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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning FEB 1, 2014, and ending JAN 31, 2015

Name of foundation THE TITMUS FOUNDATION		A Employer identification number 54-6051332
Number and street (or P O box number if mail is not delivered to street address) POST OFFICE BOX 10	Room/suite	B Telephone number (804) 265-5834
City or town, state or province, country, and ZIP or foreign postal code SUTHERLAND, VA 23885		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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, col (c), line 16) \$ 25,973,496. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(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				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	120,339.	120,339.		STATEMENT 1
	4 Dividends and interest from securities	696,428.	696,428.		
	5a Gross rents	4,200.	4,200.		STATEMENT 2
	b Net rental income or (loss) 4,200.				
	6a Net gain or (loss) from sale of assets not on line 10	383,304.			
	b Gross sales price for all assets on line 6a 1,564,382.				
	7 Capital gain net income (from Part IV, line 2)		383,304.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,204,271.	1,204,271.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	147,162.	61,135.	0.	86,027.
	14 Other employee salaries and wages	45,392.	22,696.	0.	22,696.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,375.	2,550.	0.	3,825.
	c Other professional fees STMT 4	216.	86.	0.	130.
	17 Interest	98.	98.	0.	0.
	18 Taxes	38,699.	10,674.	0.	10,301.
	19 Depreciation and depletion	2,875.	2,875.	0.	
	20 Occupancy	16,953.	6,781.	0.	10,172.
	21 Travel, conferences, and meetings	359.	0.	0.	359.
	22 Printing and publications				
	23 Other expenses STMT 6	36,841.	17,308.	0.	19,337.
	24 Total operating and administrative expenses Add lines 13 through 23	294,970.	124,203.	0.	152,847.
	25 Contributions, gifts, grants paid	1,065,488.			1,065,488.
26 Total expenses and disbursements. Add lines 24 and 25	1,360,458.	124,203.	0.	1,218,335.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<156,187.>				
b Net investment income (if negative, enter -0-)		1,080,068.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	54,305.	232,718.	232,718.
	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			
	7 Other notes and loans receivable ▶ 2,383,771.			
	Less: allowance for doubtful accounts ▶ 0.	3,148,399.	2,383,771.	2,383,771.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	7,429,618.	7,362,990.	21,743,770.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 743,444.			
Less: accumulated depreciation ▶	257,172.	743,444.	1,570,500.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 109,547.				
Less: accumulated depreciation STMT 8 ▶ 66,810.	30,546.	42,737.	42,737.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,920,040.	10,765,660.	25,973,496.	
Liabilities	17 Accounts payable and accrued expenses	866.	2,673.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	866.	2,673.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	10,919,174.	10,762,987.		
30 Total net assets or fund balances	10,919,174.	10,762,987.		
31 Total liabilities and net assets/fund balances	10,920,040.	10,765,660.		

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	10,919,174.
2 Enter amount from Part I, line 27a	2	<156,187.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,762,987.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,762,987.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT	P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS			
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 1,552,120.		1,181,078.	371,042.
b 12,262.			12,262.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			371,042.
b			12,262.
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	383,304.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,052,341.	24,465,791.	.043013
2012	1,145,119.	22,560,408.	.050758
2011	980,043.	21,890,786.	.044770
2010	949,681.	20,402,552.	.046547
2009	1,162,769.	18,723,295.	.062103

2 Total of line 1, column (d)	2	.247191
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	.049438
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	26,346,017.
5 Multiply line 4 by line 3	5	1,302,494.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,801.
7 Add lines 5 and 6	7	1,313,295.
8 Enter qualifying distributions from Part XII, line 4	8	1,218,335.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	21,601.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	21,601.
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	21,601.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,680.	
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	19,680.	
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	1,921.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► EDWARD B. TITMUS Telephone no. ► (804) 265-5834 Located at ► POST OFFICE BOX 10, SUTHERLAND, VA ZIP+4 ► 23885			
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 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
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? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		147,162.	0.	0.

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

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

Total number of other employees paid over \$50,000

▶ 0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,373,771.
b	Average of monthly cash balances	1b	197,196.
c	Fair market value of all other assets	1c	4,176,258.
d	Total (add lines 1a, b, and c)	1d	26,747,225.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,747,225.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	401,208.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,346,017.
6	Minimum investment return. Enter 5% of line 5	6	1,317,301.

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	1,317,301.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	21,601.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,601.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,295,700.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,295,700.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,295,700.

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	1,218,335.
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	1,218,335.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,218,335.

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				1,295,700.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,193,057.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,218,335.				
a Applied to 2013, but not more than line 2a			1,193,057.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				25,278.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				1,270,422.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1,065,488.
Total			▶ 3a	1,065,488.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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	
		(a) Business code	(b) Amount	(c) Exclu- sion 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	120,339.		
4 Dividends and interest from securities				14	696,428.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property				16	4,200.		
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	383,304.		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		1,204,271.	0.	
13 Total. Add line 12, columns (b), (d), and (e)						1,204,271.	

