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EXTENDED TO FEBRUARY 16, 2016

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.

OMB No 1545-0052

2014

Open to Public Inspection

Form **990-PF**

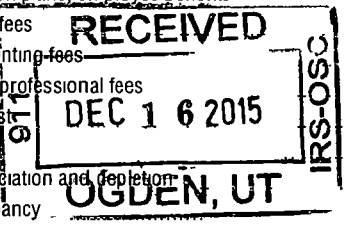
Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning **JUL 1, 2014**, and ending **JUN 30, 2015**

Name of foundation DHG FOUNDATION, INC. FKA DIXON HUGHES GOODMAN FOUNDATION		A Employer identification number 54-1847474
Number and street (or P O box number if mail is not delivered to street address) 701 TOWN CENTER DRIVE	Room/suite 700	B Telephone number 757.873.1033
City or town, state or province, country, and ZIP or foreign postal code NEWPORT NEWS, VA 23606		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 checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 211,379.	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"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received	886,516.		N/A	
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)		0.		
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	886,516.	0.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 1	571.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23	571.	0.		0.
25 Contributions, gifts, grants paid	957,320.			957,320.
26 Total expenses and disbursements. Add lines 24 and 25	957,891.	0.		957,320.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<71,375.>			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	282,754.	211,379.	211,379.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	282,754.	211,379.	211,379.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	282,754.	211,379.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	282,754.	211,379.		
31 Total liabilities and net assets/fund balances	282,754.	211,379.		

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	282,754.
2 Enter amount from Part I, line 27a	2	<71,375.>
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	211,379.
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	211,379.

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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				
b	NONE			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	768,602.	275,280.	2.792074
2012	849,100.	226,741.	3.744801
2011	25,030.	235,957.	.106079
2010	1,000.	209,902.	.004764
2009	10,000.	183,635.	.054456
2	Total of line 1, column (d)		6.702174
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		1.340435
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5		241,295.
5	Multiply line 4 by line 3		323,440.
6	Enter 1% of net investment income (1% of Part I, line 27b)		0.
7	Add lines 5 and 6		323,440.
8	Enter qualifying distributions from Part XII, line 4		957,320.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6 Credits/Payments:		
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b 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>		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DIXON HUGHES GOODMAN LLP Telephone no. 757.873.1033 Located at 701 TOWN CENTER DRIVE, SUITE 700, NEWPORT NEWS, VA ZIP+4 23606-4295
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

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?

If "Yes" to 6b, file Form 8870

6b X

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
JAMES M HAGGARD 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606	CHAIRMAN 0.10	0.	0.	0.
TRICIA WILSON 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606	PRESIDENT 0.10	0.	0.	0.
L KENT SATTERFIELD 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606	SECRETARY-TREASURER 0.10	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part 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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	244,970.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	244,970.
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	244,970.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,675.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	241,295.
6	Minimum investment return. Enter 5% of line 5	6	12,065.

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	12,065.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,065.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,065.
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	12,065.

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	957,320.
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	957,320.
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	957,320.

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				12,065.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	99.			
b From 2010				
c From 2011	13,354.			
d From 2012	838,205.			
e From 2013				
f Total of lines 3a through e	851,658.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	957,320.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				12,065.
e Remaining amount distributed out of corpus	945,255.			
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:	1,796,913.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	99.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,796,814.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011	13,354.			
c Excess from 2012	838,205.			
d Excess from 2013				
e Excess from 2014	945,255.			

423581 11-24-14

DHG FOUNDATION, INC.

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**
 a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

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

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

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

 c Any submission deadlines:

 d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

DHG FOUNDATION, INC.

Form 990-PF (2014)

FKA DIXON HUGHES GOODMAN FOUNDATION

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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				
AICPA FOUNDATION 220 LEIGH FARM ROAD DURHAM, NC 27707	NONE	PUBLIC CHARITY	EDUCATION	13,500.
APPALACHIAN STATE UNIVERSITY 416 HOWARD STREET BOONE, NC 28608	NONE	PUBLIC CHARITY	EDUCATION	13,333.
BIRMINGHAM SOUTHERN UNIVERSITY 900 ARKADELPHIA ROAD, BOX 549023 BIRMINGHAM, AL 35254	NONE	PUBLIC CHARITY	EDUCATION	50,450.
CATAWBA COLLEGE 2300 W INNES ST SALISBURY, NC 28144	NONE	PUBLIC CHARITY	EDUCATION	100.
CHRISTIAN BROTHERS UNIVERSITY 650 E PKWY S MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	EDUCATION	1,500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				957,320.
b Approved for future payment				
NONE				
Total				0.

