Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

Name of foundation
THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

A Employer identification number
54-1924107

Number and street (or P O box number if mail is not delivered to street address)
4035 RIDGE TOP ROAD SUITE 700

Room/suite

B Telephone number (see instructions)
(703) 385-8888

City or town, state or province, country, and ZIP or foreign postal code
FAIRFAX, VA 22030

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 24,327,489

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,220	2,220		
	4	Dividends and interest from securities	337,964	337,964		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	303,985			
	b	Gross sales price for all assets on line 6a 3,535,220				
	7	Capital gain net income (from Part IV, line 2)		303,985		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	121,227	0		
	12	**Total.** Add lines 1 through 11	765,396	644,169		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	251,625	12,582		239,043
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	3,911	0		3,911
	b	Accounting fees (attach schedule)	11,087	0		11,087
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	12,505	363		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	100,915	95,632		4,473
	24	**Total operating and administrative expenses.** Add lines 13 through 23	380,043	108,577		258,514
	25	Contributions, gifts, grants paid	958,400			958,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,338,443	108,577		1,216,914
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-573,047			
	b	**Net investment income** (if negative, enter -0-)		535,592		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	3,265,033	5,247,460	5,247,460
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	8,488	8,488	8,488
	7 Other notes and loans receivable (attach schedule) ▶ 4,453			
	Less allowance for doubtful accounts ▶ 0	0	4,453	4,453
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	279,553	0	0
	b Investments—corporate stock (attach schedule)	4,247,908	4,515,835	6,478,702
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	13,768,644	11,653,802	12,588,386
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	21,569,626	21,430,038	24,327,489
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	21,569,626	21,430,038	
	30 **Total net assets or fund balances** (see instructions)	21,569,626	21,430,038	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,569,626	21,430,038	

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	21,569,626
2	Enter amount from Part I, line 27a	2	-573,047
3	Other increases not included in line 2 (itemize) ▶	3	478,628
4	Add lines 1, 2, and 3	4	21,475,207
5	Decreases not included in line 2 (itemize) ▶	5	45,169
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,430,038

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	303,985
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,071,736	24,207,089	0 044274
2012	1,130,042	22,695,112	0 049792
2011	667,668	22,543,131	0 029617
2010	12,168	13,852,169	0 000878
2009	0	968,072	0 000000

2	**Total** of line 1, column (d).	2	0 124561
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 024912
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	25,146,617
5	Multiply line 4 by line 3.	5	626,453
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,356
7	Add lines 5 and 6.	7	631,809
8	Enter qualifying distributions from Part XII, line 4.	8	1,216,914

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,356
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	5,356
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	5,356
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	9,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	9,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	120
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,524
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 3,524 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶THE FOUNDATION Telephone no ▶(703) 385-8888

Located at ▶4035 RIDGE TOP ROAD SUITE 700 FAIRFAX VA ZIP+4 ▶22030

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 |

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RHONDA J MACDONALD 2071 CHAIN BRIDGE ROAD STE 320 VIENNA, VA 22182	CO-TRUSTEE 10 00	83,875	0	0
GEORGE NEALL III 2071 CHAIN BRIDGE ROAD STE 320 VIENNA, VA 22182	CO-TRUSTEE 3 00	83,875	0	0
IRVING GREENSPON 2071 CHAIN BRIDGE ROAD STE 320 VIENNA, VA 22182	CO-TRUSTEE 5 00	83,875	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	20,692,359
b	Average of monthly cash balances	1b	4,667,826
c	Fair market value of all other assets (see instructions)	1c	169,375
d	**Total** (add lines 1a, b, and c)	1d	25,529,560
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	25,529,560
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	382,943
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,146,617
6	**Minimum investment return.** Enter 5% of line 5	6	1,257,331

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	1,257,331
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 5,356		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b: 21,528		
c	Add lines 2a and 2b	2c	26,884
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,230,447
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,230,447
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	1,230,447

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	1,216,914
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	1,216,914
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,356
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,211,558

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				1,230,447
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			1,200,689	
b Total for prior years 2012 , 20___ , 20___		8,256		
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 ▶ $ 1,216,914				
a Applied to 2013, but not more than line 2a			1,200,689	
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.				16,225
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		8,256		
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.		8,256		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,214,222
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	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 XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				958,400
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,220	
4 Dividends and interest from securities. . . .			14	337,964	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	303,985	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		121,227		644,169	0