(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 |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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

6-10-2015
Date

President
Title

May the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM A. YOUNG,
JR., CPA

Preparer's signature

William A. Young

Date

6/10/15

Check ☐ if
self-employed

PTIN

P00074605

Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP

Firm's EIN ► 54-0565834

Firm's address ► 100 FLANK ROAD
PETERSBURG, VA 23805-9152

Phone no. 804-733-5566

Form **990-PF** (2014)

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	OFFICE EQUIPMENT											
1	TYPEWRITER IBM	013181	SL	5.00	16	1,076.			1,076.	1,076.		0.
2	FILE CABINET	072987	SL	10.00	16	138.			138.	138.		0.
3	DRAPERIES	072793	SL	10.00	16	856.			856.	856.		0.
4	CABINETS FOR OFFICE	081093	SL	10.00	16	1,466.			1,466.	1,466.		0.
5	CARPET & BLINDS	081393	SL	10.00	16	1,895.			1,895.	1,895.		0.
6	LATERAL FILE 4 DR	090293	SL	10.00	16	939.			939.	939.		0.
7	COAT RACK	090293	SL	10.00	16	195.			195.	195.		0.
8	SIDE CHAIRS 6	090293	SL	10.00	16	3,390.			3,390.	3,390.		0.
9	ELECTRIC RANGE	022294	SL	10.00	16	652.			652.	652.		0.
10	REFRIGERATOR	022294	SL	10.00	16	1,282.			1,282.	1,282.		0.
11	AMERICAN CHEST	120296	SL	10.00	16	8,047.			8,047.	8,047.		0.
12	WALNUT DESK	120296	SL	10.00	16	4,598.			4,598.	4,598.		0.
13	CHIPPENDALE CHAIR	120296	SL	10.00	16	690.			690.	690.		0.
14	WALNUT CANDLE STAND	120296	SL	10.00	16	460.			460.	460.		0.
15	OFFICE FURNITURE	031897	SL	10.00	16	1,563.			1,563.	1,563.		0.
16	OFFICE CABINETS DELL DIMENSION 8300	042701	SL	10.00	16	3,625.			3,625.	3,538.		0.
17	COMPUTER	093003	SL	10.00	16	1,950.			1,950.	1,950.		0.

428102
05-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
22	OFFICE FURNITURE	040105	SL	7.00	16	2,624.			2,624.	2,624.		0.
25	COMPUTER	081810	SL	5.00	16	1,473.			1,473.	1,008.		295.
29	VACUUM CLEANER	022211	SL	5.00	16	735.			735.	429.		147.
	* 990-PF PG 1 TOTAL											
	- OFFICE EQUIPMENT LEASHOLD IMPROVEMENTS FARM HOUSE					37,654.		0.	37,654.	36,796.	0.	442.
18	RENOVATION	090293	SL	39.00	16	11,172.			11,172.	5,832.		286.
19	LANDSCAPING	013195	SL	20.00	16	11,696.			11,696.	11,113.		583.
20	WHIPPERNOCK NEW ROOF	080800	SL	39.00	16	10,368.			10,368.	3,580.		266.
	AIR CONDITIONING											
21	UNIT CK30	050901	SL	39.00	16	1,350.			1,350.	444.		35.
23	GENERATOR	042606	SL	10.00	16	6,734.			6,734.	5,216.		673.
	HEAT PUMP											
24	WHIPPERNOCK FARM BASEMENT	123110	SL	39.00	16	4,575.			4,575.	361.		117.
28	RENOVATIONS	042111	SL	39.00	16	7,468.			7,468.	526.		191.
	IMPROVEMENTS -											
30	WHIPPERNOCK FARM (FL)	050613	SL	39.00	16	3,464.			3,464.	67.		89.
	VINYL SIDING -											
31	FOUNDATION OFFICE	073114	SL	39.00	16	15,066.			15,066.			193.
	* 990-PF PG 1 TOTAL											
	- LEASHOLD IMPROVE					71,893.		0.	71,893.	27,139.	0.	2,433.
	* GRAND TOTAL					109,547.		0.	109,547.	63,935.	0.	2,875.
	990-PF PG 1 DEPR											