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

Table with 2 columns: Question (1-1c) and Yes/No. 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: N/A.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: 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: [Signature], Date: 12/9/2015, Title: CHAIRMAN. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: JAMES M. HAGGARD, Preparer's signature: [Signature], Date: 12/9/2015, Check [] if self-employed, PTIN: P00100566, Firm's name: DIXON HUGHES GOODMAN LLP, Firm's EIN: 56-0747981, Firm's address: 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606-4295, Phone no.: 757.873.1033

DHG FOUNDATION, INC.
 FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CLEMSON UNIVERSITY 170 SIRRINE HALL CLEMSON, SC 29634	NONE	PUBLIC CHARITY	EDUCATION	16,500.
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PUBLIC CHARITY	EDUCATION	11,400.
CONCORD UNIVERSITY 1000 VERMILLION ST ATHENS, WV 24712	NONE	PUBLIC CHARITY	EDUCATION	500.
EAST CAROLINA UNIVERSITY 1001 E 5TH STREET GREENVILLE, NC 27858	NONE	PUBLIC CHARITY	EDUCATION	6,125.
FEEDING AMERICA SOUTHWESTERN VA 1025 ELECTRIC ROAD SALEM, VA 24153	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,157.
FLORIDA STATE UNIVERSITY 821 ACADEMIC WAY #314 TALLAHASSEE, FL 32306	NONE	PUBLIC CHARITY	EDUCATION	1,000.
FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,919.
FOOD FOR OTHERS 2938 PROSPERITY AVENUE FAIRFAX, VA 22031	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,051.
FOODBANK OF CENTRAL & EASTERN NC 3808 TARHEEL DRIVE RALEIGH, NC 27609	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,892.
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX, VA 22030	NONE	PUBLIC CHARITY	EDUCATION	7,500.
Total from continuation sheets				878,437.

DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HAMPTON UNIVERSITY 100 E QUEEN STREET HAMPTON, VA 23668	NONE	PUBLIC CHARITY	EDUCATION	10,000.
JACKSON STATE UNIVERSITY 1400 JOHN R LYNCH ST JACKSON, MS 39217	NONE	PUBLIC CHARITY	EDUCATION	15,000.
JAMES MADISON UNIVERSITY 800 S MAIN ST HARRISONBURG, VA 22807	NONE	PUBLIC CHARITY	EDUCATION	5,000.
KENNESAW STATE UNIVERSITY 1000 CHASTAIN ROAD KENNESAW, GA 30144	NONE	PUBLIC CHARITY	EDUCATION	300.
LOAVES AND FISHES 25 WOODS LAKE ROAD, SUITE 810 GREENVILLE, SC 29607	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	7,272.
LOW COUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON, SC 29405	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	8,295.
MANNA FOOD BANK 931 GAITHER RD GAITHERSBURG, MD 20877	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,533.
MANNA FOOD BANK 627 SWANNOA RIVER RD ASHEVILLE, NC 28805	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	266.
MARHSALL UNIVERSITY 1 JOHN MARSHALL DRIVE HUNTINGTON, WV 25755	NONE	PUBLIC CHARITY	EDUCATION	26,500.
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,007.
Total from continuation sheets				

DHG FOUNDATION, INC.
 FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MISSISSIPPI STATE UNIVERSITY PO BOX 6149 MISSISSIPPI STATE, MS 39762	NONE	PUBLIC CHARITY	EDUCATION	11,300.
NORTH CAROLINA AT&T STATE 1601 EAST MARKET STREET, SUITE 401 GREENSBORO, NC 27411	NONE	PUBLIC CHARITY	EDUCATION	22,500.
NORTH CAROLINA STATE UNIVERSITY 1210 VARSITY DRIVE, SUITE 262 RALEIGH, NC 27606	NONE	PUBLIC CHARITY	EDUCATION	1,500.
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK, VA 23529	NONE	PUBLIC CHARITY	EDUCATION	2,000.
PHD PROJECT ASSOCIATION THREE CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	NONE	PUBLIC CHARITY	EDUCATION	35,000.
SAMDOR UNIVERSITY 800 LAKESHORE DRIVE HOMEWOOD, AL 35229	NONE	PUBLIC CHARITY	EDUCATION	1,300.
SECOND HARVEST FOOD BANK OF METROLINA 500-B SPRATT STREET CHARLOTTE, NC 28206	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,521.
SECOND HARVEST FOOD BANK OF NORTHWEST NORTH CAROLINA 3655 REED STREET WINSTON-SALEM, NC 27107	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	4,793.
UNIVERSITY OF GEORGIA FOUNDATION 394 SOUTH MILLEDGE AVENUE, SUITE 100 ATHENS, GA 30602	NONE	PUBLIC CHARITY	EDUCATION	37,900.
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK, MD 20742	NONE	PUBLIC CHARITY	EDUCATION	1,000.
Total from continuation sheets				

