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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury

Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

M W ARMISTEAD III FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

C/O TRUST CO OF VA, 204 SOUTH JEFFERSON

Room/suite

200

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

ROANOKE, VA 24011-1708

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 2441615.

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).)

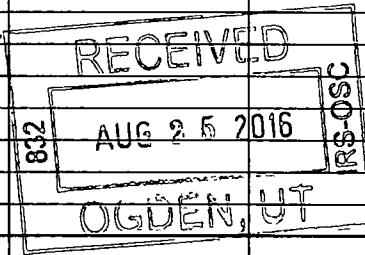
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	45.	45.		STATEMENT 1
	4	Dividends and interest from securities	61743.	61743.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8941.			
	b	Gross sales price for all assets on line 6a	148519.			
	7	Capital gain net income (from Part IV, line 2)		8941.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income					
12	Total. Add lines 1 through 11	70729.	70729.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	74.	0.		0.
	b	Accounting fees STMT 4	2640.	0.		0.
	c	Other professional fees STMT 5	22771.	22771.		0.
	17	Interest				
	18	Taxes STMT 6	6701.	429.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	32.	7.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	32218.	23207.		0.
	25	Contributions, gifts, grants paid	128000.			128000.
26	Total expenses and disbursements. Add lines 24 and 25	160218.	23207.		128000.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-89489.				
b	Net investment income (if negative, enter -0-)		47522.			
c	Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	307311.	131604.	131604.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1459032.	1864244.	2310011.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
Liabilities	15 Other assets (describe ▶)	329654.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	2095997.	1995848.	2441615.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	10652.	0.	
	23 Total liabilities (add lines 17 through 22)	10652.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2085345.	1995848.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2085345.	1995848.	
	31 Total liabilities and net assets/fund balances	2095997.	1995848.	

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	2085345.
2 Enter amount from Part I, line 27a	2	-89489.
3 Other increases not included in line 2 (itemize) ▶ 2015 DIVIDEND THROWBACKS TO 2014	3	187.
4 Add lines 1, 2, and 3	4	1996043.
5 Decreases not included in line 2 (itemize) ▶ 2016 DIVIDEND THROWBACKS TO 2015	5	195.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1995848.

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 PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES				
c CAPITAL GAINS DIVIDENDS				
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 91295.		78926.	12369.
b 54091.		60652.	-6561.
c 3133.			3133.
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			12369.
b			-6561.
c			3133.
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	8941.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	118000.	2657765.	.044398
2013	130000.	2528683.	.051410
2012	119543.	2369095.	.050459
2011	114336.	2411228.	.047418
2010	112609.	2287975.	.049218

2 Total of line 1, column (d)	2	.242903
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	.048581
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2534935.
5 Multiply line 4 by line 3	5	123150.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	475.
7 Add lines 5 and 6	7	123625.
8 Enter qualifying distributions from Part XII, line 4	8	128000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	475.
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	475.
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	475.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	4120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3645.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 3645. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► THE TRUST COMPANY OF VIRGINIA Telephone no. ► 540.343.1500 Located at ► 204 SOUTH JEFFERSON STREET SUITE 200, ROANOKE, VA ZIP+4 ► 24011-1708		
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		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELFLEDA A RING C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ROANOKE, VA 24011	PRESIDENT 0.25	0.	0.	0.
BRAD E MULLINS 204 S JEFFERSON ST STE 200 ROANOKE, VA 24011	SECREARY-TREASURER 0.25	0.	0.	0.
FLEDA A RING C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ROANOKE, VA 24011	DIRECTOR 0.25	0.	0.	0.
BRANDON R COMER C/O TRUST CO OF VIRGINIA 204 S JEFFERSON ROANOKE, VA 24011	DIRECTOR 0.25	0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2345245.
b	Average of monthly cash balances	1b	228293.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2573538.
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	2573538.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38603.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2534935.
6	Minimum investment return. Enter 5% of line 5	6	126747.

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	126747.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	475.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	126272.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	126272.
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	126272.

