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EXTENDED TO NOVEMBER 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 H. SMITH RICHARDSON CHARITABLE TRUST		A Employer identification number 23-7245123
Number and street (or P.O. box number if mail is not delivered to street address) 701 GREEN VALLEY ROAD	Room/suite 300	B Telephone number 336-379-8600
City or town, state or province, country, and ZIP or foreign postal code GREENSBORO, NC 27408-7096		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 58,364,419.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments					
3 Dividends and interest from securities		713,162.	711,737.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,637,546.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			3,634,472.		
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		<5,098,859.>	55,703.		STATEMENT 2
12 Total. Add lines 1 through 11		<748,151.>	4,401,912.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		2,719.	0.		2,719.
b Accounting fees		14,325.	0.		14,325.
c Other professional fees		535,259.	600,996.		535,259.
17 Interest					
18 Taxes		<77,900.>	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,327.	0.		5,087.
22 Printing and publications					
23 Other expenses STMT 7		31,703.	0.		48,546.
24 Total operating and administrative expenses. Add lines 13 through 23		511,433.	600,996.		605,936.
25 Contributions, gifts, grants paid		2,552,000.			2,552,000.
26 Total expenses and disbursements. Add lines 24 and 25		3,063,433.	600,996.		3,157,936.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,811,584.>			
b Net investment income (if negative, enter -0-)			3,800,916.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	6,832.	9,764.	9,764.
	2 Savings and temporary cash investments			
	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			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	62,278,605.	58,337,454.	58,337,454.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ PREPAID INSURANCE)	17,098.	17,201.	17,201.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	62,302,535.	58,364,419.	58,364,419.
	17 Accounts payable and accrued expenses	8,991.	359.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	298,900.	181,000.	
	23 Total liabilities (add lines 17 through 22)	307,891.	181,359.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	61,994,644.	58,183,060.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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	61,994,644.	58,183,060.	
	31 Total liabilities and net assets/fund balances	62,302,535.	58,364,419.	

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	61,994,644.
2 Enter amount from Part I, line 27a	2	<3,811,584.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	58,183,060.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,183,060.

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 FLOW THROUGH FROM MOORINGS CAPITAL, LLC	P	01/01/15	12/31/15
b FLOW THROUGH FROM MOORINGS CAPITAL, LLC	P	01/01/15	12/31/15
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			18,332.
b			3,616,140.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			18,332.
b			3,616,140.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,634,472.
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	2,994,018.	61,766,920.	.048473
2013	2,824,703.	58,140,349.	.048584
2012	2,655,286.	54,707,581.	.048536
2011	2,624,040.	55,509,139.	.047272
2010	2,627,913.	52,202,461.	.050341

2 Total of line 1, column (d)	2	.243206
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	.048641
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,670,346.
5 Multiply line 4 by line 3	5	2,902,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,009.
7 Add lines 5 and 6	7	2,940,434.
8 Enter qualifying distributions from Part XII, line 4	8	3,157,936.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	38,009.
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	38,009.
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	38,009.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	45,236.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	38,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	83,236.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	45,227.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ☒ \$ 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		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?	X	
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) ☒ CT, NC		
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

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) STATEMENT 10 STATEMENT 11 STMT 12	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 ► ROSS HEMPHILL Telephone no. ► 336-379-8600		
Located at ► 701 GREEN VALLEY ROAD, SUITE 300, GREENSBORO, NC ZIP+4 ► 27408-7096		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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?	1c	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?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	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)

SEE STATEMENT A

☒ Yes ☐ No

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

☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

SEE STATEMENT 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

6b

X

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

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
PETER L. RICHARDSON	TRUSTEE			
WESTPORT, CT 06880	1.00	0.	0.	0.
E. WILLIAM STETSON, III	TRUSTEE			
NORWICH, VT 05055	1.00	0.	0.	0.
TYLER B. RICHARDSON	TRUSTEE			
GREENSBORO, NC 27408	1.00	0.	0.	0.
NICOLAS RICHARDSON	TRUSTEE			
SEATTLE, WA 98101	1.00	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

Form 990-PF (2015)

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	60,559,758.
b	Average of monthly cash balances	1b	5,787.
c	Fair market value of all other assets	1c	13,486.
d	Total (add lines 1a, b, and c)	1d	60,579,031.
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	60,579,031.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	908,685.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,670,346.
6	Minimum investment return Enter 5% of line 5	6	2,983,517.

