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 separate instructions is at www.irs.gov/form990pf.

OMB No 1545 0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 11/24 , 2014, and ending 9/30 , 2015

HARRIETT B WEST FOUNDATION
901 EAST CARY STREET FL 19
RICHMOND, VA 23219

A Employer identification number: 47-2284013

B Telephone number (see instructions): (804) 697-5100

C If exemption application is pending, check here ► [ ]

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 ► [ ]

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

G Check all that apply: [X] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] 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, column (c), line 16) ► $ 10,810,522.

J Accounting method. [X] 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)	11,741,281.			
	2 Ck ► [X] if the foundn is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	27,177.	19,679.	27,177.	
	4 Dividends and interest from securities	136,210.	136,210.	136,210.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	248,813.			
	b Gross sales price for all assets on line 6a 12,198,775.				
	7 Capital gain net income (from Part IV, line 2)		248,813.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	12,153,481.	404,702.	163,387.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	40,486.	30,365.		10,121.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	10,122.	10,122.		
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 2	39.	39.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	75,947.	72,606.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	126,594.	113,132.		10,121.
	25 Contributions, gifts, grants paid Part XV	500,000.			500,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	626,594.	113,132.	0.	510,121.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	11,526,887.			
	b **Net investment income** (if negative, enter -0-)		291,570.		
	c **Adjusted net income** (if negative, enter -0-)			163,387.	

15

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS		1	Cash – non-interest-bearing		14,678.	14,678.
		2	Savings and temporary cash investments		327,289.	327,289.
		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)			
		7	Other notes and loans receivable (attach sch) ►			
			Less allowance for doubtful accounts ►			
		8	Inventories for sale or use			
		9	Prepaid expenses and deferred charges			
		10a	Investments – U.S. and state government obligations (attach schedule) A-12		1,751,857.	1,757,859.
		b	Investments – corporate stock (attach schedule) A-10		7,106,082.	6,580,242.
		c	Investments – corporate bonds (attach schedule) A-14		1,353,399.	1,340,097.
		11	Investments – land, buildings, and equipment: basis ►			
			Less accumulated depreciation (attach schedule) ►			
		12	Investments – mortgage loans			
		13	Investments – other (attach schedule) A-10		973,582.	790,357.
		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)	0.	11,526,887.	10,810,522.
LIABILITIES		17	Accounts payable and accrued expenses			
		18	Grants payable			
		19	Deferred revenue			
		20	Loans from officers, directors, trustees, & 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 ► [X] and complete lines 27 through 31.			
		27	Capital stock, trust principal, or current funds		11,526,887.	
		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)	0.	11,526,887.	
		31	Total liabilities and net assets/fund balances (see instructions)	0.	11,526,887.	

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	0.
2	Enter amount from Part I, line 27a	2	11,526,887.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	11,526,887.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,526,887.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLIC TRADED SECURITIES	P		
b	CAPITAL GAIN DISTRIBUTIONS	P		
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	12,160,616.		11,949,962.	210,654.
b	38,159.			38,159.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				210,654.
b				38,159.
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	248,813.
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	0.

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.) N/A

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

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

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

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

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☐ and enter 1% of Part I, line 27b	1	5,831.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,831.
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	5,831.
6	Credits/Payments		
a	2014 estimated tax pmts and 2013 overpayment credited to 2014 — 6 a		
b	Exempt foreign organizations – tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	5,831.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers. ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	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*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* See Statement 4	10	X	

Part VII-A Statements Regarding Activities (continued)

			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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► FRED J BERNHARDT Telephone no. ► (804) 697-5100

Located at ► 901 EAST CARY STREET FL 19 RICHMOND VA ZIP + 4 ► 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1). If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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)?	1 b	N/A	
	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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.)	2 b	N/A	
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__ .			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4 b		X

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** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
FRED J BERNHARDT 901 E CARY STREET RICHMOND, VA 23219	Trustee 4.00	40,486.	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 N/A	
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 N/A	
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	1 a	11,034,600.
b	Average of monthly cash balances	1 b	501,094.
c	Fair market value of all other assets (see instructions)	1 c	
d	**Total** (add lines 1a, b, and c)	1 d	11,535,694.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1 e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,535,694.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	173,035.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,362,659.
6	**Minimum investment return** Enter 5% of line 5 Short Year Modified Percentage 4.2603 %	6	484,083.