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	128000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	128000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	475.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	127525.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				126272.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			27423.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 128000.				
a Applied to 2014, but not more than line 2a			27423.	
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 2015 distributable amount				100577.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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:	0.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				25695.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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				
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	SCHOLARSHIPS	9000.
APPLE RIDGE FARM 541 LUCK AVE SW SUITE 304 ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	5000.
BETHANY HALL 1109 FRANKLIN ROAD SW ROANOKE, VA 24016	NONE	PUBLIC	FLEXIBLE FUND ACCOUNT	5000.
BRAIN INJURY SERVICES OF SWVA 3904 FRANKLIN ROAD, SUITE B ROANOKE, VA 24014	NONE	PUBLIC	FUNDS DESIGNATED TO SUPPORT CASE MANAGEMENT FOR RESIDENTS OF THE ROANOKE VALLEY WITH	1000.
FREE CLINIC OF FRANKLIN COUNTY INC 200 DENT ST SUITE C ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	10000.
Total	SEE CONTINUATION SHEET(S)			128000.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOOD NEIGHBORS FUND PO BOX 1951 ROANOKE, VA 24008	NONE	PUBLIC	OPERATIONS	500.
GOOD SAMARITAN HOSPICE INC 3825 ELECTRIC ROAD SUITE A ROANOKE, VA 24018	NONE	PUBLIC	OPERATIONS	5000.
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE, VA 24017	NONE	PUBLIC	OPERATIONS	5000.
HABITAT FOR HUMANITY OF FRANKLIN COUNTY, VA PO BOX 834 ROCKY MOUNT, VA 24151	NONE	PUBLIC	OPERATIONS	2500.
MILL MOUNTAIN ZOO PO BOX 13484 ROANOKE, VA 24034	NONE	PUBLIC	OPERATIONS	500.
MONETA RESCUE SQUAD 12646 N OLD MONETA ROAD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2500.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD, VA 24523	NONE	PUBLIC	OPERATIONS	10000.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947	NONE	PUBLIC	IN MEMORY OF JOANNE DONDERO FOR THE SUMMER CAMP SCHOLARSHIP PROGRAM	5000.
OAKLAND SCHOOL INC BOYD TAVERN, RTE 616 KESWICK, VA 22947	NONE	PUBLIC	MATCHING GIFTS CAMPAIGN	10000.
OPERATION MILITARY EMBRACE INC 21307 CYPRESS ROSEHILL RD TOMBALL, TX 77377	NONE	PUBLIC	FUNDS DESIGNATED FOR "WALK OFF THE WAR" FOR SUPPORT OF VETERANS PARTICIPATION IN WALK OR FLOAT	1000.
Total from continuation sheets				98000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
PROJECT ACCESS OF THE ROANOKE VALLEY INC 541 LUCK AVE SW SUITE 230 ROANOKE, VA 24016	NONE	PUBLIC	PHARMACEUTICAL ASSISTANCE PROGRAM	5000.
RANDOLPH MACON COLLEGE 310 N CENTER ST ASHLAND, VA 23005	NONE	PUBLIC	MAINTENANCE & OPERATION OF PACE-ARMISTEAD HALL	10000.
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	19000.
RONALD MCDONALD HOUSE-ROANOKE 224 S JEFFERSON ST ROANOKE, VA 24014	NONE	PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER FIRE SQUAD 185 PARFORD RD MONETA, VA 24121	NONE	PUBLIC	OPERATIONS	2500.
SCRUGGS VOLUNTEER RESCUE SQUAD PO BOX 844 HARDY, VA 24101	NONE	PUBLIC	OPERATIONS	2500.
ST FRANCIS OF ASSISI SERVICE DOG FOUNDATION 8232 ENON DRIVE ROANOKE, VA 24019	NONE	PUBLIC	OPERATIONS	7500.
UNBRIDLED CHANGE PO BOX 157 BOONES MILL, VA 24065	NONE	PUBLIC	FUNDS DESIGNATED FOR A "BIT" OF SUPPORT FOR MILITARY SERVICES/ VETERANS PTSD SUPPORT	1000.
VIRGINIA HUNTERS WHO CARE PO BOX 304 BIG ISLAND, VA 24526	NONE	PUBLIC	HUNTERS FOR THE HUNGRY OPERATIONS	1500.
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVE ROANOKE, VA 24016	NONE	PUBLIC	OPERATIONS	1500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BRAIN INJURY SERVICES OF SWVA

