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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 08-01-2014, and ending 07-31-2015

Name of foundation RIDGEWAY EM-CHARITTUW		A Employer identification number 54-6202908	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2907 - TRUST TAX DEPT		B Telephone number (see instructions) (540) 665-4254	
City or town, state or province, country, and ZIP or foreign postal code WILSON, NC 278942907		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 1,633,625		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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	1,188	1,188		
	4 Dividends and interest from securities.	45,796	45,796		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	19,875			
	b Gross sales price for all assets on line 6a 434,064				
	7 Capital gain net income (from Part IV, line 2) . . .		19,875		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	66,859	66,859		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,821	22,821		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	1,485			1,485
	17 Interest				0
	18 Taxes (attach schedule) (see instructions) . . .	2,086	883		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	142	142		
	24 Total operating and administrative expenses. Add lines 13 through 23	26,534	23,846	0	1,485
	25 Contributions, gifts, grants paid	76,748			76,748
	26 Total expenses and disbursements. Add lines 24 and 25	103,282	23,846	0	78,233
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-36,423			
	b Net investment income (if negative, enter -0-)		43,013		
	c Adjusted net income (if negative, enter -0-)			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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		58,271	58,271
	2	Savings and temporary cash investments	50,608	58,074	58,074
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	709,932	678,773	752,201
	c	Investments—corporate bonds (attach schedule).	801,881	777,671	765,079
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	46,484		0
	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)	1,608,905	1,572,789	1,633,625	
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	
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	1,608,905	1,572,789	
	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 (see instructions)	1,608,905	1,572,789	
31	Total liabilities and net assets/fund balances (see instructions) . . .	1,608,905	1,572,789		

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)	11,608,905
2	Enter amount from Part I, line 27a	2-36,423
3	Other increases not included in line 2 (itemize) ▶  _____	3307
4	Add lines 1, 2, and 3	41,572,789
5	Decreases not included in line 2 (itemize) ▶ _____	50
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	61,572,789

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) 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	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	19,875
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	80,699	1,639,677	0 049216
2012	79,764	1,592,963	0 050073
2011	81,909	1,569,682	0 052182
2010	81,055	1,593,552	0 050864
2009	67,939	1,507,969	0 045053

2	Total of line 1, column (d).	2	0 247388
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 049478
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,611,736
5	Multiply line 4 by line 3.	5	79,745
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	430
7	Add lines 5 and 6.	7	80,175
8	Enter qualifying distributions from Part XII, line 4.	8	78,233

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			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	860
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	860
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	860
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,924	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	0	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	1,924
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	0
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	1,064
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 860 Refunded		11	204

Part VII-A

Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b		No
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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes.</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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>	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	Yes	
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>	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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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				
14	The books are in care of BRANCH BANKING & TRUST COMPANY Telephone no (540) 665-4254 Located at 38 ROUSE AVE WINSCHESTER VA ZIP+4 22601			
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		
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	Yes	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.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		Yes	No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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? If "Yes," list the years 20 , 20 , 20 , 20		Yes	No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
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?			
	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?			
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?			
	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
BRANCH BANKING AND TRUST COMPANY	TRUSTEE	22,821		
38 ROUSE AVE	1			
WINCHESTER, VA 22601				
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.	

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	1,593,216
b	Average of monthly cash balances.	1b	43,064
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,636,280
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	1,636,280
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,544
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,611,736
6	Minimum investment return. Enter 5% of line 5.	6	80,587

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	80,587
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	860
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	860
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	79,727
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	79,727
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	79,727

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	78,233
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,233
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	78,233

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				79,727
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			15,127	
b Total for prior years 2012 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	0			
b From 2010.	0			
c From 2011.	0			
d From 2012.	0			
e From 2013.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 78,233				
a Applied to 2013, but not more than line 2a			15,127	
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.				63,106
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				16,621
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. . . .	0			
b Excess from 2011. . . .	0			
c Excess from 2012. . . .	0			
d Excess from 2013. . . .	0			
e Excess from 2014. . . .	0			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary 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))