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	2,983,517.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	38,009.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,009.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,945,508.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,945,508.
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	2,945,508.

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	3,157,936.
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	3,157,936.
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	38,009.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,119,927.

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				2,945,508.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			123,459.	
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: ► \$ 3,157,936.				
a Applied to 2014, but not more than line 2a			123,459.	
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				2,945,508.
e Remaining amount distributed out of corpus	88,969.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	88,969.			
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				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	88,969.			
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	88,969.			

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 2015, 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)

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 SMITH RICHARDSON FOUNDATION, INC. 701 GREEN VALLEY ROAD GREENSBORO, NC 27408		PF	FLOW THROUGH GRANT - SEE STATEMENT A	2,552,000.
Total			3a	2,552,000.
b Approved for future payment NONE				
Total			3b	0.

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GARRICK L. MARTIN	<i>Garrick L. Martin</i>	11-14-16		P00239389
	Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 230 N ELM ST STE 1100 GREENSBORO, NC 27401			Phone no. (336) 272-4551	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME FROM FLOW THROUGH ENTITY	629,032.	0.	629,032.	629,164.	
INTEREST INCOME FROM FLOW THROUGH ENTITY	84,130.	0.	84,130.	82,573.	
TO PART I, LINE 4	713,162.	0.	713,162.	711,737.	

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME FROM FLOW THROUGH ENTITY	13,126.	12,128.	
NET RENTAL REAL ESTATE INCOME FROM FLOW THROUGH ENTITY	<15,329.>	<6,338.>	
OTHER INVESTMENT INCOME FROM FLOW THROUGH ENTITY	28,831.	26,793.	
PORTFOLIO DEDUCTIONS FROM FLOW THROUGH ENTITY	<705,191.>	0.	
GAAP ADJUSTMENTS FROM FLOW THROUGH ENTITY	<4,449,618.>	0.	
ORDINARY BUSINESS INCOME FROM FLOW THROUGH ENTITY	<38,803.>	12,781.	
INCOME TAXES ADJUSTMENT FLOW THROUGH ENTITY	0.	0.	
CANCELLATION OF DEBT FROM FLOW THROUGH ENTITY	84.	32.	
SECTION 1231 GAIN FROM FLOW THROUGH ENTITY	68,041.	10,307.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,098,859.>	55,703.	

FORM 990-PF		LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEE	2,719.	0.		2,719.	
TO FM 990-PF, PG 1, LN 16A	2,719.	0.		2,719.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT FEE	14,325.	0.		14,325.	
TO FORM 990-PF, PG 1, LN 16B	14,325.	0.		14,325.	

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	
OTHER PROFESSIONAL SERVICES	9,300.	0.		9,300.	
MANAGEMENT FEE	525,959.	0.		525,959.	
INVESTMENT EXPENSES FROM FLOW THROUGH ENTITY	0.	600,996.		0.	
TO FORM 990-PF, PG 1, LN 16C	535,259.	600,996.		535,259.	

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT FEDERAL EXCISE TAX	70,000.	0.		0.
DEFERRED FEDERAL EXCISE TAX	<147,900.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<77,900.>	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE EXPENSE	29,386.	0.		46,588.
MISCELLANEOUS EXPENSES	2,317.	0.		1,958.
TO FORM 990-PF, PG 1, LN 23	31,703.	0.		48,546.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN MOORINGS CAPITAL LLC	FMV	58,337,454.	58,337,454.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,337,454.	58,337,454.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX ACCRUAL	298,900.	151,000.
FEDERAL EXCISE TAX PAYABLE	0.	30,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	298,900.	181,000.

FORM 990-PF	TRANSFERS TO CONTROLLED ENTITIES	STATEMENT 10
	PART VII-A, LINE 11	

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MOORINGS CAPITAL LLC

56-2280118

ADDRESS

701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408

DESCRIPTION OF TRANSFER

CAPITAL CONTRIBUTION MADE TO MOORINGS CAPITAL LLC SHOWN ON 2015 SCH K-1
RECEIVED FROM PARTNERSHIP

AMOUNT
OF TRANSFER

2,991,331.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

2,991,331.