13 Total. Add line 12, columns (b), (d), and (e). 13 765,396

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2016-05-09 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
NATHAN S WHITE IV CPA				P00127091

Firm's name ▶ THOMPSON GREENSPON

Firm's EIN ▶ 54-1029635

Firm's address ▶ 4035 RIDGE TOP RD SUITE 700 FAIRFAX, VA 22030

Phone no (703) 385-8888

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES	P		2015-06-30
SECTION 1231 LOSS FROM PASSTHROUGH	P		2015-06-30
PUBLICLY TRADED PARTNERSHIPS	P		2015-06-30
SHORT TERM GAIN FROM PASSTHROUGHS	P		2015-06-30
LONG TERM GAIN FROM PASSTHROUGHS	P		2015-06-30
SECTION 1256 CONTRACTS FROM PASSTHROUGH	P		2015-06-30

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,948,827		2,828,725	120,102
		1,556	-1,556
567,047		400,954	166,093
4			4
118			118
19,224			19,224

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			120,102
			-1,556
			166,093
			4
			118
			19,224

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BLUE RIDGE ARTS COUNCIL 305 EAST MAIN STREET FRONT ROYAL,VA 22630		PC	GENERAL CHARITABLE PURPOSES	5,000
BLUE RIDGE WILDLIFE CENTER PO BOX 326 MILLWOOD,VA 22646		PC	GENERAL CHARITABLE PURPOSES	5,000
KEEPER OF THE MOUNTAINS 179 SUMMERS ST SUITE 234 CHARLESTON,WV 25301		PC	GENERAL CHARITABLE PURPOSES	5,000
SHELTERBOX USA 8374 MARKET STREET 203 LAKEWOOD RANCH,FL 34202		PC	GENERAL CHARITABLE PURPOSES	10,000
WEST VIRGINIA CITIZEN ACTION EDUCATION FUND 1500 DIXIE STREET CHARLESTON,WV 25311		PC	GENERAL CHARITABLE PURPOSES	10,000
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA,VA 24482		PC	GENERAL CHARITABLE PURPOSES	15,000
CASA OF DORCHESTER AND TALBOT COUNTIES 1 SOUTH WASHINGTIN STREET EASTON,MD 21601		PC	GENERAL CHARITABLE PURPOSES	15,000
DORCHESTER CTY DEPT OF SOCIAL SERVICES 627 RACE STREET CAMBRIDGE,MD 21613		PC	GENERAL CHARITABLE PURPOSES	5,000
ELKTON AREA UNITED SERVICES 173 W SPOTSWOOD AVENUE ELKTON,VA 22827		PC	GENERAL CHARITABLE PURPOSES	15,000
HARRISONBURG FREE CLINIC 25 WEST WATER STREET HARRISONBURG,VA 22801		PC	GENERAL CHARITABLE PURPOSES	15,000
JMU SUITCASE CLINIC 601 UNIVERSITY BOULEVARD HARRISONBURG,VA 22807		PC	GENERAL CHARITABLE PURPOSES	15,000
NORTHERN VIRGINIA FAMILY SERVICES 10455 WHITE GRANITE DRIVE OAKTON,VA 22124		PC	GENERAL CHARITABLE PURPOSES	15,000
ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON,VA 22204		PC	GENERAL CHARITABLE PURPOSES	20,000
VIENNA WOMEN'S CENTER 133 PARK STREET SE VIENNA,VA 22180		PC	GENERAL CHARITABLE PURPOSES	20,000
BLUE RIDGE COMMUNITY COLLEGE PO BOX 80 WEYERS CAY,VA 24486		PC	GENERAL CHARITABLE PURPOSES	25,000
Total . . . . ▶ **3a**				958,400