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	484,083.
2 a	Tax on investment income for 2014 from Part VI, line 5 — 2 a: 5,831.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2 b:		
c	Add lines 2a and 2b	2 c	5,831.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	478,252.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	478,252.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	478,252.

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	1 a	510,121.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	510,121.
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	
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	510,121.

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.

TEEA0308L 06/17/14

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				478,252.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► $ 510,121.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2014 distributable amount				478,252.
e Remaining amount distributed out of corpus	31,869.			
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	31,869.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	31,869.			
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 31,869.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 6				
Total			► 3a	500,000.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	27,177.	
4 Dividends and interest from securities			14	136,210.	
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					248,813.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				163,387.	248,813.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	412,200.

(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.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Fred B Russell Trustee | Date: 2-3-16 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Lee P Martin, Jr.	Lee P Martin, Jr.	1/21/16		P01201112

Firm's name ► L.P. Martin & Company, P.C. — Firm's EIN ► 54-1506924

Firm's address ► 4132 Innslake Drive, Glen Allen, VA 23060 — Phone no (804) 346-2626

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	$ 10,122.	$ 10,122.		
Total	$ 10,122.	$ 10,122.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	$ 39.	$ 39.		
Total	$ 39.	$ 39.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MGMT FEES	$ 75,933.	$ 72,592.		
MISC ADMIN EXP	14.	14.		
Total	$ 75,947.	$ 72,606.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
ESTATE OF HARRIETT B WEST	901 EAST CARY STREET FL 19 RICHMOND, VA 23219

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	FRED J BERNHARDT
Care Of:	
Street Address:	901 EAST CARY STREET FL 19

Statement 5 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code: RICHMOND, VA 23219
Telephone: (804) 697-5100
E-Mail Address:
Form and Content: WRITTEN REQUEST, ENCLOSE LETTER OR BROCHURE, OUTLINING ACTIVITIES.
Submission Deadlines: NONE
Restrictions on Awards: NONE

Statement 6
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	NONE	N/A	GENERAL FUND	$ 25,000.
ART 180 INC 114 W. MARSHALL STREET RICHMOND, VA 23220	NONE	N/A	GENERAL FUND	25,000.
BON SECOURS HEALTH CARE FDN 7229 FOREST AVE, SUITE 200 RICHMOND, VA 23226	NONE	N/A	HOSPICE CARE FUND	25,000.
BOYS & GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL RD, STE 301 RICHMOND, VA 23228	NONE	N/A	GENERAL FUND	20,000.
CARITAS P.O. BOX 25790 RICHMOND, VA 23260	NONE	N/A	GENERAL FUND	20,000.
ELK HILL INC P.O. BOX 99 GOOCHLAND, VA 23063	NONE	N/A	GENERAL FUND	25,000.
EMMANUEL EPISCOPAL CHURCH 1214 WILMER AVENUE RICHMOND, VA 23229	NONE	N/A	GENERAL FUND	20,000.
RICHMOND HABITAT FOR HUMANITY 2281 DABNEY ROAD RICHMOND, VA 23230	NONE	N/A	GENERAL FUND	30,000.