DHG FOUNDATION, INC.
 FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF MISSISSIPPI PO BOX 1848 UNIVERSITY, MS 38677	NONE	PUBLIC CHARITY	EDUCATION	17,400.
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 300 KENAN CENTER DRIVE CHAPEL HILL, NC 27599	NONE	PUBLIC CHARITY	EDUCATION	67,350.
UNIVERSITY OF NORTH CAROLINA - GREENSBORO 1400 SPRING GARDEN STREET GREENSBORO, NC 27412	NONE	PUBLIC CHARITY	EDUCATION	37,940.
UNIVERSITY OF NORTH CAROLINA - WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403	NONE	PUBLIC CHARITY	EDUCATION	24,375.
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON STREET, SUITE 736 COLUMBIA, SC 29208	NONE	PUBLIC CHARITY	EDUCATION	30,500.
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	NONE	PUBLIC CHARITY	EDUCATION	26,440.
UNIVERSITY OF VIRGINIA PO BOX 400314 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	EDUCATION	250.
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD, SUITE B RICHMOND, VA 23229	NONE	PUBLIC CHARITY	EDUCATION	12,500.
VIRGINIA TECH 1030 PAMPLIN HALL BLACKSBURG, VA 24061	NONE	PUBLIC CHARITY	EDUCATION	750.
WAKE FOREST UNIVERSITY PO BOX 7659 WINSTON-SALEM, NC 27109	NONE	PUBLIC CHARITY	EDUCATION	11,500.
Total from continuation sheets				

DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
WESTERN CAROLINA UNIVERSITY 1 UNIVERSITY WAY CULLOWHEE, NC 28723	NONE	PUBLIC CHARITY	EDUCATION	47,350.
WILLIAM AND MARY 540 LANDRUM DRIVE WILLIAMSBURG, VA 23185	NONE	PUBLIC CHARITY	EDUCATION	1,525.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	PUBLIC CHARITY	EDUCATION	500.
ASCPA PO BOX 96929 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	150.
COOK FOR A CURE PO BOX 650309 DALLAS, TX 75265	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	150.
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	58,285.
BOYS & GIRLS CLUB OF THE UPSTATE PO BOX 1729 SPARTANBURG, SC 29304	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	51,200.
FRIENDS OF THE BATTLESHIP PO BOX 480 WILMINGTON, NC 28402	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,000.
EAA CHAPTER 186 10629 OBSERVATION RD MANASSAS, VA 20110	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	4,000.
Total from continuation sheets				

DHG FOUNDATION, INC.
 FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FIRST TEE MONTGOMERY PO BOX 18 KENSINGTON, MD 20895	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	160.
HOPE FOR HORSES PO BOX 1449 LEICESTER, NC 28748	NONE	PUBLIC CHARITY	TO BENEFIT HORSES IN NEED	1,500.
HURRAH PLAYERS 485 ST PAULS BLVD NORFOLK, VA 23510	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	740.
THE LVH ALS FOUNDATION PO BOX 2036 ADVANCE, NC 27006	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	114,350.
MARCH OF DIMES 410 BROOKSTOWN AVE WINSTON-SALEM, NC 27101	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	11,000.
NCACPA SPONSORSHIP FUND PO BOX 80188 RALEIGH, NC 27623	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,301.
NEW MEMPHIS INSTITUTE 22 N FRONT ST MEMPHIS, TN 38103	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,000.
THE SALVATION ARMY OF GREENVILLE 417 RUTHERFORD STREET GREENVILLE, SC 29609	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,000.
MAKE A WISH SOUTH CAROLINA 225 SOUTH PLEASANTBURG DRIVE B8 GREENVILLE, SC 29607	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	300.
VIRGINIA BEACH UNITED METHODIST CHURCH 212 NINETEENTH STREET VIRGINIA BEACH, VA 23451	NONE	PUBLIC CHARITY/CHURCH	COMMUNITY IMPROVEMENT	550.
Total from continuation sheets				

DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
VIRGINIA CHAMBER FOUNDATION 919 E MAIN STREET, SUITE 900 RICHMOND, VA 23219	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	15,000.
WAKE EDUCATION PARTNERSHIP 706 HILLSBOROUGH ST, STE A RALEIGH, NC 27603	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,000.
WOUNDED WARRIORS PROJECT 4899 BELFORT ROAD, SUITE 300 JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	15,000.
WINGS FOR KIDS 476 MEETING STREET, SUITE E CHARLESTON, SC 29403	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,500.
YMCA OF WESTERN NORTH CAROLINA 53 ASHLAND AVENUE, STE 105 ASHEVILLE, NC 28801	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,000.
GOODWILL INDUSTRIES OF UPSTATE/MIDLAND SC 115 HAYWOOD ROAD GREENVILLE, SC 29607	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	7,000.
GREENSBORO URBAN MINISTRY 305 WEST LEE ST GREENSBORO, NC 27406	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,987.
FEEDMORE 1415 RHOADMILLER ST RICHMOND, VA 23220	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,170.
HALSEY FOODSERVICE PO BOX 6485 HUNTSVILLE, AL 25813	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	6,300.
SANDHILLS FOOD BANK 195 SANDY AVENUE SOUTHERN PINES, NC 28387	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	625.
Total from continuation sheets				

DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION

54-1847474

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
SECOND HARVEST OF MIDDLE TN 331 GREAT CIRCLE ROAD NASHVILLE, TN 37228	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	930.
TARRANT AREA FOODBANK 2600 CULLEN ST FORT WORTH , TX 76107	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	100.
THE CARPENTER'S TABLE 5957 REIDVILLE ROAD MOORE, SC 29369	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	80.
TRANSITIONS FAMILY VIOLENCE SERVICES PO BOX 561 HAMPTON, VA 23669	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	263.
TRAGEDY ASSISTANCE PROGRAM FOR SURVIVORS 3033 WILSON BLVD, STE 630 ARLINGTON, VA 22201	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	15,000.
ALCOHOL DRUG SERVICES 1119 CHESTNUT DRIVE HIGH POINT, NC 27262	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,000.
COMMUNITY FOOD BANK OF CENTRAL AL 107 WALTER DAVIS DRIVE BIRMINGHAM, AL 35209	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	100.
MIDDLE TYGER COMMUNITY CENTER 84 GROCE RD LYMAN, SC 29365	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	285.
Total from continuation sheets				

423631
05-01-14

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ 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.

OMB No 1545-0047

2014

Name of the organization

DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION

Employer identification number

54-1847474

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 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization DHG FOUNDATION, INC. FKA DIXON HUGHES GOODMAN FOUNDATION	Employer identification number 54-1847474
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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
1	DIXON HUGHES GOODMAN LLP 701 TOWN CENTER DRIVE, SUITE 700 NEWPORT NEWS, VA 23606	\$ 660,907.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MARTIN SCHLAEPPI 4414 JOHNSON ST HIGH POINT, NC 27265	\$ 6,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	MICHAEL CRAWFORD 1787 POSGAH HIGHWAY CANDLER, NC 28715	\$ 14,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	KENT SATTERFIELD 106 E ROUND HILL RD GREENVILLE, SC 29617	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	MATTHEW SNOW 3130 SHILLINGTON PL CHARLOTTE, NC 28210	\$ 13,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	DAVID DILLS 141 CUPP LANE WAYNESVILLE, NC 28786	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DHG FOUNDATION, INC. FKA DIXON HUGHES GOODMAN FOUNDATION	Employer identification number 54-1847474
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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
7	DAVID RAINEY 303 WATER MILL RD GREER, SC 29650	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	MICHAEL RAUCHWARG 16 DIANTHUS DR ASHEVILLE, NC 28803	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	MICHAEL TRAMMELL 500 E TARA LANE DUNCAN, SC 29334	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	DENNIS VICK 106 THORNBLADE BLVD GREER, SC 29650	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
11	DAVID WIGGINS 8405 LEGACY OAKS PL ASHEVILLE, NC 28803	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
12	KENNETH HUGHES 12 CEDAR CHINE ASHEVILLE, NC 28803	\$ 6,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DHG FOUNDATION, INC. FKA DIXON HUGHES GOODMAN FOUNDATION	Employer identification number 54-1847474
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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
13	WALLACE EDGE <hr/> 3546 SHARON RD <hr/> CHARLOTTE, NC 28211	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
14	RANDY BRODD <hr/> 4009 GARDENLAKE DR <hr/> RALEIGH, NC 27612	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DHG FOUNDATION, INC. FKA DIXON HUGHES GOODMAN FOUNDATION	Employer identification number 54-1847474
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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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization **DHG FOUNDATION, INC.
FKA DIXON HUGHES GOODMAN FOUNDATION** Employer identification number **54-1847474**

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 info once) ▶ \$ _____
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	

FORM 990-PF

OTHER EXPENSES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VA SCC FILING FEE	27.	0.		0.
BANK CHARGES	544.	0.		0.
TO FORM 990-PF, PG 1, LN 23	571.	0.		0.