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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation THE AGENA FOUNDATION INC		A Employer identification number 26-2882583	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 62206		B Telephone number (see instructions) (757) 547-1563	
City or town, state or province, country, and ZIP or foreign postal code VIRGINIA BEACH, VA 23466		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,064,609		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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) )		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule) . . . . .			
	2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .			
	3	Interest on savings and temporary cash investments	46,706	46,706	46,706
	4	Dividends and interest from securities . . . . .	196,142	196,142	196,142
	5a	Gross rents . . . . .			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	1,192,608		
	b	Gross sales price for all assets on line 6a 3,508,523			
	7	Capital gain net income (from Part IV, line 2) . . .	1,192,608		
	8	Net short-term capital gain . . . . .			
	9	Income modifications . . . . .			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	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 . . . . .	1,435,456	1,435,456	242,848
	13	Compensation of officers, directors, trustees, etc			
	14	Other employee salaries and wages . . . . .			
	15	Pension plans, employee benefits . . . . .			
	16a	Legal fees (attach schedule). . . . .			
	b	Accounting fees (attach schedule). . . . .	4,000	1,600	2,400
	c	Other professional fees (attach schedule) . . . . .	64,150	25,660	38,490
	17	Interest . . . . .			
	18	Taxes (attach schedule) (see instructions) . . .	25	10	15
	19	Depreciation (attach schedule) and depletion . .			
	20	Occupancy . . . . .			
	21	Travel, conferences, and meetings. . . . .			
	22	Printing and publications . . . . .			
	23	Other expenses (attach schedule). . . . .	2,055	822	1,233
	24	Total operating and administrative expenses. Add lines 13 through 23 . . . . .	70,230	28,092	42,138
	25	Contributions, gifts, grants paid . . . . .	663,000		663,000
	26	Total expenses and disbursements.Add lines 24 and 25	733,230	28,092	705,138
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	702,226		
	b	Net investment income (if negative, enter -0-)		1,407,364	
	c	Adjusted net income(if negative, enter -0-) . . .		242,848	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	2,900,684	700,284	700,284
	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 schedule) ▶ _____			
		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)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____			

Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans. . . . .			
	13	Investments—other (attach schedule) . . . . .	4,854,555	7,651,382	10,364,325
	14	Land, buildings, and equipment basis ▶ _____			
		Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	280	280	
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,755,519	8,351,946	11,064,609

Net Assets or Fund Balances	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule). . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
		<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			

Net Assets or Fund Balances	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
		<b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,192,608
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	-619

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )  
If section 4940(d)(2) applies, leave this part blank

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	619,861	11,756,306	0 052726
2013	673,886	10,799,655	0 062399
2012	530,166	10,300,608	0 051469
2011	384,646	8,816,697	0 043627
2010		2,393,147	

2	Total of line 1, column (d). . . . .	2	0 210221
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 052555
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. . . . .	4	10,562,121
5	Multiply line 4 by line 3. . . . .	5	555,092
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	14,074
7	Add lines 5 and 6. . . . .	7	569,166
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	705,138

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

Part VI

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_  
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b . . . . .

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

3

Add lines 1 and 2. . . . .

3

14,074

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .

5

14,074

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

18,492

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

18,492

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

4,418

11

Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 4,418 Refunded ☒

11

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

Did the foundation file Form 1120-POL for this year? . . . . .

1c

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
(1) On the foundation ☒ \$ \_\_\_\_\_ (2) On foundation managers ☒ \$ \_\_\_\_\_

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ \_\_\_\_\_

2

Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .  
If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .  
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. . . . .

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)  
☒ \_\_\_\_\_

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

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 . . . . .

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶CHRISTOPHER H RUSSI Telephone no ▶(757) 493-2131 Located at ▶308 REFUGE CROSSING CHESAPEAKE VA ZIP+4 ▶23320			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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? ( <b>Exception.</b> 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 <b>any</b> 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)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? . . . . . <input type="checkbox"/>	1c		
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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . . <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i> ) . . . . . <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

**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

**5b**

**6b**

**7b**

**7b**

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

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

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

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. . . . .		