Statement 6 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
JACKSON-FEILD HOMES 2800 PATTERSON AVENUE STE 302 RICHMOND, VA 23221	NONE	N/A	GENERAL FUND	$ 25,000.
LEWIS GINTER BOTANICAL GARDENS 1800 LAKESIDE AVENUE RICHMOND, VA 23228	NONE	N/A	GENERAL FUND	30,000.
VCU MASSEY CANCER CENTER P.O. BOX 980214 RICHMOND, VA 23298	NONE	N/A	GENERAL FUND	50,000.
PATRICK HENRY SCH OF SCIENCE & ARTS 3411 SEMMES AVENUE RICHMOND, VA 23225	NONE	N/A	WINDOW FUND	15,000.
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE STE 110 RICHMOND, VA 23225	NONE	N/A	COMMUNITY GRANTS	150,000.
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND, VA 23220	NONE	N/A	GENERAL FUND	20,000.
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVENUE RICHMOND, VA 23227	NONE	N/A	FELLOWSHIP FUND	20,000.
			Total	$ 500,000.

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

		Current Value	Carrying Value
Checking Accounts	TOTAL CASH		
SunTrust Bank Checking Account		$14,677.95	$14,677.95
Money Market Accounts			
SunTrust Bank Account		131,952.53	131,952.53
SunTrust Bank Account		76,288.75	76,288.75
SunTrust Bank Account		69,851.62	69,851.62
SunTrust Bank Account		49,195.80	49,195.80
	TOTAL SAVINGS AND MONEY MKT	$327,288.70	$327,288.70
Common Stocks			
Cambiar Small Cap-Ins 2,606.88 Units		46,949.91	50,000.00
DFA International Core Equity Fund 110,197.383 Units		1,214,375.16	1,370,000.00
DFA US Core Equity 1 Portfolio 12,423.27 Units		206,971.68	226,932.24
Eaton Vance Atlanta Capital SMID-I 2,050.021 Units		52,767.54	50,000.00
Ishares Russell Midcap ETF 1,732 Units		269,429.92	277,241.59
Ishares Russell 2000 ETF 2,573 Units		280,971.60	297,631.78
Ishares Core MSCI Pacific ETF 6,675 Units		300,308.25	353,522.69
Ishares Core MSCI Europe 7,525 Units		313,341.00	352,382.20
Oppenheimer Developing Market Y 4,529.423 Units		130,719.15	150,150.36
T Rowe Price Divers S/C Growth 2,048.34 Units		51,310.92	50,000.00
Van ECK Emerging Markets I 10,660.505 Units		136,880.88	152,018.81
Aarons, Inc. 510 Units		18,416.10	17,572.41
Abbott Labs 729 Units		29,320.38	35,654.02

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation
As of 9/30/2015

	Current Value	Carrying Value
AES Corporation 1,885 Units	$ 18,454.15	$ 25,434.55
Agco Corporation 355 Units	16,553.65	15,477.96
Altria Group, Inc. 335 Units	18,224.00	16,929.23
American Electric Power, Inc. 417 Units	23,710.62	23,464.59
Amtrust Financial Services, Inc. 269 Units	16,941.62	15,118.85
Anthem, Inc. 105 Units	14,700.00	13,622.69
Apple, Inc. 142 Units	15,662.60	16,454.55
AT&T, Inc. 1,400 Units	45,612.00	47,410.27
Bank of America Corporation 2,750 Units	42,845.00	49,002.52
Berkshire Hathaway, Inc. Class B 256 Units	33,382.40	38,381.39
Bristol Myers Squibb Company 307 Units	18,174.40	20,042.65
Cabot Corporation 477 Units	15,054.12	19,766.83
Chevron Corporation 444 Units	35,022.72	46,395.60
Cisco Systems, Inc. 1,462 Units	38,377.50	41,470.23
Citigroup, Inc. 985 Units	48,865.85	51,214.16
Darden Restaurants, Inc. 279 Units	19,122.66	20,340.10