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

DENA KANE
38 ROUSS AVE
WINCHESTER, VA 226014738
(540) 665-4218

b

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

WRITTEN REQUEST - MUST DEMONSTRATE NEED AND QUALIFICATIONS WITHIN PARAMETERS OF FOUNDATION PURPOSE

c

Any submission deadlines

MAY 31, ANNUALLY

d

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

CHARITIES MUST BE IN WINCHESTER AND SURROUNDING AREAS EMPHASIS IS PLACED ON PERSONAL SERVICES

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	76,748
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		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			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here  _____  _____

***** 2015-09-15 *****

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
	Firm's name ☐			Firm's EIN ☐	
	Firm's address ☐			Phone no	

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)
100 ACCOR SA		2013-07-11	2014-08-12
130 AEGON N V ORD		2014-05-12	2014-08-12
70 EUROPEAN AERONAUT UNSP ADR		2013-07-11	2014-08-12
90 ADR AMERICA MOVIL S A DE CV		2013-07-11	2014-08-12
50 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2013-07-11	2014-08-12
50 BAE SYSTEMS PLC SPON ADR		2014-02-21	2014-08-12
70 BG GROUP PLC SPON ADR		2014-05-12	2014-08-12
170 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR		2013-04-11	2014-08-12
110 BARCLAYS PLC ADR		2013-07-11	2014-08-12
31 339 COHEN & STEERS REALTY SHARES INSTITUTION		2011-06-17	2014-08-12

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)
913		717	196
1,029		1,171	-142
1,004		948	56
2,114		1,922	192
1,202		1,065	137
1,466		1,380	86
1,368		1,506	-138
1,993		1,569	424
1,610		2,031	-421
1,481		1,281	200

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	
			196
			-142
			56
			192
			137
			86
			-138
			424
			-421
			200

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)
60 DENSO CORPORATION		2014-07-09	2014-08-12
200 DEUSTCHE BOERSE AG ADR		2013-07-11	2014-08-12
640 414 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2014-08-12
20 EMC CORPORATION COMMON		2013-07-11	2014-08-12
30 GEA GROUP AG		2013-07-11	2014-08-12
30 HEINEKEN NV - UNSPON ADR		2013-07-11	2014-08-12
20 HITACHI LTD		2013-09-19	2014-08-12
70 IPSEN SA SPONSORED ADR		2014-01-10	2014-08-12
240 JULIUS BAER GROUP LTD		2013-07-11	2014-08-12
60 KAO CORP SPONS ADR		2013-07-11	2014-08-12

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)
1,341		1,400	-59
1,415		1,367	48
7,038		7,147	-109
585		491	94
1,332		1,128	204
1,039		1,028	11
1,492		1,349	143
744		831	-87
2,045		1,988	57
2,496		2,043	453

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	
			-59
			48
			-109
			94
			204
			11
			143
			-87
			57
			453

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)
70 KAO CORP SPONS ADR		2013-09-19	2014-08-12
40 KONINKLIJKE PHILIPS ELECTRS		2013-09-19	2014-08-12
40 LVMH MOET-HENNESSEY UNSPON ADR			2014-08-12
51 067 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2011-08-18	2014-08-12
422 495 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2014-08-12
50 MITSUBISHI ESTATE COMPANY LTD		2013-07-11	2014-08-12
80 NATURAL RESOURCE PARTNERS LP			2014-08-12
110 NATURAL RESOURCE PARTNERS LP		2013-07-11	2014-08-12
441 096 NEUBERGER BERMAN STRATEGIC INCOME FUND-I		2013-04-11	2014-08-12
40 NIPPON TELEG & TEL CORP			2014-08-12

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)
2,912		2,142	770
1,193		1,308	-115
1,367		1,439	-72
1,036		975	61
4,580		4,440	140
1,164		1,412	-248
1,284		1,213	71
1,766		2,458	-692
5,006		5,081	-75
1,305		1,078	227

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	
			770
			-115
			-72
			61
			140
			-248
			71
			-692
			-75
			227

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)
20 NIPPON TELEG & TEL CORP		2013-07-11	2014-08-12
30 NOVARTIS AG		2013-07-11	2014-08-12
37 757 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-08-18	2014-08-12
100 OTSUKA HOLDINGS LTD		2014-02-21	2014-08-12
261 118 PIMCO PIMS FOREIGN BOND FUND		2013-04-11	2014-08-12
231 281 PIMCO FDS PAC INVT MGMT REAL RETURN BD FD INSTL CL		2014-02-21	2014-08-12
100 PORSCHE AUTOMOBIL HOLDINGS SE UNSPONS A		2013-07-11	2014-08-12
1780 PORTUGAL TELECOM S A			2014-08-12
50 REPSOL S A		2013-07-11	2014-08-12
10 ROCHE HOLDING LTD ADR		2013-11-18	2014-08-12