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	120,339.	120,339.	120,339.
TOTAL TO PART I, LINE 3	120,339.	120,339.	120,339.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	4,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,200.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,375.	2,550.	0.	3,825.
TO FORM 990-PF, PG 1, LN 16B	6,375.	2,550.	0.	3,825.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	216.	86.	0.	130.
TO FORM 990-PF, PG 1, LN 16C	216.	86.	0.	130.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	14,476.	6,413.	0.	8,063.
REAL ESTATE TAXES	3,729.	1,491.	0.	2,238.
OTHER TAXES	2,770.	2,770.	0.	0.
FEDERAL INCOME TAXES	17,724.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	38,699.	10,674.	0.	10,301.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEALTH INSURANCE	35,768.	16,431.	0.	19,337.
NON DEDUCTIBLE EXPENSES	196.	0.	0.	0.
OTHER EXPENSES	877.	877.	0.	0.
TO FORM 990-PF, PG 1, LN 23	36,841.	17,308.	0.	19,337.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	7,362,990.	21,743,770.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,362,990.	21,743,770.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,538.	87.
DELL DIMENSION 8300 COMPUTER	1,950.	1,950.	0.
FARM HOUSE RENOVATION	11,172.	6,118.	5,054.
LANDSCAPING	11,696.	11,696.	0.
WHIPPERNOCK NEW ROOF	10,368.	3,846.	6,522.
AIR CONDITIONING UNIT CK30	1,350.	479.	871.
OFFICE FURNITURE	2,624.	2,624.	0.
GENERATOR	6,734.	5,889.	845.
HEAT PUMP WHIPPERNOCK FARM	4,575.	478.	4,097.
COMPUTER	1,473.	1,303.	170.
BASEMENT RENOVATIONS	7,468.	717.	6,751.
VACCUM CLEANER	735.	576.	159.
IMPROVEMENTS - WIPPERNOCK FARM (FLOORING)	3,464.	156.	3,308.
VINYL SIDING - FOUNDATION OFFICE	15,066.	193.	14,873.
TOTAL TO FM 990-PF, PART II, LN 14	109,547.	66,810.	42,737.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	72,312.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	475.	0.	0.
JOHN J. MULDOWNEY RICHMOND, VA 23221	TREASURER 1.00	475.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	36,475.	0.	0.
KIMBERLY C. PRZYBYL RALEIGH, NC 27612	SECRETARY 30.00	36,475.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	475.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	475.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		147,162.	0.	0.

. The Titmus Foundation, Inc.
Book Value of Investments - Corporate Stock
Part II, Line 10b, Column b
01/31/2015

Page 1 of 1

Abbott Labs	133,264
Abbvie Inc	144,514
AT & T - Bellsouth	137,884
Bank of McKenney Va Cap Stk	36,617
BB&T Corp Dep SHS Repstg 1/1000	409,626
BP PLC	208,967
Bristol Myers Squibb	130,006
Campbell Soup Company	226,611
Chevron Corp	525,594
Colgate-Palmolive Co	40,252
ConocoPhillips	246,242
DNP Select Income Fund Inc.	142,280
Dominion Resources Inc.	196,562
Donnelley RR & Sons Company	87,409
Dow Chemical Company	210,061
Du Pont E.I. De Nemour & Compan	252,245
Duke Energy Corporation	241,516
Exxon Mobil Corporation	546,693
Ford Motor Company	129,155
Freeport McMoran Copper & Gold	139,516
General Electric	50,250
Halliburton Company	65,834
Hershey Food Corp	92,671
Honeywell, Intl	120,792
Kellogg Company	143,692
Linn Energy LLC Unit	119,268
Merck & Company	148,510
Nisource, Inc.	68,405
Nustar Energy LP - Valero LP	28,221
Pepsico, Inc.	43,902
Pfizer, Inc.	392,761
Phillips 66	73,179
Plains All American Pipeline LP	38,104
Plum Creek Timber Company Inc.	200,605
Potash Corp of Saskatchewan Inc	356,902
Procter & Gamble Company	164,771
Schlumberger Limited	42,022
Spectra Energy	114,650
Tortoise Energy Infrastructure	36,827
Tortoise MLP Fund Inc	79,551
United Dominion Realty Trust	297,596
Verizon Communications	223,329
Walgreen Company	127,423
Washington R Est In Tru Sh Ben	148,709
	<u>7,362,990</u>

The Titmus Foundation Inc.
Fair Market Value of Investments - Corporate Stock
Part II, Line 10b, Column c
01/31/2015

Page 1 of 4

Equities

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
ABBOTT LABORATORIES	ABT	7,500		1	44.760	335,700.00
ABBVIE INC	ABBV	7,500		1	60.350	452,625.00
AT&T INC	T	14,000		1	32.920	460,880.00
BANK MCKENNEY VA	BOMK	6,500		1	9.420	61,230.00
BB&T CORP DEP SHS REPSTG 1/1000TH SER E NON CUMUL	BBTE	17,000		1	25.480	433,160.00
PERPETUAL PFD 5.625%						
BP PLC	BP	5,000		1	38.830	194,150.00
SPONSORED ADR						
BRISTOL MYERS SQUIBB COMPANY	BMV	10,000		1	60.270	602,700.00
CAMPBELL SOUP COMPANY	CPB	5,000		1	45.740	228,700.00
CHEVRON CORP	CVX	8,000		1	102.530	820,240.00
COLGATE-PALMOLIVE COMPANY	CL	8,000		1	67.520	540,160.00
CONOCOPHILLIPS	COP	15,000		1	62.980	944,700.00
DNP SELECT INCOME FUND INC	DNP	13,500		1	10.530	142,155.00
DOMINION RESOURCES INC VA NEW	D	20,000		1	76.890	1,537,800.00
DONNELLEY R R & SONS COMPANY	RRD	5,500		1	16.470	92,232.00

The Titmus Foundation Inc.
Fair Market Value of Investments - Corporate Stock
Part II, Line 10b, Column c
01/31/2015

Page 2 of 4

Equities (continued)