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 DISTRIBUTION OF FUNDS FOR CHARITABLE AND EDUCATIONAL PURPOSES, INCLUDING, BUT NOT LIMITED TO, THOSE PROGRAMS THAT IMPROVE THE QUALITY OF YOUNG ADULTS	663,000
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 . . . . .	



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	9,777,799
b	Average of monthly cash balances. . . . .	1b	945,166
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	10,722,965
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	10,722,965
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	160,844
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,562,121
6	Minimum investment return.Enter 5% of line 5. . . . .	6	528,106

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	528,106
2a	Tax on investment income for 2015 from Part VI, line 5. . . . .	2a	14,074
b	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	14,074
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	514,032
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	514,032
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	514,032

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	705,138
b	Program-related investments—total from Part IX-B. . . . .	1b	
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	705,138
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	14,074
6	Adjusted qualifying distributions.Subtract line 5 from line 4. . . . .	6	691,064
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				514,032
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010. . . . .				
b From 2011. . . . .				
c From 2012. . . . .				47,623
d From 2013. . . . .				150,841
e From 2014. . . . .				43,804
f Total of lines 3a through e. . . . .	242,268			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 705,138				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2015 distributable amount. . . . .				514,032
e Remaining amount distributed out of corpus	191,106			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	433,374			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2016 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). . . . .				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .	433,374			
10 Analysis of line 9				
a Excess from 2011. . . . .				
b Excess from 2012. . . . .				47,623
c Excess from 2013. . . . .				150,841
d Excess from 2014. . . . .				43,804
e Excess from 2015. . . . .				191,106

## Part XIV

**1a** 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. . . . ▶

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

<b>2a</b>	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			<b>(e) Total</b>
		<b>(a) 2015</b>	<b>(b) 2014</b>	<b>(c) 2013</b>	<b>(d) 2012</b>	

• 85% of line 2a . . . . .

Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
--	--	--	--	--	--

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 . . . .					

<b>3</b> Complete 3a, b, or c for the alternative test relied upon						
--	--	--	--	--	--	--

"Assets" alternative test—enter					
---------------------------------	--	--	--	--	--

(1) Value of all assets . . . . .					

<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
--	--	--	--	--	--

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
--	--	--	--	--	--

Support alternative test—enter					
--------------------------------	--	--	--	--	--

<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
--	--	--	--	--	--

<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
--	--	--	--	--	--

<b>(3)</b> Largest amount of support from an exempt organization					
--	--	--	--	--	--

(4) Gross investment income					
-----------------------------	--	--	--	--	--

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

## 1 Information Regarding Foundation Managers:

• 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) )

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

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

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

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

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

**c** Any submission deadlines

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

**Part XV**

**Supplementary Information**(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	663,000
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	

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		
<b>1</b> Program service revenue						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments . . . . .			14	46,706		
<b>4</b> Dividends and interest from securities. . . . .			14	196,142		
<b>5</b> Net rental income or (loss) from real estate						
<b>a</b> Debt-financed property. . . . .						
<b>b</b> Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property . . . . .						
<b>7</b> Other investment income. . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			14	1,192,608		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory . . . . .						
<b>11</b> Other revenue <b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				1,435,456		
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .					1,435,456	

[illegible]

**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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

[illegible]

