 Waterside Drive, Norfolk, VA 23510	(500.00)
1/10/2015	51248	Junior Achievement Of Eastern NC, Inc, 4900 Waters Edge//Suite 155, Raleigh, NC 27606	(4,000.00)
1/10/2015	51249	Fan Free Clinic, 1010 North Thompson Street, Richmond, VA 23230	(900.00)

1/30/2015	51250		Stop Hunger Now, 5022 Byrd Industrial Drive, Richmond, VA 23231	(500.00)
3/5/2014	51109	S	Virginia Beach Rotary Club, P. O. Box 2256, Virginia Beach, VA 23450	(125.00)
3/5/2014	51109	S	Virginia Beach Rotary Club, P. O. Box 2256, Virginia Beach, VA 23450	(125.00)
4/4/2014	51135	S	Virginia Beach CASA, 2425 Nimmo Parkway, Virginia Beach, VA 23456	(1,250.00)
4/4/2014	51135	S	Virginia Beach CASA, 2425 Nimmo Parkway, Virginia Beach, VA 23456	(1,250.00)
4/4/2014	51137	S	Faison School For Autism, 1701 Byrd Avenue, Richmond, VA 23230	(240.00)
4/4/2014	51137	S	Faison School For Autism, 1701 Byrd Avenue, Richmond, VA 23230	(240.00)
4/9/2014	51140	S	Portsmouth Service League Of Virginia, P. O. Box 6647, Portsmouth, VA 23703	(500.00)
4/9/2014	51140	S	Portsmouth Service League Of Virginia, P. O. Box 6647, Portsmouth, VA 23703	(500.00)
4/16/2014	51143	S	Beginnings, 302 Jefferson St, Suite 110, Raleigh, NC 27605	(173.34)
4/16/2014	51143	S	Beginnings, 302 Jefferson St, Suite 110, Raleigh, NC 27605	(173.33)
4/16/2014	51143	S	Beginnings, 302 Jefferson St, Suite 110, Raleigh, NC 27605	(173.33)
6/5/2014	51156	S	Chesapeake Bay Wine Foundation (CBWC), P.O. Box 1175, Virginia Beach, VA 23451	(720.00)
6/5/2014	51156	S	Chesapeake Bay Wine Foundation (CBWC), P.O. Box 1175, Virginia Beach, VA 23451	(480.00)
8/13/2014	51196	S	Virginia Aquarium Foundation, 717 General Booth Blvd, Virginia Beach, VA 23451	(875.00)
8/13/2014	51196	S	Virginia Aquarium Foundation, 717 General Booth Blvd, Virginia Beach, VA 23451	(875.00)
8/13/2014	51197	S	American Heart Association, 4217 Park Place Court, Glen Allen, VA 23060	(1,250.00)

8/13/2014	51197	S	American Heart Association, 4217 Park Place Court, Glen Allen, VA 23060	(1,250.00)
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Total (280,204.80)

**WILLIAMS MULLEN FOUNDATION**

**EIN 54-1700227**

**FOR TAX YEAR BEGINNING FEBRUARY 1, 2014 AND ENDING JANUARY 31, 2015**

**FORM 990-PF**

**SCHEDULE OF OTHER EXPENSES - LINE 23**

<b>DATE</b> -----	<b>REFERENCE</b> -----	<b>PAYEE</b> -----	<b>DESCRIPTION</b> -----	<b>AMOUNT</b> -----
6/5/2014	51153	Treasurer of Virginia	Alterna Annual Registration Fee	\$200.00
6/10/2013	50992	Treasurer of Virginia	Annual Reg Fee	<u>\$200.00</u>

**OTHER EXPENSES**