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)
652		528	124
2,584		2,206	378
1,509		1,170	339
1,637		1,532	105
2,867		2,851	16
2,687		2,583	104
900		785	115
3,303		6,621	-3,318
1,203		1,108	95
356		352	4

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	
			124
			378
			339
			105
			16
			104
			115
			-3,318
			95
			4

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)
30 ROCHE HOLDING LTD ADR			2014-08-12
50 KONINKLIJKE DSM NV-SPONS ADR		2013-07-11	2014-08-12
470 KONINKLIJKE KPN NV COMMON		2014-02-21	2014-08-12
5 SCHLUMBERGER LTD		2012-08-08	2014-08-12
90 SECOM CO LTD COMMON		2013-07-11	2014-08-12
25 SEVEN & I HOLDINGS UNSPN ADR		2013-09-19	2014-08-12
160 SONY CORP			2014-08-12
225 938 STERLING CAPITAL CORPORATE FUND-I		2013-02-21	2014-08-12
1105 744 STERLING CAPITAL TOTAL RETURN BOND FUND		2006-03-16	2014-08-12
270 SUMITOMO MITSUI SPONS ADR		2013-11-18	2014-08-12

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)
1,068		637	431
817		885	-68
1,532		1,763	-231
538		367	171
1,404		1,282	122
2,087		1,836	251
2,767		2,764	3
2,334		2,379	-45
11,865		11,201	664
2,146		2,817	-671

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	
			431
			-68
			-231
			171
			122
			251
			3
			-45
			664
			-671

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)
40 SUNCOR ENERGY, INC			2014-08-12
50 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR			2014-08-12
30 TORAY INDUSTRIES INC		2014-01-10	2014-08-12
30 URS CORP NEW			2014-08-12
60 URS CORP NEW			2014-08-12
20 UNIBAIL-RODAMCO COMMON SE-UNSP ADR		2014-02-21	2014-08-12
15 WPP PLC		2011-08-18	2014-08-12
70 WILLIAM HILL PLC-UNSPON ADR		2014-05-12	2014-08-12
20 DAIMLER-CHRYSLER AG ORDINARY		2013-07-11	2014-08-12
30 TRANSOCEAN LTD		2014-07-09	2014-08-12

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)
1,555		1,223	332
997		889	108
2,056		2,012	44
1,749		1,477	272
3,497		2,139	1,358
522		530	-8
1,526		746	780
1,625		1,693	-68
1,598		1,294	304
1,171		1,302	-131

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	
			332
			108
			44
			272
			1,358
			-8
			780
			-68
			304
			-131

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)
30 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2013-07-11	2014-08-12
130 BAE SYSTEMS PLC SPON ADR		2014-02-21	2014-10-20
110 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR			2014-10-20
10 BERSHIRE HATHAWAY INC CL B COMMON		2013-07-11	2014-10-20
30 COCA COLA COMPANY		2013-09-19	2014-10-20
417 208 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2014-10-20
78 308 HOTCHKIS & WILEY HIGH YIELD FUND-I		2013-11-18	2014-10-20
370 IPSEN SA SPONSORED ADR			2014-10-20
281 07 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2014-10-20
266 243 PIMCO PIMS FOREIGN BOND FUND		2013-04-11	2014-10-20

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)
1,982		1,621	361
3,708		3,587	121
1,231		949	282
1,366		1,170	196
1,295		1,181	114
4,606		4,656	-50
1,002		1,027	-25
4,218		4,293	-75
3,069		2,954	115
2,950		2,907	43

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	
			361
			121
			282
			196
			114
			-50
			-25
			-75
			115
			43