Security Description	Symbol Cuslp	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
DOW CHEMICAL COMPANY	DOW	7,000		1	45.160	316,120.00
DU PONT E.I. DE NEMOURS & COMPANY	DD	5,000		1	71.210	356,050.00
DUKE ENERGY CORP NEW	DUK	10,000		1	87.140	871,400.00
EXXON MOBIL CORP	XOM	25,000		1	87.420	2,185,500.00
FORD MOTOR COMPANY NEW	F	10,000		1	14.710	147,100.00
FREEMPORT MC MORAN INC	FCX	4,000		1	16.810	67,240.00
GENERAL ELECTRIC COMPANY	GE	21,000		1	23.890	501,690.00
HALLIBURTON COMPANY	HAL	5,000		1	38.990	199,950.00
HERSHEY COMPANY	HSY	5,000		1	102.210	511,050.00
HONEYWELL INTL INC	HON	4,000		1	97.760	391,040.00
KELLOGG COMPANY	K	5,000		1	65.580	327,900.00
MERCK & COMPANY INC NEW	MRK	10,000		1	60.280	602,800.00
NISOURCE INC	NI	8,000		1	43.260	346,080.00
PEPSICO INC	PEP	25,000		1	93.780	2,344,500.00
PFIZER INC	PFE	13,000		1	31.250	406,250.00
PHILLIPS 66	PSX	7,500		1	70.320	527,400.00
PLUM CREEK TIMBER COMPANY INC	PCL	5,000		1	44.520	222,600.00
POTASH CORP OF SASKATCHEWAN INC	POT	10,000		1	36.540	365,400.00
PROCTER & GAMBLE COMPANY	PG	3,000		1	84.290	252,870.00

The Titmus Foundation Inc.
Fair Market Value of Investments - Corporate Stock
Part II, Line 10b, Column c
01/31/2015

Page 3 of 4

Equities (continued)

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
SCHLUMBERGER LTD	SLB	6,000		1	82.390	494,340.00
SPECTRA ENERGY CORP	SE	5,000		1	33.440	167,200.00
TORTOISE ENERGY INFRASTRUCTURE CORP	TYG	4,000		1	43.100	172,400.00
TORTOISE MLP FUND INC	NTG	4,000		1	26.060	104,240.00
UDR INC	UDR	40,000		1	33.260	1,330,400.00
VERIZON COMMUNICATIONS INC	VZ	13,000		1	45.710	594,230.00
WALGREENS BOOTS ALLIANCE INC	WBA	4,000		1	73.750	295,000.00
WASHINGTON REAL ESTATE INVESTMENT TRUST SBI	WRE	10,000		1	28.710	287,100.00
WELLS FARGO & COMPANY NEW PFD DIVIDEND EQUALIZATION	WFCNP	24		1	0.600	14.40
Total for Equities						21,234,296.40
Total for Equities with cost data						21,234,282.00

Limited Partnerships

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
LINN ENERGY LLC UNIT REPRESENTING LIMITED LIABILITY INTERESTS	LINE	5,000		1	10.260	51,300.00

Page 4 of 4

Total Equities	21,234,296+
Total Limited Partnerships	509,474+
	21,743,770*

The Titmus Foundation, Inc.

01/31/15

54-6051332

Part IV - Capital Gains and Losses for Tax on Investment Income

Page 1 of 1

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
3,600 000	BB&T Corp	02/02/07	04/25/14	134,838 58	25,500 00	109,338 58
6,400 000	BB&T Corp	05/12/09	04/25/14	239,713 05	128,000 00	111,713 05
5,000 000	Dominion Res Ser A	06/10/09	10/15/14	125,000 00	125,000 00	-
7,300 000	General Electric Company	02/02/07	02/21/14	182,235 86	17,468 02	164,767 84
3,000 000	General Electric Company	02/02/07	08/08/14	75,989 31	7,178 64	68,810 67
3,000 000	Microsoft Corp	03/12/12	08/08/14	128,398 15	96,695 00	31,703 15
4,000 000	Pfizer Inc	02/02/07	03/13/14	127,236 17	128,365 72	(1,129 55)
3,000 000	Pfizer Inc	02/02/07	06/03/14	88,536 03	96,274 29	(7,738 26)
4,700 000	General Electric Company		01/08/15	113,473 33	11,246 53	102,226 80
3,500 000	Pitney Bowes Inc		01/08/15	84,801 03	77,710 12	7,090 91
5,000 000	Ensco Plc Cl A		01/26/15	144,540 29	258,365 00	(113,824 71)
3,000 000	Freeport McMoran Inc		01/26/15	57,714 01	104,637 23	(46,923 22)
3,000 000	Freeport McMoran Inc		01/29/15	49,643 89	104,637 23	(54,993 34)
Total Long Term Sales				1,552,119 70	1,181,077 78	371,041 92
Short Term						
Total Short Term Sales				-	-	-
Grand Totals				1,552,119 70	1,181,077 78	371,041 92