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EMBREY RUCKER SHELTER 11975 BOWMAN TOWNE DRIVE RESTON, VA 20190		PC	GENERAL CHARITABLE PURPOSES	25,000
MISSION LIFE CENTER 10721 MAIN STREET SUITE 1200 FAIRFAX, VA 22030		PC	GENERAL CHARITABLE PURPOSES	20,000
NATIONAL CHILDREN'S MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON, DC 20010		PC	GENERAL CHARITABLE PURPOSES	25,000
JEWISH COMMUNITY CENTER OF NORTHERN VIRGINIA 8900 LITTLE RIVER TURNPIKE FAIRFAX, VA 22031		PC	GENERAL CHARITABLE PURPOSES	25,000
OHIO VALLEY ENVIRONMENTAL COALITION PO BOX 6753 HUNTINGTON, WV 25773		PC	GENERAL CHARITABLE PURPOSES	25,000
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN, MD 21741		PC	GENERAL CHARITABLE PURPOSES	30,000
NORTHERN VIRGINIA COMMUNITY COLLEGE 7630 LITTLE RIVER TURNPIKE ANNANDALE, VA 22003		PC	GENERAL CHARITABLE PURPOSES	30,000
CHILDREN'S INN AT NIH 7 WEST DRIVE BETHESDA, MD 20814		PC	GENERAL CHARITABLE PURPOSES	20,000
AN ACHIEVABLE DREAM 10858 WARWICK BOULEVARD NEWPORT NEWS, VA 23601		PC	GENERAL CHARITABLE PURPOSES	50,000
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX, VA 22030		PC	GENERAL CHARITABLE PURPOSES	50,000
JAMES MADISON UNIVERSITY LEEOLOU ALUMNI CENTER HARRISONBURG, VA 22807		PC	GENERAL CHARITABLE PURPOSES	50,000
MARINE CORPS SCHOLARSHIP FUND 909 N WASHINGTON STREET 400 ALEXANDRIA, VA 22314		PC	GENERAL CHARITABLE PURPOSES	50,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW, VA 20136		PC	GENERAL CHARITABLE PURPOSES	65,000
UNIVERSITY OF VIRGINIA 400 RAY C HUNT DRIVE CHARLOTTESVILLE, VA 22904		PC	GENERAL CHARITABLE PURPOSES	100,000
VIRGINIA POLYTECHNIC INSTITUTE 3046 TORGERSON HALL BLACKSBURG, VA 24061		PC	GENERAL CHARITABLE PURPOSES	100,000
Total . . . . ▶ **3a**				958,400

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ENDOCRINE DISRUPTION EXCHANGE PO BOX 1407 PAONIA,CO 81428		PC	GENERAL CHARITABLE PURPOSES	5,000
THE CENTER FOR INVESTIGATIVE REPORTING 1400 65TH SUITE 200 EMERYVILLE,CA 94608		PC	GENERAL CHARITABLE PURPOSES	10,000
GOVERNMENT ACCOUNTABILITY PROJECT 1612 K STREET NW SUITE 1100 WASHINGTON,DC 20006		PC	GENERAL CHARITABLE PURPOSES	15,000
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL STREET NE WASHINGTON,DC 20002		PC	GENERAL CHARITABLE PURPOSES	10,000
SOUTH EAST ALASKA CONSERVATION COUNCIL 224 GOLD STREET JUNEAU,AK 99801		PC	GENERAL CHARITABLE PURPOSES	10,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST SUITE 14 CHARLOTTESVILLE,VA 22902		PC	GENERAL CHARITABLE PURPOSES	15,000
STORY CORPS 80 HANSON PLACE BROOKLYN,NY 11217		PC	GENERAL CHARITABLE PURPOSES	10,000
FOOD FOR OTHERS 2938 PROSPERITY AVENUE FAIRFAX,VA 22031		PC	GENERAL CHARITABLE PURPOSES	8,400
FOUNDATION FOR THE PRESERVATION OF HONEY BEES 3525 PIEDMONT RD BLDG 5 STE 300 ATLANTA,GA 30305		PC	GENERAL CHARITABLE PURPOSES	5,000
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN,TX 78716		PC	GENERAL CHARITABLE PURPOSES	5,000
BEE GIRL PO BOX 3257 ASHLAND,OR 97520		PC	GENERAL CHARITABLE PURPOSES	5,000
Total . . . . ▶ **3a**				958,400