FUNDS DESIGNATED TO SUPPORT CASE MANAGEMENT FOR RESIDENTS OF THE

ROANOKE VALLEY WITH ACQUIRED BRAIN INJURIES

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	45.	45.	
TOTAL TO PART I, LINE 3	45.	45.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THE TRUST COMPANY OF VIRGINIA	64876.	3133.	61743.	61743.	
TO PART I, LINE 4	64876.	3133.	61743.	61743.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	74.	0.		0.
TO FM 990-PF, PG 1, LN 16A	74.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2640.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2640.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	22771.	22771.		0.	
TO FORM 990-PF, PG 1, LN 16C	22771.	22771.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX WITHHELD ON DIVIDENDS	429.	429.		0.	
EXCISE TAX	6272.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6701.	429.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCC REGISTRATION FEE	25.	0.		0.	
FOREIGN DIVIDENDS CONVERSION EXPENSE	7.	7.		0.	
TO FORM 990-PF, PG 1, LN 23	32.	7.		0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITIES-SEE ATTACHED	COST	1001948.	1447277.
FIXED INCOME-SEE ATTACHED	COST	862296.	862734.
TOTAL TO FORM 990-PF, PART II, LINE 13		1864244.	2310011.

MW ARMISTEAD III FAMILY FOUNDATION
2015 FORM 990-PF

03-0435755

	12/31/2014 COST BASIS	12/31/2015 COST BASIS	MARKET VALUE
EQUITIES			
2,650 000 ALPS ETF TR ALERIAN MLP ETF	39,757.37		
225 000 BANK MONTREAL QUE COM	13,520.77		
400 000 BB&T CORP COM	15,216.00		
150 000 BECTON DICKINSON & CO COM	9,334.50		
240.000 CALIFORNIA RES CORP COM	389.56		
500 000 CHEVRON CORP NEW COM	26,684.75		
400 000 COLGATE PALMOLIVE CO COM	15,387.38		
375 000 DISNEY WALT CO COM	19,031.30		
2,813.000 DNP SELECT INCOME FD INC COM	29,814.01		
350 000 EMERSON ELEC CO COM	16,933.00		
600 000 EXXON MOBIL CORP COM	30,127.00		
750 000 GENERAL ELEC CO COM	17,001.78		
700 000 GLAXOSMITHKLINE PLC SPONSORED ADR	32,514.00		
925 000 INTEL CORP COM	20,183.15		
250.000 INTERNATIONAL BUSINESS MACHS CORP	31,407.50		
50.000 ISHARES NASDAQ BIOTECHNOLOGY ETF	3,557.94		
625.000 ISHARES RUSSELL 2000 ETF	44,891.81		
425 000 ISHARES RUSSELL MID-CAP ETF	36,585.20		