Capital Gain Distributions from 1099-DIV

	Capital Gain	Non dividend
Scott & Stringfellow	14,253 53	
DNP Select Income Fd Inc		1,209 87
Tortoise MLP Fund		549 52
Wash Real Estate Inv Tru		6,199 20
LINN Energy, LLC	-	-
NuStar Energy LP	(2,202 00)	-
Plains All American Pipeline	210 00	
Totals	12,261 53	7,958 59
Total Capital Gains		
	383,303 45	

The Titmus Foundation, Inc.
 Detail of Grants and Contributions Paid During the Year
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February 1, 2014 – January 31, 2015
54-6051332

Date	Name & Address	Foundation Status	Purpose	Amount
03/26/14	Advocate Center Inc. 1024 Park Ave., Norton, VA 24273	C	Assist. to marginalized & Disenfranchised people of Wise County, VA	2,500.00
05/20/14	Alice Lloyd College 100 Purpose Rd., Pippa Passes, KY 41844	E	Scholarship Fund	5,000.00
03/21/14	Amelia County High School 8500 Otterburn Rd., Amelia Court House, VA 23002	E	After Prom	250.00
08/26/14	American Frontier Culture Foundation P.O. Box 629, Staunton, VA 24402-0629	C	Matching Funds Frontier Culture Museum's Winter Outreach Program	5,000.00
01/22/15	American Heart Association 3131 RDU Center Drive, Ste. 100, Morrisville, NC 27560	C	Sandhills Heart Walk	500.00
01/22/15	Baptist Retirement Homes of NC 1199 Hayes Forest Drive, Winston-Salem, NC 27106	R	Medicine for	5,000.00
01/22/15	Bethany Christian Church 3115 Fleming Ave., Roanoke, VA 24012	R	Child Feeding Program	1,000.00
06/16/14	Bethany House of Northern VA, Inc. 6121 Lincolnia Rd., Ste. 303, Alexandria, VA 22312	R	Comprehensive Family Assistance Program	2,500.00
05/23/14	Bethany Kids P.O. Box 1297, Abingdon, VA 24212-1297	R	New Children's Ctr. at Kijabe Hospital	5,000.00
07/15/14	Better Housing Coalition 23 W. Broad St., Richmond, VA 23241	C	Program Support	5,000.00
08/26/14	Blue Ridge Regional Hospital Found. P.O. Box 247, Spruce Pine, NC 28777	C	Assistance in new medical office building	5,000.00
10/14/14	Bluefield College 3000 College Dr., Bluefield, VA 24605	E	Matching Gift commitment	100,000.00
01/26/15	Blue Ridge Institute and Museum P.o. Box 1000, Ferrum, VA 24088-9989	E	1 for 1 challenge grant for the Smokehouse	23,225.00

The Titmus Foundation, Inc.
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			relocation & restoration	
01/26/15	Boys' Home, Inc. 414 Boys' Home Rd., Covington, VA 24426	C	1 for 1 Challenge Grant for renovation work	60,000.00
05/20/14	Braille Circulating Library 2700 Stuart Ave., Richmond, VA 23220-3305	E	Operating Budget	2,500.00
07/28/14	Brain Injury Services of SWVA 3904 Franklin Rd., Suite B, Roanoke, VA 24014	C	CL:C Program	5,000.00
07/17/14	Camp Holiday Trails 400 Holiday Trails Lane, Charlottesville, VA 22903	C	Waterfront Trail & Pond Healthcare Plan	5,000.00
09/30/14	Campbell University P.O. Box 116, Buies Creek, NC 27506	E	The Edna Queener Proffit Chair of Chemistry	5,000.00
11/03/14	Cares P.O. Box 1167, Petersburg, VA 23804-1167	C	General Sup.	5,700.00
05/22/14	Cerebral Palsy of Virginia 5825 Arrowhead Dr., Ste. 201, Virginia Beach, VA 23462	C	Social & Recreational Programs	2,000.00
07/11/14	Chester United Methodist Church 12132 Percival St., Chester, VA 23831-4739	R	½ funds needed for updated technology	4,950.00
08/26/14	Children First/Communities in Schools Of Buncombe County 50 S. French Broad Ave., Ste. 246, Asheville, NC 28801	E	Learning Center Sup.	5,000.00
10/21/14	Children's Museum of Richmond 2626 West Broad St., Richmond, VA 23220-1904	E	Project Drumsticks	2,000.00
11/06/14	Chowan University One University Place, Murfreesboro, NC 27855	E	Sharee Carol Atkinson Scholarship Fund	5,000.00
05/23/14	Citizens for Adult Literacy & Learning P.O. Box 123, Monroe, VA 24564	E	Project Desktop	1,142.00
06/20/14	Colonial Heights Food Pantry, Inc. 530 Southpark Blvd., Colonial Heights, VA 23834	C	Assist in purchase of fresh produce	2,000.00
07/07/14	Community CarePartners, Inc. 68 Sweeten Creek Rd., Asheville, NC 28803	C	PACE Program	5,000.00