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)
263 452 STERLING CAPITAL CORPORATE FUND-I		2013-02-21	2014-10-20
959 384 STERLING CAPITAL TOTAL RETURN BOND FUND		2006-03-16	2014-10-20
15 PERRIGO CO PLC		2013-12-19	2014-10-20
90 TRANSOCEAN LTD		2014-07-09	2014-10-20
272 AECOM TECHNOLOGY CORP COMMON		2014-05-12	2014-12-08
38 56 AECOM TECHNOLOGY CORP COMMON		2011-11-21	2015-02-12
7 44 AECOM TECHNOLOGY CORP COMMON		2014-05-12	2015-02-12
47 APPLE COMPUTER CORPORATION COMMON			2015-02-12
18 BAXTER INTERNATIONAL INCORPORATED			2015-02-12
13 BERSHIRE HATHAWAY INC CL B COMMON		2013-07-11	2015-02-12

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)
2,721		2,774	-53
10,333		9,719	614
2,242		2,283	-41
2,609		3,906	-1,297
8		8	
1,028		1,153	-125
198		222	-24
5,929		3,800	2,129
1,257		1,302	-45
1,945		1,521	424

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	
			-53
			614
			-41
			-1,297
			-125
			-24
			2,129
			-45
			424

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)
48 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO			2015-02-12
20 CALIFORNIA RESOURCES CORP COMMON			2015-02-12
80 CARBO CERAMICS INC COMMON		2014-10-20	2015-02-12
60 CENTENE CORP			2015-02-12
5 CHEVRON TEXACO CORP COMMON		2014-02-21	2015-02-12
35 CHEVRON TEXACO CORP COMMON			2015-02-12
40 COCA COLA COMPANY			2015-02-12
10 COCA COLA COMPANY		2013-09-19	2015-02-12
49 COGNIZANT TECHNOLOGY SOLUTIONS CORP			2015-02-12
74 47 COHEN & STEERS REALTY SHARES INSTITUTION			2015-02-12

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)
2,531		1,128	1,403
126		149	-23
3,052		4,389	-1,337
7,054		2,323	4,731
551		566	-15
3,855		3,906	-51
1,693		1,612	81
423		394	29
2,929		1,995	934
3,963		3,292	671

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	
			1,403
			-23
			-1,337
			4,731
			-15
			-51
			81
			29
			934
			671

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)
66 DARLING INTERNATIONAL INC COMMON		2014-01-10	2015-02-12
140 DEUSTCHE BOERSE AG ADR			2015-02-12
390 DEUSTCHE BOERSE AG ADR			2015-02-12
146 EMC CORPORATION COMMON		2013-07-11	2015-02-12
20 EXPRESS SCRIPTS HOLDING CO COMMON			2015-02-12
21 GENERAL MILLS, INCORPORATED		2013-07-11	2015-02-12
34 HANESBRANDS INC COMMON			2015-02-12
240 HOLCIM LTD UNSPON ADR		2014-08-12	2015-02-12
75 JULIUS BAER GROUP LTD			2015-02-12
23 KINDER MORGAN INC COMMON		2013-07-11	2015-02-12

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)
1,136		1,361	-225
1,123		1,086	37
3,128		2,770	358
4,062		3,581	481
1,685		1,296	389
1,109		1,071	38
3,996		1,979	2,017
3,576		3,725	-149
700		707	-7
957		916	41

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	
			-225
			37
			358
			481
			389
			38
			2,017
			-149
			-7
			41

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)
20 LVMH MOET-HENNESSEY UNSPON ADR		2014-07-09	2015-02-12
90 LVMH MOET-HENNESSEY UNSPON ADR			2015-02-12
90 MATTEL INC			2015-02-12
60 MATTEL INC		2014-01-10	2015-02-12
20 MAXIM INTEGRATED PRODUCTS INC COMON		2013-07-11	2015-02-12
268 806 NEUBERGER BERMAN STRATEGIC INCOME FUND-I			2015-02-12
4682 712 NEUBERGER BERMAN STRATEGIC INCOME FUND-I			2015-02-12
85 NEWFIELD EXPL CO COM			2015-02-12
14 NOVARTIS AG		2013-07-11	2015-02-12
23 PFIZER INCORPORATED		2013-07-11	2015-02-12

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)
722		762	-40
3,251		3,279	-28
2,451		3,193	-742
1,634		2,711	-1,077
691		572	119
3,016		3,050	-34
52,540		53,828	-1,288
2,617		3,233	-616
1,430		1,029	401
794		664	130

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	
			-40
			-28
			-742
			-1,077
			119
			-34
			-1,288
			-616
			401
			130