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Delta Air Lines, Inc. 514 Units	$ 23,063.18	$ 23,654.28
Dow Chemical Company 266 Units	11,278.40	12,684.05
Electronic Arts, Inc 275 Units	18,631.25	15,845.58
Entergy Corporation 267 Units	17,381.70	21,968.22
Exelon Corporation 619 Units	18,384.30	19,695.90
Exxon Mobil Corporation 775 Units	57,621.25	77,687.63
Exxon Mobil Corporation 67 Units	4,981.45	6,990.88
Exxon Mobil Corporation 52 Units	3,866.20	4,694.27
Fedex Corporation 141 Units	20,301.18	25,088.83
General Electric Corporation 1,945 Units	49,052.90	52,515.00
General Motors Company 484 Units	14,529.68	16,423.71
General Dynamics Corporation 160 Units	22,072.00	22,513.60
General Growth Properties Inc REIT 952 Units	24,723.44	23,199.67
Goldman Sachs Group, Inc. 196 Units	34,056.96	32,257.68
Highwoods Properties, Inc. REIT 462 Units	17,902.50	20,407.46
Huntington Bancshares, Inc. 1,386 Units	14,691.60	15,911.28

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation

As of 9/30/2015

	Current Value	Carrying Value
Intel Corporation 442 Units	$ 13,321.88	$ 14,078 10
International Business Machines Corporation 219 Units	31,748.43	34,877.66
Johnson & Johnson 328 Units	30,618.80	33,866.46
JP Morgan Chase & Company 636 Units	38,776.92	36,182.04
Juniper Networks, Inc. 744 Units	19,128.24	18,892.47
Keysight Technologies, Inc. 452 Units	13,939.68	15,293.33
Kimberly Clark Corporation 166 Units	18,100.64	18,115.76
Kroger Company 386 Units	13,923.02	11,806.77
L3 Communications Holdings, Inc. 106 Units	11,079.12	13,244.16
Lear Corporation 149 Units	16,208.22	14,150.41
Lincoln National Corporation 504 Units	23,919.84	28,702.80
Marathon Petroleum Corporation 412 Units	19,087.96	18,126.97
Merck & Company, Inc. 592 Units	29,238.88	35,490.40
MetLife, Inc. 379 Units	17,869.85	21,043.68
Microsoft Corporation 261 Units	11,551.86	11,818.08
Morgan Stanley 661 Units	20,821.50	25,012.18

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

	Current Value	Carrying Value
National Oilwell, Inc. 559 Units	$ 21,046.35	$ 26,313.75
Oshkosh Corporation 392 Units	14,241.36	15,959.89
Palo Alto Networks 79 Units	13,588.00	13,777.05
Pfizer, Inc. 1,439 Units	45,198.99	46,190.85
Phillips 66 328 Units	25,203.52	22,826.07
Pilgrim's Pride 1,111 Units	23,086.58	24,841.85
PNC Financial Services Group 156 Units	13,915.20	13,582.92
Procter & Gamble Company 406 Units	29,207.64	32,491.67
Prudential Financial, Inc. 284 Units	21,643.64	24,867.92
Public SVC Enterprise Group, Inc. 457 Units	19,267.12	18,867.25
Radian Group, Inc. 1,107 Units	17,612.37	19,070.53
Reliance Steel & Aluminum Company 403 Units	21,766.03	24,439.89
Santander Consumer USA Holding 990 Units	20,215.80	23,838.01
Scana Corporation 256 Units	14,402.56	13,721.60
Simon Property Group, Inc. REIT 128 Units	23,516.16	23,765.73
Skyworks Solutions, Inc. 228 Units	19,199.88	17,327.68

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Terex Corporation 568 Units	$ 10,189.92	$ 13,836.71
Thermo Fisher Scientific, Inc. 169 Units	20,665.32	21,541.57
Travelers Companies, Inc. 286 Units	28,465.58	30,685.29
UDR, Inc. REIT 630 Units	21,722.40	21,078.79
United Rentals, Inc. 216 Units	12,970.80	23,344.18
Unitedhealth Group, Inc. 166 Units	19,257.66	17,792.76
Valero Energy Corporation 490 Units	29,449.00	23,570.91
Voya Financial, Inc. 429 Units	16,632.33	18,158.20
Walgreens Boots Alliance, Inc. 342 Units	28,420.20	28,013.22
Wells Fargo & Company 848 Units	43,544.80	44,693.92
Whirlpool Corporation 81 Units	11,928.06	15,046.16
World Fuel Services Corporation 501 Units	17,935.80	23,456.77
Wyndham Worldwide Corporation 232 Units	16,680.80	20,072.10
3M Company 273 Units	38,703.21	41,291.13
Accenture PLC Class A 248 Units	24,368.48	24,526.86
American Express Company 615 Units	45,589.95	56,134.03