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11/03/14	Cornerstone Church P.O. Box 1400, San Antonio, TX 78295	R	General Support	5,000.00
07/16/14	Crater Community Hospice, Inc. 3916 South Crater Rd., Petersburg, VA 23805	C	To help offset revenue losses From Medicare	5,000.00
08/28/14	CrossOver Healthcare Ministry 8600 Quioccasin Rd., Ste. 102, Richmond, VA 23229	E	Nurse Practitioner Program	5,000.00
07/16/14	Danville-Pittsylvania Community Ser. 5245 Harrison St., Danville, VA 24540	E	Matching Grant	2,000.00
01/22/15	Dinwiddie Christmas Sharing Found. P.O. Box 462, Dinwiddie, VA 23841	R	Christmas 2015	2,500.00
03/28/14	Dinwiddie County 4-H 13915-A Boydton Plank Rd., Dinwiddie, VA 23841	E	Din. Co. 4H programming support	5,000.00
12/23/14	Dinwiddie County Food Bank P.O. Box 427, Dinwiddie, VA 23841	C	General Support	1,500.00
02/19/14	Dinwiddie County Treasurer P.O. Box 178, Dinwiddie, VA 23841-0178	C	K-9 purchase for Sheriff's Dept.	5,000.00
09/14/14	Dinwiddie County Treasurer P.O. Box 178, Dinwiddie, VA 23841-0178	C	Din. Co. Animal Shelter	1,000.00
01/26/15	Dorcas Ministries 187 High House Rd., Cary, NC 27511	R	1 st pmt. on \$100,000. 50,000.00 pledge	
09/05/14	Elijah House Academy 6255 Warwick Rd., Richmond, VA 23224	E	½ tuition for needy students	4,000.00
12/19/14	Fellowship of Christian Athletes 320 Newcastle Drive, Colonial Heights, VA 23834	R	General Support	5,000.00
11/18/14	Ford Volunteer Fire Department Co. 2 13402 Cox Rd., Church Road, VA 23833	C	General Support	2,000.00
01/29/15	Fork Union Military Academy P.O. Box 278, Fork Union, VA 23055	E	Renovation Campaign	25,000.00

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05/22/14	Free Clinic of Danville 133 South Ridge St., Danville, VA 24543	E	Patient Education Program support	2,500.00
07/17/14	Friends Association for Children 1004 Saint John St., Richmond, VA 23220	C	Upgrading technology for preschool classrooms	3,000.00
10/16/14	Good Samaritan Ministries 2307 Hull St., Richmond, VA 23224	R	For meals for homeless people	1,000.00
04/08/14	Guinea Memorial Fund 682 River Rd., Farmville, VA 23901	R	Memoriam	1,000.00
07/07/14	Hanover Tavern 13181 Hanover Courthouse Rd., Hanover, VA 23069	C	Pump replacement or repairs & water heater replacement	5,000.00
03/24/14	Harnett Co. Historical Society Found. 65 Bain St., Lillington, NC 27546	C	Renovations & Repairs	5,000.00
05/21/14	Heart of Virginia Free Clinic 201 North Main St., Farmville, VA 23901	C	Medications not available thru P.A.P.	5,000.00
08/27/014	Hemophilla Assoc. of the Capital Area 3251 Old Lee Hwy, Ste. 3, Fairfax, VA 22030-1504	E	Teen Retreat	1,000.00
09/12/14	Heritage Middle School 3400 Rodgers Rd., Wake Forest, NC	E	Lighting system as approved on the 08/07/14 annual meeting	17,940.20
06/25/14	Hospital Hospitality House 612 East Marshall St., Richmond, VA 23219	C	Family Assistance Program	5,000.00
06/16/14	House of Mercy, Inc. 701 Mercy Dr., Belmont, NC 28012	R	Operating Expenses	1,000.00
06/20/14	Interfaith Assistance Ministry P.O. Box 2562, Hendersonville, NC 28793-2562	R	Capital Campaign	5,000.00
03/14/14	International Assoc. of Ministers Wives & Ministers Widow 4247 North 21 st St., Milwaukee, WI 53209-6711	R	Don. for VA Chapter	1,000.00
06/20/14	IVNA	C	Home Health Care	5,000.00

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Detail of Grants and Contributions Paid During the Year
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	5008 Monument Ave., Richmond, VA 23230	Project	
09/02/14	Jill's House C P.O. Box 9104, McLean, VA 22102	Assistance in pur. of new HVAC units	4,000.00
05/22/14	Just Neighbors R 5827 Columbia Pike, Ste. 320, Falls Church, VA 22041	Community Clinic for low income	5,000.00
05/21/14	King College E 1350 King College Rd., Bristol, TN 37620-2699	Nursing Scholarships for VA students	5,000.00
05/22/14	Lewis Ginter Botanical Garden E 1800 Lakeside Ave., Richmond, VA 23228-4700	Children's Environmental Education	1,000.00
10/27/14	Little Sisters of the Poor R 1503 Michael Rd., Richmond, VA 23229-4899	General Support	5,000.00
05/30/14	Lutheran Family Services of Virginia R 2609 McVitty Rd., Roanoke, VA 24018	To purchase one interactive whiteboard	3,800.00
06/24/14	Methodist College R 5400 Ramsey St., Fayetteville, NC 28311-1498	Final pmt. on \$45,000. Pledge	22,500.00
09/02/14	Mid-Lothian Mines & Rail Roads Found. C P.O. Box 40, Chesterfield, VA 23832	Historic Preservation	3,500.00
08/26/14	Military Ministry-CCFC, Inc. R 750 Middle Ground Blvd., Newport News, VA 23606-2587	General Support	5,000.00
08/26/14	Miller Home of Lynchburg for Girls E 2134 Westerly Dr., Lynchburg, VA 24501	Assistance in boiler replacement	5,000.00
08/27/14	Miriam's House C 409 Magnolia St., Lynchburg, VA 24503-0196	Security System	2,620.00
08/27/14	Mountain Area Health Education Ctr E 121 Hendersonville Rd., Asheville, NC 28803	To help purchase (1) new Fetal Non-Stress Test Machine	5,000.00
09/05/14	Muscular Dystrophy Association C 1503 Santa Rosa Rd #120, Richmond, VA 23229	2015 Muscular Dystrophy Symposium	2,200.00
04/28/14	Namozine Volunteer Fire & EMS C 3913 Pelham Ave., Petersburg, VA 23803	General Sup	2,500.00