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)
13 POLARIS INDUSTRIES INC		2011-11-21	2015-02-12
11 SCHLUMBERGER LTD			2015-02-12
180 SONY CORP		2014-02-21	2015-02-12
10 STERICYCLE INC			2015-02-12
70 SUNCOR ENERGY, INC			2015-02-12
20 SUNCOR ENERGY, INC		2014-02-21	2015-02-12
47 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR			2015-02-12
53 49 TOUCHSTONE FOCUSED FUND			2015-02-12
10 THE TRAVELERS COMPANIES INC		2014-05-12	2015-02-12
40 THE TRAVELERS COMPANIES INC		2013-07-11	2015-02-12

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)
1,998		766	1,232
948		1,018	-70
4,852		3,093	1,759
1,321		1,174	147
2,187		2,304	-117
625		662	-37
1,147		812	335
2,024		1,676	348
1,077		922	155
4,308		3,308	1,000

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	
			1,232
			-70
			1,759
			147
			-117
			-37
			335
			348
			155
			1,000

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)
50 TRINITY INDS INC			2015-02-12
110 UNIBAIL-RODAMCO COMMON SE-UNSP ADR			2015-02-12
8 VARIAN MED SYS INC		2013-11-18	2015-02-12
70 ENSCO PLC		2013-07-11	2015-02-12
40 ENSCO PLC			2015-02-12
13 PENTAIR PLC			2015-02-12
107 KKR & CO L P		2015-02-12	2015-03-19
164 EUROPEAN AERONAUT UNSP ADR			2015-04-27
157 45 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2013-09-19	2015-04-27
25 BAYER A G SPONSORED ADR		2014-10-20	2015-04-27

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)
1,473		870	603
3,189		2,928	261
736		599	137
2,072		4,173	-2,101
1,184		2,018	-834
849		965	-116
2,425		2,598	-173
2,881		2,319	562
4,128		4,185	-57
3,737		3,282	455

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	
			603
			261
			137
			-2,101
			-834
			-116
			-173
			562
			-57
			455

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)
29 CENTENE CORP			2015-04-27
21 CLEAN HARBORS INC COMMON		2014-05-12	2015-04-27
39 GENERAL ELECTRIC COMPANY		2014-08-12	2015-04-27
20 GENERAL MILLS, INCORPORATED		2013-07-11	2015-04-27
37 HANESBRANDS INC COMMON		2013-07-11	2015-04-27
50 HITACHI LTD		2013-11-18	2015-04-27
67 816 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2014-10-20	2015-04-27
18 MCDONALDS CORPORATION		2012-10-25	2015-04-27
74 MEADWESTVACO CORP		2015-02-12	2015-04-27
31 894 OPPENHEIMER DEVELOPING MARKETS FUND CL Y			2015-04-27

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)
2,148		782	1,366
1,173		1,267	-94
1,050		1,001	49
1,127		1,020	107
1,190		494	696
3,529		3,506	23
1,238		1,278	-40
1,776		1,570	206
3,518		3,928	-410
1,174		1,197	-23

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	
			1,366
			-94
			49
			107
			696
			23
			-40
			206
			-410
			-23

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)
118 SEVEN & I HOLDINGS UNSPN ADR		2013-09-19	2015-04-27
22 STERICYCLE INC		2013-07-11	2015-04-27
122 SUMITOMO MITSUI SPONS ADR		2013-11-18	2015-04-27
47 SUNTORY BEVERAGE & FOOD -UADR		2014-05-12	2015-04-27
153 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2014-01-10	2015-04-27
61 287 TOUCHSTONE FOCUSED FUND			2015-04-27
32 TRINITY INDS INC			2015-04-27
20 TRINITY INDS INC		2014-08-12	2015-04-27
22 VARIAN MED SYS INC			2015-04-27
52 WESTERN UNION COMPANY COMMON		2013-07-11	2015-04-27

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)
2,602		2,167	435
3,015		2,552	463
1,079		1,273	-194
1,024		846	178
3,792		2,589	1,203
2,399		1,904	495
923		855	68
577		845	-268
2,110		1,518	592
1,072		904	168

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	
			435
			463
			-194
			178
			1,203
			495
			68
			-268
			592
			168