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Amphenol Corporation 708 Units	$ 36,079.68	$ 38,311.98
Apple, Inc. 707 Units	77,982.10	79,733.27
Biogen, Inc 143 Units	41,728.83	52,824.70
Bristol Myers Squibb Company 744 Units	44,044.80	35,262.80
Cameron International Corporation 331 Units	20,296.92	16,034.27
Check Point Software Tech Ltd 307 Units	24,354.31	24,048.58
Cigna Corporation 152 Units	20,523.04	19,717.45
Coca Cola Company 951 Units	38,154.12	38,943.45
Cognizant Technology Solutions Corporation 316 Units	19,784.76	16,571.04
Comcast Corporation Class A 752 Units	42,773.76	42,301.63
Costco Wholesale Corporation 215 Units	31,082.55	30,623.89
CVS Health Corporation 730 Units	70,430.40	68,189.44
Danaher Corporation 304 Units	25,903.84	25,528.34
Disney Walt Company New 397 Units	40,573.40	36,783.24
Ecolab, Inc. 378 Units	41,474.16	40,710.60
EMC Corporation Massachusetts 1,466 Units	35,418.56	39,423.47

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Express Scripts Holdings 553 Units	$ 44,770.88	$ 47,068.82
Facebook, Inc. A 312 Units	28,048.80	23,625.78
Gilead Sciences, Inc. 333 Units	32,697.27	34,574.88
Google, Inc. Class C 144 Units	87,612.48	81,395.80
Hershey Company 409 Units	37,578.92	40,003.54
Honeywell International, Inc. 491 Units	46,492.79	48,548.07
Idex Corporation 515 Units	36,719.50	40,188.00
Intercontinental Exchange, Inc. 79 Units	18,564.21	17,775.87
Lauder Estee Companies Class A 294 Units	23,719.92	22,944.70
Linear Technology Corporation 469 Units	18,924.15	22,068.01
Lowes Companies, Inc. 853 Units	58,788.76	40,662.51
Marsh & McLennan Companies, Inc. 534 Units	27,885.48	31,054.45
Mastercard, Inc. Class A 202 Units	18,204.24	18,754.79
Monsanto Company 640 Units	54,617.60	76,990.59
Nike, Inc. Class B 192 Units	23,610.24	18,562.56
Nordstrom, Inc. 296 Units	21,226.16	21,984.96

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Novartis AG SPONS ADR 280 Units	$ 25,737.60	$ 29,225 28
Pepsico, Inc. 327 Units	30,836.10	32,216 47
Perrigo Company PLC 101 Units	15,884 27	16,007.34
Praxair, Inc. 142 Units	14,464.12	18,102.59
Priceline Group, Inc. 37 Units	45,763.82	41,789.54
Qualcomm, Inc. 314 Units	16,871.22	22,864.23
Raymond James Financial, Inc. 463 Units	22,978.69	25,765.86
Ross Stores, Inc. 646 Units	31,311.62	29,785.42
Schlumberger Ltd. 391 Units	26,967.27	41,080.41
Starbucks Corporation 616 Units	35,013.44	25,385.52
Texas Instruments, Inc. 721 Units	35,703.92	39,323.16
Thermo Fisher Scientific, Inc. 148 Units	18,097.44	18,445.00
Twenty-First Century Fox, Inc. Class A 938 Units	25,307.24	34,778.04
VISA, Inc. Class A 1,048 Units	73,003.68	68,870.97
VMware, Inc. 305 Units	24,030.95	24,766.09
Wells Fargo & Company 685 Units	35,174.75	35,493.27