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04/29/14	New Life For Youth 2501 Turner Rd., Richmond, VA 23225	R	Program to create awareness thru drug Prevention, intervention, & concerned mentorship	5,000.00
06/24/14	NC Agricultural Foundation, Inc. Box 7645 NCSU, Raleigh, NC 27690-0739	E	2 nd pmt. on \$500,000. Pledge	50,000.00
01/22/15	NCSU Foundation, Inc. Campus Box 7306, Raleigh, NC 27695-7306	E	Founding Friends Campaign for the Gregg Museum	5,000.00
12/16/14	NC State Alumni Association Campus Box 7503, Raleigh, NC 27695-7503	E	The EBT Endowment/ JTC Scholarship	5,000.00
11/04/14	Ocran United Methodist Church 20221 Cox Rd., Sutherland, VA 23885	R	Challenge gift	5,000.00
08/28/14	Orange County Free Clinic P.O. Box 441, Orange, VA 22960	C	Chronic Care	2,500.00
12/12/14	Petersburg Library Foundation P.O. Box 3435, Petersburg, VA 23805	E	Bal. due on pledge	150,000.00
01/22/15	Piedmont CASA 818 East High St., Charlottesville, VA 22902	E	Flex Learning training sessions	1,000.00
05/20/14	Pregnancy Support Ctr. Of the Tri-Cities 700 South Sycamore St., Ste. 12 Petersburg, VA 23803	C	Operating Expenses	3,000.00
09/23/14	Presbyterian Homes & Family Services 150 Linden Ave., Lynchburg, VA 24503	R	Ways to Work Program	5,000.00
06/24/14	Randolph-Macon College P.O. Box 5005, Ashland, VA 23005-5505	E	2 nd pmt. on \$100,000. Pledge	20,000.00
09/18/14	RAMPS 1114 Westbriar Dr., Ste. D, Richmond, VA 23238	C	To build wheelchair ramps	3,000.00
01/29/15	Roanoke College 221 College Lane, Salem, VA 24153-3794	E	3 rd pmt. on \$100,000. pledge	40,000.00
05/22/14	St. John's Church Foundation 2319 East Broad St., Richmond, VA 23223	R	Phase 2: Legacy of Liberty Preservation Project	2,000.00
03/24/14	St. Jude Children's Research Hospital	C	Use as needed	5,000.00

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501 St. Jude Place, Memphis, TN 38105-1942

08/19/14	St. Marys Health Wagon P.O. Box 7070, Wise, VA 24293	R	General Support	5,000.00
03/24/14	St. Peter's R.Z.U.A. Church 15719 Cox Rd., Church Road, VA 23833	R	Building Fund	1,000.00
06/16/14	Saint Francis Home 65 West Clopton St., Richmond, VA 23225-3952	R	To help replace HVAC cooling unit	5,000.00
03/24/14	Samaritan's Purse 801 Bamboo Rd., Boone, NC 28607	R	Assist. families in Santa Barbara, Honduras with food	4,950.00
06/20/14	Scottish Rite Childhood Language Ctr. 4202 Hermitage Rd., Richmond, VA 23227-3755	R	Access to Care Program	2,000.00
05/05/14	Second Presbyterian Church 419 W. Washington St., Petersburg, VA 23803	R	Organ Fund	5,000.00
06/20/14	Shenandoah University 1460 University Dr., Winchester, VA 22601-5195	E	Research-grade equipment in Cell Biology And Genetics Lab	5,000.00
09/18/14	Society of St. Andrew 3383 Sweet Hollow Rd., Big Island, VA 24526-8517	C	VA & NC Gleaning Program	5,000.00
08/26/14	Special Olympics of North Carolina 2200 Gateway Centre Blvd., Ste. 201, Morrisville, NC 27560	C	Project UNIFY	5,000.00
11/06/14	Special Olympics Virginia 3212 Skipwith Rd., Ste. 100, Richmond, VA 23294	C	Participation in statewide competition	3,000.00
11/17/14	Stop Hunger Now, Inc. 2501 Clark Ave., Ste. 301, Raleigh, NC 27607-7213	C	General Support	2,500.00
09/02/14	Sweet Briar College P.O. Box 1057, Sweet Briar, VA 24595	E	The PACE Program	2,500.00
06/24/14	The College of William & Mary P.O. Box 1693, Williamsburg, VA 23187-1693	E	2 nd pmt. on \$100,000. pledge	20,000.00
05/30/14	The Friends of Barnabas Foundation P.O. Box 4804, Midlothian, VA 23112	R	Health Care in remote areas of Honduras	5,000.00