FORM 990-PF

TRANSFERS FROM CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 11

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

MOORINGS CAPITAL LLC

56-2280118

ADDRESS701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408DESCRIPTION OF TRANSFERCAPITAL DISTRIBUTION MADE FROM MOORINGS CAPITAL LLC SHOWN ON 2015 SCH K-1
RECEIVED FROM PARTNERSHIPAMOUNT
OF TRANSFER

6,184,331.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES6,184,331.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

MOORINGS CAPITAL LLC

56-2280118

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

701 GREEN VALLEY ROAD, SUITE 300
GREENSBORO, NC 27408

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF, PART VII-A, LINE 11 - CONTROLLED ENTITIES

EXPLANATION:

THE H. SMITH RICHARDSON CHARITABLE TRUST (EIN 23-7245123) OWNS AN APPROXIMATELY 8.34% INTEREST IN MOORINGS CAPITAL LLC (EIN 56-2280118). MOORINGS CAPITAL LLC'S ADDRESS IS 701 GREEN VALLEY ROAD, SUITE 300, GREENSBORO, NC 27408. SOME OF THE OTHER LLC MEMBERS SHARE COMMON TRUSTEES WITH THE H. SMITH RICHARDSON CHARITABLE TRUST. WHEN THE TRUST'S OWNERSHIP INTEREST IN MOORINGS CAPITAL LLC IS COMBINED WITH THE OTHER LLC MEMBERS, THE TRUST COULD BE CONSIDERED TO OWN A CONTROLLED ENTITY. DURING THE 2015 TAX YEAR, THE H. SMITH RICHARDSON CHARITABLE TRUST DID NOT RECEIVE ANY SPECIFIED PAYMENTS FROM MOORINGS CAPITAL LLC WITHIN THE MEANING OF INTERNAL REVENUE CODE SECTION 512(B)(13)(A).

ALSO, THE H. SMITH RICHARDSON CHARITABLE TRUST'S OWNERSHIP INTEREST IN MOORINGS CAPITAL LLC IS NOT AN EXCESS BUSINESS HOLDING UNDER INTERNAL REVENUE CODE SECTION 4943.

MOORINGS CAPITAL LLC IS A PARTNERSHIP FOR FEDERAL INCOME TAX PURPOSES, AND IT HAS FOUR PARTNERS/LLC MEMBERS. ALL OF THE MEMBERS ARE TAX EXEMPT ENTITIES UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).

THIS LLC WAS FORMED FOR THE PURPOSE OF POOLING EACH INDIVIDUAL TAX EXEMPT ENTITY'S SEPARATE INVESTMENTS INTO ONE LARGER INVESTMENT POOL. THIS POOLING OF INVESTMENTS PROVIDES MANY BENEFITS TO THE PARTNERS/MEMBERS WHICH INCLUDE LOWER INVESTMENT MANAGEMENT FEES AND ACCESS TO INVESTMENTS NOT OTHERWISE AVAILABLE. MOORINGS CAPITAL LLC

DOES NOT HAVE ANY EMPLOYEES AND ITS ONLY ASSETS ARE THE INVESTMENTS IN LOWER TIER INVESTMENT PARTNERSHIPS. MOORINGS CAPITAL DOES NOT HAVE A CONTROLLING INTEREST IN ANY OF THE LOWER TIER INVESTMENT PARTNERSHIPS THAT IT OWNS. ALSO, NEITHER H. SMITH RICHARDSON CHARITABLE TRUST NOR ANY OTHER PARTNER/LLC MEMBER HAS ANY CONTROLLING INTEREST IN ANY OF THE LOWER TIER INVESTMENTS THAT ARE OWNED BY MOORINGS CAPITAL LLC.

DURING THE 2015 TAX YEAR THE H. SMITH RICHARDSON CHARITABLE TRUST MADE CAPITAL CONTRIBUTIONS OF \$2,991,331 TO MOORINGS CAPITAL LLC AND RECEIVED \$6,184,331 OF CAPITAL DISTRIBUTIONS.

H. Smith Richardson Charitable Trust
701 Green Valley Road, Suite 300
Greensboro, NC 27408

March 31, 2015

Mr. Ross Hemphill
Smith Richardson Foundation, Inc.
701 Green Valley Road, Suite 300
Greensboro, NC 27408

Dear Ross:

The H. Smith Richardson Charitable Trust Trustees approved a grant of \$2,552,000 to the Smith Richardson Foundation, Inc.

Since your organization and ours are private foundations, we must enter into an expenditure responsibility agreement. This letter confirms our agreement.