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)
19 DAIMLER-CHRYSLER AG ORDINARY			2015-04-27
014 GOOGLE INC CLASS C COMMON		2013-11-18	2015-05-12
9 WESTROCK CO COMMON		2015-02-12	2015-07-24
604 676 COHEN & STEERS REALTY SHARES INSTITUTION			2015-07-31
28 928 COHEN & STEERS REALTY SHARES INSTITUTION		2015-04-27	2015-07-31
4495 679 PIMCO COMMODITY REAL RETURN STRATEGY INS			2015-07-31
2841 386 PIMCO COMMODITY REAL RETURN STRATEGY INS		2014-07-09	2015-07-31
CAPITAL GAIN DIVIDENDS	P		

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)
1,847		1,518	329
7		7	
56		61	-5
28,081		25,118	2,963
1,343		1,486	-143
17,623		23,619	-5,996
11,138		16,793	-5,655
			7,984

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	
			329
			-5
			2,963
			-143
			-5,996
			-5,655

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VA UNITED METHODIST HOMES INC 7113 THREE CHOPT RD STE 30 RICHMOND,VA 23226	NONE	EXEMPT	GENERAL FUNDS	10,008
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY,OK 73162	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
BILLY GRAHAM EVANGELISTIC ASSN 1 BILLY GRAHAM PARKWAY CHARLOTTE,NC 28201	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,008
FERRUM COLLEGE COLLEGE RELATIONS OFFICE FERRUM,VA 24088	NONE	PUBLIC CHARITY	SCHOLARSHIP FUNDS	10,008
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY INC 115 WOLFE ST WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	TO ASSIST NEEDY ELDERLY	1,300
AMERICAN RED CROSS 561 FORTRESS DR WINCHESTER,VA 22603	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE	900
BIG BROTHERSBIG SISTERS OF WINCHESTER FREDERICK & CLARKE CNTY 121 YOUTH DEVELOPMENT COURT WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,100
BLUE RIDGE AREA FOOD BANK P O BOX 937 VERONA,VA 24482	NONE	PUBLIC CHARITY	PUBLIC ASSISTANCE FOR NEEDY	1,400
BLUE RIDGE HOSPICE INC 333 WEST CORK ST WINCHESTER,VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,100
C-CAP OF WINCHESTER PO BOX 2112 WINCHESTER,VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
CHILD ASSAULT PREVENTION PROGRAM 125 YOUTH DEVELOPMENT COURT WINCHESTER,VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,000
CONCERN HOTLINE P O BOX 2032 WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	400
FREE MEDICAL CLINIC OF WINCHESTER 301 N CAMERON ST SUITE 100 WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,500
KIDS ARE OUR CONCERN (CLEAN) 123 YOUTH DEVELOPMENT COURT WINCHESTER,VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
UNITED WAY OF WINCHESTER FREDERICK & CLARKE COUNTIES PO BOX 460 WINCHESTER,VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	800
Total  3a				76,748

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILLIAM AND HENRY EVANS HOME INC 330 EAST LEICESTER ST WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	400
HEALTHY FAMILIES OF THE NORTHERN SHENANDOAH VALLEY P O BOX 146 GORE,VA 22637	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
SALVATION ARMY OF WINCHESTER P O BOX 2745 WINCHESTER,VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
VIRGINIA UNITED METHODIST FAMILY SERVICES 3900 WEST BROAD ST RICHMOND,VA 23230	NONE	PUBLIC CHARITY	ASSIST NEEDY FAMILIES	10,008
THE LAUREL CENTER POST OFFICE BOX 14 WINCHESTER,VA 22604	NONE	EXEMPT	GENERAL FUNDS	1,300
BOYS AND GIRLS CLUB OF NORTHERN WINCHESTER 121 YOUTH DEVELOPMENT COURT WINCHESTER,VA 22602	NONE	EXEMPT	COMMUNITY	1,000
NATIONAL SOCIETY DAUGHTERS OF THE AMERICAN REVOLUTION OFFICE OF THE TREASURER GENERAL WASHINGTON,DC 200065303	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,008
GENERAL BOARD OF GLOBAL MINISTR ATTN XENON ANTONE NEWYORK,NY 10115	NONE	PUBLIC CHARITY	GENERAL FUNDS	10,008
TIMBER RIDGE SCHOOL PO BOX 3160 WINCHESTER,VA 22604	NONE	EXEMPT	EDUCATIONAL	500
Total  3a				76,748

TY 2014 Other Increases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	307