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a FROM K-1 - BUCKEYE PARTNERS LP	525990	-881			
b FROM K-1 - EL PASO PIPELINE PARTNERS LP	525990	-1,317			
c FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP	525990	-6,656			
d FROM K-1 - HICRUSH PARTNERS LP	525990	1,758			
e FROM K-1 - ONEOK PARTNERS LP	525990	-11,340			
f FROM K-1 - PLAINS ALL AMERICAN PIPELINE LP	525990	-4,846			
g 4,000 EL PASO PIPELINE PARTNERS LP	525990	16,172			
h 1,000 BUCKEYE PARTNERS LP	525990	14,551			
i 4,800 ENTERPRISE PRODUCTS PARTNERS LP	525990	49,238			
j 1,000 HI-CRUSH PARTNERS LP	525990	1,920			
k 1,200 ONEOK PARTNERS LP	525990	34,807			
l 2,000 PLAINS ALL AMERICAN PIPELINE LP	525990	27,821			

TY 2014 Accounting Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - 990-PF PREPARATION	11,087	0		11,087

TY 2014 General Explanation Attachment

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Identifier	Return Reference	Explanation
CO-TRUSTEE HOURS DEVOTED TO POSITION	FORM 990-PF	IN ADDITION TO THE AVERAGE HOURS PER WEEK DEVOTED TO THE CO-TRUSTEE POSITIIONS REFLECTED ON FORM 990-PF, PART VIII, LINE 1(B), EACH CO-TRUSTREE SPENDS SIGNIFICANT TIME, AS NEEDED, REVIEWING AND MODIFYING INVESTMENTS, MONTHLY MEETINGS, AND RESEARCHING AND DECIDING UPON QUALIFIED DONEES

TY 2014 Investments Corporate Stock Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	4,515,835	6,478,702

TY 2014 Investments Government Obligations Schedule

Name:	THE NEALL FAMILY CHARITABLE FOUNDATION C/O THOMPSON GREENSPON
EIN:	54-1924107
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Other Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	10,927,890	11,899,572
PARTNERSHIP INTERESTS	AT COST	725,912	688,814

TY 2014 Legal Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,911	0		3,911

TY 2014 Other Decreases Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Amount
CAPITAL ACCOUNT IN DB POWERSHARES AGRICULTURE	45,169

TY 2014 Other Expenses Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	17,755	17,755		0
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH	115	0		0
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH	14	0		8
TRAVEL AND MEETINGS EXPENSE	4,935	0		4,465
PENALTIES	219	0		0
INVESTMENT EXPENSE FROM PASSTHROUGHS	77,877	77,877		0

TY 2014 Other Income Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - BUCKEYE PARTNERS LP	-881		-881
FROM K-1 - EL PASO PIPELINE PARTNERS LP	-1,317		-1,317
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP	-6,656		-6,656
FROM K-1 - HICRUSH PARTNERS LP	1,758		1,758
FROM K-1 - ONEOK PARTNERS LP	-11,340		-11,340
FROM K-1 - PLAINS ALL AMERICAN PIPELINE LP	-4,846		-4,846
4,000 EL PASO PIPELINE PARTNERS LP	16,172		16,172
1,000 BUCKEYE PARTNERS LP	14,551		14,551
4,800 ENTERPRISE PRODUCTS PARTNERS LP	49,238		49,238
1,000 HI-CRUSH PARTNERS LP	1,920		1,920
1,200 ONEOK PARTNERS LP	34,807		34,807
2,000 PLAINS ALL AMERICAN PIPELINE LP	27,821		27,821

TY 2014 Other Increases Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Amount
CAPITAL ACCOUNT IN AHT ASSOCIATES, LLC	478,628

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Other Notes/Loans Receivable Long Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NEALL JOINT & SURVIVOR IRREVOCABLE TRUST	CO-TRUSTEE	4,453	4,453	2015-06	2015-06	REPAY AS SOON AS POSSIBLE	0 %	N/A	ERRORONEOUSLY DEPOSITED INTO ACCOUNT	N/A	0

TY 2014 Other Receivables from Officers Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Travel Advance to Officers:

Item No.	1
Borrower's Name	RHONDA J MACDONALD TRUSTEE
Borrower's Title	TRUSTEE
Original Amount of Loan	8488
Balance Due	8488
Date of Note	2014-11
Maturity Date	2014-11
Repayment Terms	REPAY AS SOON AS POSSIBLE
Interest Rate	0.000000000000
Security Provided by Borrower	N/A
Purpose of Loan	REIMBURSEMENT IN ERROR OF FEDERAL EXCISE TAX PAYMENTS
Description of Lender Consideration	N/A
Consideration FMV	0

TY 2014 Taxes Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	363	363		0
FEDERAL EXCISE TAX	12,142	0		0