600 000 JOHNSON & JOHNSON COM	35,082.00		
250 000 KINDER MORGAN INC	10,652.48		
450 000 MARATHON PETE CORP COM	7,956.43		
300 000 MERCK & CO INC NEW COM	10,409.97		
1,350 000 MICROSOFT CORP COM	36,913.42		
600 000 OCCIDENTAL PETE CORP COM	10,772.44		
700 000 ORACLE CORP COM	20,127.96		
600 000 PEPSICO INC COM	30,787.50		
700 000 PLUM CREEK TIMBER CO INC COM	25,248.00		
700 000 PROCTER & GAMBLE CO COM	44,896.33		
250 000 RYDER SYS INC COM	15,355.40		
500 000 SCHLUMBERGER LTD COM	13,374.83		
1,200 000 SELECT SECTOR SPDR TR MATLS	39,212.24		
250 000 SELECT SECTOR SPDR TR UTILS	6,479.50		
1,000.000 US BANCORP DEL COM NEW	30,440.00		
1,800 000 VANGUARD FTSE EMERGING MARKETS ETF	62,102.60		
1,400 000 VANGUARD INDEX FDS REIT ETF	85,223.11		
1,650.000 VANGUARD INTL EQUITY INDEX FDS	79,629.15		
500.000 WASTE MANAGEMENT INC COM	16,981.98		
400 000 WELLS FARGO & CO NEW COM	10,829.00		
2,650 000 AMLP \$12.05 ALPS ETF TR ALERIAN MLP ETF		36,614.46	31,932.50
150.000 AAPL \$105.26 APPLE INC COM		17,898.00	15,789.00
225 000 BMO \$56.42 BANK MONTREAL QUE COM		13,520.77	12,694.50
400 000 BBT \$37.81 BB&T CORP COM		15,216.00	15,124.00
150 000 BDX \$154.09 BECTON DICKINSON & CO COM		9,334.50	23,113.50
500 000 CVX \$89.96 CHEVRON CORP NEW COM		26,684.75	44,980.00
400 000 CL \$66.62 COLGATE PALMOLIVE CO COM		15,387.38	26,648.00
375.000 DIS \$105.08 DISNEY WALT CO COM		19,031.30	39,405.00
2,813.000 DNP \$8.96 DNP SELECT INCOME FD INC COM		29,589.73	25,204.48
350.000 EMR \$47.83 EMERSON ELEC CO COM		16,933.00	16,740.50
600 000 XOM \$77.95 EXXON MOBIL CORP COM		30,127.00	46,770.00
800 000 GE \$31.15 GENERAL ELEC CO COM		18,231.78	24,920.00
700.000 GSK \$40.35 GLAXOSMITHKLINE PLC SPONSORED ADR		32,514.00	28,245.00
925 000 INTC \$34.45 INTEL CORP COM		20,183.15	31,866.25
250 000 IBM \$137.62 INTERNATIONAL BUSINESS MACHS CORP		31,407.50	34,405.00
50.000 IBB \$338.33 ISHARES NASDAQ BIOTECHNOLOGY ETF		3,557.94	16,916.50
650.000 IWM \$112.62 ISHARES RUSSELL 2000 ETF		47,866.31	73,203.00
450 000 IWR \$160.18 ISHARES RUSSELL MID-CAP ETF		40,789.20	72,081.00
600.000 JNJ \$102.72 JOHNSON & JOHNSON COM		35,082.00	61,632.00
600.000 MPC \$51.84 MARATHON PETE CORP COM		4,530.61	31,104.00