Use of Funds

Our grant is for the general grant making support of Smith Richardson Foundation, Inc. and must be expended for charitable, scientific, literary, educational purposes or religious needs as defined under Internal Revenue Code Section 501(c)(3). Any funds not so expended during the year the grant is received or the following year must be returned to the H. Smith Richardson Charitable Trust. Funds may not be used to 1) carry on propaganda, or otherwise attempt to influence legislation; 2) influence the outcome of any specific public election, or carry on, directly or indirectly, any voter registrative drive; 3) make an individual grant or regrant funds to another organization unless the requirements of IRC Section 4945 are met; 4) advance any purpose other than one specified in IRC Section 170(c)(2)(B). The Smith Richardson Foundation, Inc. will obtain sufficient evidence to verify each grantee organization is tax exempt and qualifies as a 501(c)(3) organization.

Annual Report

Each year that the H. Smith Richardson Charitable Trust pays a grant to you or flow-through grant payments are made by the Smith Richardson Foundation, Inc., you will provide an annual audited financial report and a copy of the annual 990-PF to the H. Smith Richardson Charitable Trust by June 30 of the following year, along with a schedule listing all such grants made by the Smith Richardson Foundation, Inc.

Although grant funds need not be physically separated, records of receipts and expenditures under the grant, as well as copies of reports furnished to us, should be kept available for our inspections for at least four years from the receipt of the grant.

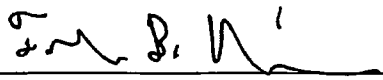
Sign and Return

If this agreement meets with your approval, please sign it and return one copy to us.

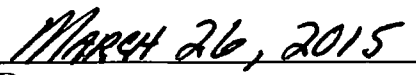
Acknowledged by:



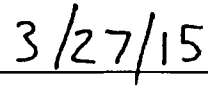
Ross Hemphill
Senior Vice President, CFO
For Smith Richardson Foundation, Inc.



Tyler B. Richardson
Trustee
For H. Smith Richardson Charitable Trust



Date



Date

SMITH RICHARDSON FOUNDATION, INC.

Lake Point 701 Green Valley Road Suite 300 Greensboro, NC 27408

Telephone (336) 379-8600

Facsimile (336) 379-5580

September 22, 2016

Mr. Peter L. Richardson
H. Smith Richardson Charitable Trust
701 Green Valley Road
Suite 300
Greensboro, NC 27408

Dear Peter:

We received \$2,552,000 from the H. Smith Richardson Charitable Trust in 2015 to be used for flow-through grants. We have expended \$2,552,000 from our corpus for qualifying grants for 2015. We understand that H. Smith Richardson Charitable Trust will take these grants as qualifying distributions.

The attached schedule lists all such grants made by the Smith Richardson Foundation, Inc. We have verified that each of the grantee organizations are listed as a 501(c)(3) organizations in the Internal Revenue Service's Publication 78 or we have obtained a copy of their exemption letter from the IRS. We have obtained acknowledgements from the grantee organization that they will comply with specific requirements when using these funds. These grants were generally unrestricted, but in every case were made to further the exempt purpose of the organization.

We are enclosing with this letter a copy of our audited financial statements for 2015 as well as a 2015 copy of our 990 PF. We have, and will maintain, copies of correspondence with these organizations, signed acknowledgement letters, and a copy of the organization's exemption letter or a volume and page number reference to its location in IRS Publication 78. We will maintain these records in our files for four years and they will be available for the Charitable Trust to review.

Sincerely,



Ross Hemphill, Senior Vice President & CFO
Smith Richardson Foundation, Inc.

SMITH RICHARDSON FOUNDATION, INC.
2015 Grants paid with \$2,552,000 flow through grant from
H. Smith Richardson Charitable Trust

<u>Grantee</u>	<u>Status Code</u>	<u>Amount</u>
America Enterprise Institute for Public Policy #20150936	PC	\$150,000
American University #20150819	PC	138,323
Atlantic Council of the United States #20150796	PC	200,100
Brookings Institution #20150914	PC	135,000
Center for Strategic & Int'l Studies #20150810	PC	225,000
Foreign Policy Research Institute #20151012	PC	60,000
Hudson Institute #20150832	PC	150,000
Jamestown Foundation #20151004	PC	272,976
National Bureau of Asian Research #20150921	PC	200,000
New America Foundation #20150859	PC	143,626
Peterson Institute for International Economics #20150923	PC	245,000
The Atlantic Council of the United States, Inc. #20151003	PC	175,000
The Ohio State University #20150952	PC	59,660
The RAND Corporation #20150858	PC	190,000
University of Virginia #20150907	PC	150,000
Urban Institute #20150966	PC	<u>57,315</u>
		<u>\$2,552,000</u>