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09/02/14	The Genieve Shelter 157 N. Main St., Ste. R3, Suffolk, VA 23434	C	Serving 4 additional families	4,536.00
04/23/14	The James House 1016 Maplewood Ave., Hopewell, VA 23860	C	Bank of McKenney Fundraiser	5,000.00
10/09/14	The Salvation Army 220 E. Russell St., Fayetteville, NC 28301	C	To assist in replenishing food pantry	5,000.00
08/27/14	Transitional Housing BARN, Inc. 9541 Linton Hall Rd., Bristow, VA 20136-1217	R	General Support	5,000.00
06/25/14	Triangle Family Services 3937 Western Boulevard, Raleigh, NC 27606	R	Matching grant toward the Retire the Debt Campaign	5,000.00
07/31/14	Triangle Volunteer Fire Department 1051 Morton's Ferry Rd., Nathalie, VA 24577	C	To pur. CPR equip.	3,600.00
07/01/14	Trinity United Methodist Church Church Road, VA 23833	R	Building Fund	5,000.00
04/25/14	UNC Lineberger Comprehensive School of Medicine, CB #7295, Chapel Hill, NC 27599	C	Bal. due on LCCC Early Phase Clinical Trials pledge	20,000.00
01/06/15	University of Richmond 28 Westhampton Way, University of Richmond, VA 23173	E	Titmus Scholarship Endowment Fund	5,000.00
11/03/14	University of Virginia School of Nursing P.O. Box 400807, Charlottesville, VA 22904-4807	E	The Titmus Found. Rural Fellowship Fund	5,000.00
12/18/14	Virginia Baptist Foundation 2828 Emerywood Parkway, Henrico, VA 23294	R	Scholarship Fund (Harry Snead)	5,000.00
06/04/14	Virginia Baptist Homes Foundation 1900 Lauderdale Dr., Richmond, VA 23238	R	Benevolent Min. of VA Baptists Homes	5,000.00
01/29/15	VCU-Massey Cancer Center P.O. Box 843042, Richmond, VA 23286-0441	C	General Support	30,000.00
09/05/14	Virginia Health Care Foundation 707 East Main St., Ste. 1350, Richmond, VA 23219	C	Delta Dental of VA Foundation Challenge	5,000.00

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			grant match	
06/24/14	VCU-Massey Cancer Center P.O. Box 980037, Richmond, VA 23298	E	Cancer Research	30,000.00
05/23/14	Virginia Union University 1500 Lombardy St., Richmond, VA 23220	E	Gracie Jeter & Andrew Jackson White Scholarship Fund	5,000.00
12/18/14	Virginia State University Foundation P.O. Box 9071, Petersburg, VA 23806	E	TTFI Provost Endowed Scholarship Fund	5,000.00
12/18/14	Virginia United Methodist Assembly Center P.O. Box 22, Blackstone, VA 23824-0022	R	VUMAC Partners	5,000.00
10/13/14	Virginia War Memorial Inc. 621 S. Belvidere St., Richmond, VA 23220	E	Addition to Memorial & Galanti Educational Center	2,500.00
05/02/14	Wake Forest United Methodist Church 905 South Main St., Wake Forest, NC 27587	R	NC Storms Emergency Response Advance	5,000.00
05/05/14	Warm Blankets Children's Foundation 5105 Tollview Dr., Ste. 155, Rolling Meadows, IL 60008	R	Shalom Christian Primary School in Uganda- Loss due to fire	3,000.00
08/27/14	Williams Christmas Kids Foundation 506 Battista Court #201, Chester, VA 23836	R	General Support	1,000.00
01/06/15	Williamsburg Area Meals on Wheels P.O. Box 709, Williamsburg, VA 23187	C	To assist recipients unable to pay for their own meals	2,500.00
07/07/14	Wilmington CareNet Counseling Ctr. 610 S. College Rd., Wilmington, NC 28403	C	Client-Aid Initiative & Clinical Residency Program	2,500.00
05/27/14	Youth For Tomorrow New Life Ctr. Inc. 11835 Hazel Circle Dr., Bristow, VA 20136	R	Girls on a Journey Program	2,500.00
04/30/14	Zion Baptist Church 225 Byrne St., Petersburg, VA 23803	R	Summer Enrichment Program	2,000.00

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01/31/2014	Nustar Energy 2014 Form K-1	18.00
01/31/2014	Plains American Pipeline 2014 Form K-1	57.00
Total as of January 31, 2015		\$ 1,065,488.20