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation
As of 9/30/2015

		Current Value	Carrying Value
Whole Foods Market, Inc. 918 Units		$ 29,054.70	$ 39,974.13
	TOTAL CORPORATE STOCK	$6,580,241.58	$7,106,081.64
Mutual Funds			
Wasatch Long/Short Fund 47,116.408 Units		583,301.13	741,582 15
WFA Absolute Return Fund 20,279.72 Units		207,055.94	232,000.00
	TOTAL OTHER (MUTUAL FUNDS)	$ 790,357.07	$ 973,582.15
Federal Notes and Bonds			
Federal Farm Credit Bureau 2.2% 12/27/22 25,000 Units		24,734.00	24,200.00
Federal Home Loan Bank 2.625% 12/10/21 25,000 Units		25,908.25	25,422.80
Federal Home Loan Bank 5% 11/17/17 50,000 Units		54,429.50	55,242.47
Federal Home Loan Mortgage Company 1.25% 8/1/19 50,000 Units		49,971.00	49,875.00
Federal Home Loan Mortgage Company 1.375% 5/1/20 50,000 Units		49,954.50	49,800.00
Federal Home Loan Bank 2.33% 9/20/22 40,000 Units		39,530.40	39,996.88
Federal Home Loan Mortgage Company 3.75% 3/27/19 40,000 Units		43,540.80	43,472.68
Federal Farm Credit Bureau 2.1% 4/14/21 60,000 Units $31.50 Accrued Interest		60,044.10	60,001.50
Federal Home Loan Mortgage Company 1.25% 6/22/18 100,000 Units		100,181.00	99,900.00
Federal Farm Credit Bureau 2.52% 6/15/23 50,000 Units $175.00 Accrued Interest		51,408.00	50,512.50
FHLMC Ser K715 CMO 2.856% 1/25/21 75,000 Units		78,450.75	77,765.63
U.S. Treasury Notes 2.375% 8/15/24 50,000 Units		51,497.50	50,903.16

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

	Current Value	Carrying Value
U.S Treasury Notes 4.625% 2/15/17 70,000 Units $171.20 Accrued Interest	$ 74,120.60	$ 74,307 68
U.S. Treasury Notes 3.75% 11/15/18 50,000 Units	54,284.50	54,035 65
U.S. Treasury Notes 3% 8/31/16 70,000 Units $88.04 Accrued Interest	71,749.84	71,821.14
U.S. Treasury Notes 1.875% 10/31/17 75,000 Units $203.30 Accrued Interest	77,043.05	76,917.34
U.S. Treasury Notes 1.75% 5/15/22 75,000 Units	75,113.25	74,321.39
U.S. Treasury TIPS .125% 4/15/18 51,621 Units	51,561.12	51,865.10
U.S. Treasury Notes 3.375% 11/15/19 50,000 Units	54,308.50	53,641.50
U.S. Treasury Notes 3.125% 4/30/17 75,000 Units $404.43 Accrued Interest	78,475.68	78,664.09
U.S. Treasury Notes 2.75% 11/15/23 50,000 Units	53,233.00	52,171.70
U.S. Treasury Bonds 6.625% 2/15/27 40,000 Units	58,172.00	59,280.93
U.S. Treasury Bonds 5.25% 11/15/28 10,000 Units	13,382.80	13,642.67
U.S. Treasury Notes 1.875% 8/31/17 50,000 Units	51,168.00	51,205.12
U.S. Treasury Notes 2.875% 3/31/18 40,000 Units $72.27 Accrued Interest	42,123.87	42,088.62
U.S. Treasury Notes 1.625% 8/31/19 40,000 Units $39.29 Accrued Interest	40,725.69	40,536.30
U.S. Treasury Notes 4% 8/15/18 65,000 Units $268.48 Accrued Interest	71,045.68	70,915.57