MW ARMISTEAD III FAMILY FOUNDATION
2015 FORM 990-PF

03-0435755

		12/31/2014 COST BASIS	12/31/2015 COST BASIS	MARKET VALUE
300 000	MRK \$52.82 MERCK & CO INC NEW COM		10,409.97	15,846.00
1,350 000	MSFT \$55.48 MICROSOFT CORP COM		36,913.42	74,898.00
600.000	OXY \$67.61 OCCIDENTAL PETE CORP COM		10,773.00	40,566.00
700.000	ORCL \$36.53 ORACLE CORP COM		20,127.96	25,571.00
600.000	PEP \$99.92 PEPSICO INC COM		30,787.50	59,952.00
700 000	729251-10-8 \$47.72 PLUM CREEK TIMBER CO INC COM		25,248.00	33,404.00
700 000	PG \$79.41 PROCTER & GAMBLE CO COM		44,896.33	55,587.00
250.000	R \$56.83 RYDER SYS INC COM		15,355.40	14,207.50
500 000	SLB \$69.75 SCHLUMBERGER LTD COM		13,374.83	34,875.00
1,200.000	XLB \$43.42 SELECT SECTOR SPDR TR MATLS		39,212.24	52,104.00
250.000	XLU \$43.28 SELECT SECTOR SPDR TR UTILS		6,479.50	10,820.00
1,000 000	USB \$42.67 US BANCORP DEL COM NEW		30,440.00	42,670.00
1,800 000	VVO \$32.71 VANGUARD FTSE EMERGING MARKETS ETF		62,102.60	58,878.00
1,400.000	VNQ \$79.73 VANGUARD INDEX FDS REIT ETF		83,888.10	111,622.00
1,650 000	VT \$57.62 VANGUARD INTL EQUITY INDEX FDS		79,629.15	95,073.00
500.000	WM \$53.37 WASTE MANAGEMENT INC COM		16,981.98	26,685.00
400 000	WFC \$54.36 WELLS FARGO & CO NEW COM		10,829.00	21,744.00
TOTAL EQUITIES		994,811.36	1,001,948.36	1,447,276.73
FIXED INCOME				
50,000.000	FEDERAL HOME LOAN BKS CONS BDS	51,200.00		
25,000 000	GEORGIA MUN ELEC AUTH PWR REV REV	26,269.25		
50,000 000	METROPOLITAN WASH D C ARPTS AU	51,327.50		
25,000 000	NEWPORT NEWS VA REF BDS 2005A	25,698.50		
25,000 000	OMAHA PUB PWR DIST NEB ELEC RE ELEC	26,672.75		
25,000 000	OREGON ST GOBDS 2009C TAXABLE	25,250.75		
25,000 000	PIEDMONT MUN PWR AGY S C ELEC ELEC	25,119.25		
50,000.000	VIRGINIA BEACH VA DEV AUTH PUB	51,382.00		
50,000 000	VIRGINIA COLLEGE BLDG AUTH VA ED FAC	52,656.50		
50,000 000	VIRGINIA ST HSG DEV AUTH RENTAL HSG	51,830.50		
50,000.000	VIRGINIA ST HSG DEV AUTH RENTAL HSG	50,762.00		
25,000 000	VIRGINIA ST PUB BLDG AUTH PUB REV	26,052.00		
50,000 000	04144R-AD-1 \$104.87 ARLINGTON CNTY VA INDL DEV AUT REV		53,578.00	52,434.50
25,000 000	FHLM21 \$100.74 FEDERAL HOME LN MTG CORP MTN		26,424.50	25,185.75
25,000 000	FEDE29 \$102.27 FEDERAL HOME LOAN BKS CONS BDS		26,025.25	25,568.25
50,000 000	3133XG-JA-3 \$103.14 FEDERAL HOME LOAN BKS CONS BDS		51,200.00	51,568.50
50,000 000	347622-CM-2 \$103.89 FORT LAUDERDALE FLA SPL OBLIG		54,313.00	51,945.50
100,000 000	302644-EM-7 \$102.54 FSU FINL ASSISTANCE INC FLA ED REV		103,602.00	102,536.00
25,000 000	373541-2H-3 \$110.28 GEORGIA MUN ELEC AUTH PWR REV REV		26,119.25	27,569.00
25,000 000	373384-SN-7 \$105.67 GEORGIA ST GO BDS 2010 C TAXABLE		26,993.75	26,417.75
25,000 000	407324-Z9-6 \$105.17 HAMILTON CNTY TENN GO BDS 2010B		26,401.50	26,291.50
50,000 000	592646-U9-2 \$103.14 METROPOLITAN WASH D C ARPTS AU		50,675.50	51,567.50
25,000 000	681793-2U-8 \$103.91 OMAHA PUB PWR DIST NEB ELEC RE ELEC		26,388.25	25,976.75
50,000 000	736746-XS-2 \$105.98 PORTLAND ORE URBAN RENEWAL & R SR		52,992.00	52,990.00
50,000 000	73723R-TZ-6 \$104.13 PORTSMOUTH VA GO REF BDS 2015B		52,267.00	52,063.50
50,000 000	92774G-CZ-6 \$100.22 VIRGINIA BEACH VA DEV AUTH PUB		51,277.50	50,108.00
50,000 000	927781-VQ-4 \$107.44 VIRGINIA COLLEGE BLDG AUTH VA ED FAC		52,246.00	53,721.50
50,000 000	927781-TE-4 \$106.09 VIRGINIA COLLEGE BLDG AUTH VA REV		53,809.00	53,043.00
50,000 000	92812Q-VT-1 \$109.97 VIRGINIA ST HSG DEV AUTH RENTAL HSG		51,503.00	54,987.00
50,000 000	92812Q-WG-8 \$106.53 VIRGINIA ST HSG DEV AUTH RENTAL HSG		50,521.00	53,262.50
25,000 000	928172-YD-1 \$101.99 VIRGINIA ST PUB BLDG AUTH PUB REV		25,959.75	25,497.00
TOTAL FIXED INCOME		464,221.00	862,296.25	862,733.50