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

	Current Value	Carrying Value
Municipal Bonds		
Charlottesville, VA 2.75% 6/15/19 50,000 Units	$ 53,231.50	$ 52,918.36
Colorado ST HSG 2.774% 11/1/22 50,000 Units	50,386.50	50,000.00
Fairfax County, VA 3% 4/1/21 50,000 Units	53,452.50	52,626.77
Falls Church, VA 2% 7/1/18 50,000 Units	51,671.50	51,386.75
Lynchburg, VA 2.5% 12/1/20 25,000 Units	26,325.75	26,133.99
York County, VA Economic 3% 7/15/20 25,000 Units	26,634.00	26,283.33
TOTAL GOVERNMENT BONDS	$ 1,757,859 13	$1,751,856.62
Corporate Bonds		
Abbott Labs 2.55% 3/15/22 50,000 Units	49,393.00	50,410.41
Anheuser-Busch Inbev 2.15% 2/1/19 50,000 Units	50,137.00	50,778.64
Bank of New York Mellon Mtn 3.55% 9/23/21 50,000 Units	52,533.50	53,072.63
BB&T Corporation Mtn 2.150% 3/22/17 50,000 Units	50,659.50	50,761.10
Becton Dickinson 1.75% 11/8/16 50,000 Units	50,276.00	50,463.30
Capital One Bank USA 1.3% 6/5/17 40,000 Units	39,728.40	40,016.87
CME Group, Inc. 3% 3/15/25 60,000 Units	58,887.00	61,048.67
Exxon Mobil Corporation 1.305% 3/6/18 40,000 Units	40,094.40	40,290.68
General Electric Cap CRP MTN 5.625% 9/15/17 50,000 Units	54,461.50	54,047.87
Goldman Sachs Group 2.625% 1/31/19 50,000 Units	50,619.00	50,254.82

PRINCIPAL BALANCE ON HAND

Harriett B. West Foundation

As of 9/30/2015

	Current Value	Carrying Value
Home Depot, Inc 2.25% 9/10/18 50,000 Units	$ 51,252.50	$ 51,347.58
HSBC USA, Inc. 2.375% 11/13/19 40,000 Units	39,914.00	40,618.08
Intel Corporation 3.1% 7/29/22 60,000 Units $93.00 Accrued Interest	61,044.60	60,450.00
Johnson & Johnson 3.375% 12/5/23 50,000 Units	52,908.50	54,345.13
Johnson Controls, Inc. 1.4% 11/2/17 40,000 Units	39,757.20	39,936.00
JP Morgan Chase & Company 3.875% 9/10/24 50,000 Units	49,522.00	50,167.28
JP Morgan Chase & Co. 4.25% 10/15/20 50,000 Units $938.54 Accrued Interest	54,533.54	54,693.54
Monsanto Company 2.85% 4/15/25 50,000 Units $67.29 Accrued Interest	45,838.29	49,892.29
Morgan Stanley Mtn 2.125% 4/25/18 40,000 Units	40,235.60	40,224.20
Nucor Corporation 5.75% 12/1/17 50,000 Units	53,909.50	54,803.33
Oracle Corp. 2.8% 7/8/21 50,000 Units $295.56 Accrued Interest	50,991.56	51,006.06
Procter & Gamble 1.9% 11/1/19 50,000 Units	50,512.00	50,514.35
Royal Bank Canada MTN 1.5% 1/16/18 50,000 Units	49,975.00	50,366.08
Toyota Motor Cred Mtn 2.75% 5/17/21 50,000 Units	50,912.50	51,750.25
US Bancorp MTN 1.65% 5/15/17 50,000 Units	50,447.50	50,388.47
Walt Disney Company MTN 1.85% 5/30/19 50,000 Units	50,319.50	49,935.00

PRINCIPAL BALANCE ON HAND

Harriett B West Foundation
As of 9/30/2015

		Current Value	Carrying Value
Wells Fargo Co Mtn 3% 1/22/21 50,000 Units		$ 51,233.50	$ 51,816.37
	TOTAL CORPORATE BONDS	$ 1,340,096.59	$1,353,399.00
PRINCIPAL BALANCE ON HAND		$10,810,521.02	$11,526,886.06

A-14