**b** If "Yes," complete the following schedule

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

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

\* \* \* \* \*

## Title

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

Phone no (757) 961-5017

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
3993 272 SHARES CALAMOS EVOLVING WOR	D	2015-02-03	2015-10-06
600 SHARES CHEMOURS CO COM	D	2010-12-31	2015-10-06
2014 288 SHARES E V FLOATING RATE I	D	2014-09-30	2015-09-17
2,225 SHARES CHEVRON CORP	D	2010-12-31	2015-05-05
15 635 SHARES FIRST TRUST N AMERICAN	D	2014-11-06	2015-05-20
50,000 SHARES CON EDISON CO NY	D	2013-07-08	2015-12-15
1,000 SHARES LINEAR TECHNOLOGY CORP	D	2014-11-06	2015-10-06
25,000 SHARES COVIDIEN INTL FIN 2800	D	2012-01-20	2015-06-15
400 SHARES METLIFE INCORPORATED	D	2014-11-06	2015-01-07
153 SHARES DOMINION RES INC NEW	D	2010-12-31	2015-10-06

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
47,480		52,791	-5,311
4,838		1,321	3,517
17,665		18,023	-358
241,246		32,161	209,085
431,058		427,752	3,306
50,000		50,000	
41,740		43,407	-1,667
25,000		25,000	
20,420		21,691	-1,271
10,691		266	10,425

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,311
			3,517
			-358
			209,085
			3,306
			-1,667
			-1,271
			10,425

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co )	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr )	(d) Date sold (mo , day, yr )
1,500 SHARES QUALCOMM INC	D	2014-11-06	2015-01-07
2,550 SHARES DOW CHEMICAL CO	D	2010-12-31	2015-05-05
1,720 SHARES AMERICAN EXPRESS CO	D	2013-02-28	2015-10-06
3,600 SHARES EMERSON ELECTRICAL CO	D	2010-12-31	2015-01-07
49,501 609 SHARES E V FLOATING RATE	D	2014-04-30	2015-09-17
3,500 SHARES EXXON MOBIL CORP	D	2010-12-31	2015-05-05
5,650 SHARES FIRST TRUST N AMERIC	D	2013-02-27	2015-05-20
50,000 SHARES FHLMC	D	2014-04-22	2015-06-26
45 SHARES KIMBERLY CLARK CORP	D	2012-11-02	2015-09-09
1,500 SHARES INTL BUSINESS MACHINES	D	2010-12-31	2015-05-05

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
110,548		105,866	4,682
131,174		32,990	98,184
132,471		106,912	25,559
218,187		12,592	205,595
434,129		446,908	-12,779
303,838		1,243	302,595
155,771		126,899	28,872
50,000		48,975	1,025
4,764		3,623	1,141
259,278		28,218	231,060

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,682
			98,184
			25,559
			205,595
			-12,779
			302,595
			28,872
			1,025
			1,141
			231,060



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

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
3,245 SHARES LINEAR TECH CORP	D	2013-11-22	2015-10-06
640 SHARES KIMBERLY CLARK CORP	D	2011-07-07	2015-09-09
1,805 SHARES OF MICHAEL KORS HOLDING	D	2013-05-13	2015-05-27
50,000 SHARES LILLY ELI & CO	D	2013-07-08	2015-06-11
1,315 SHARES UNITED TECHNOLOGIES	D	2013-04-30	2015-10-06
6,715 917 SHARES LOOMIS SAYLES BOND	D	2011-07-07	2015-10-06
100 SHARES WALGREENS BOOTS ALLIAN	D	2013-11-13	2015-10-06
2,360 SHARES METLIFE INCORPORATED	D	2011-07-07	2015-01-07
104 SHARES AT&T INC	D	2010-12-31	2015-10-06
1,115 SHARES QUALCOMM INC	D	2012-04-12	2015-01-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
135,445		137,874	-2,429
67,760		41,005	26,755
86,699		110,953	-24,254
51,780		51,522	258
121,985		120,147	1,838
92,881		100,000	-7,119
8,456		6,035	2,421
120,480		86,338	34,142
3,469		590	2,879
82,174		74,813	7,361

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,429
			26,755
			-24,254
			258
			1,838
			-7,119
			2,421
			34,142
			2,879
			7,361

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TOGETHER WE CAN 5101 CLEVELAND STREET SUITE 308 VIRGINIA BEACH,VA 23462		501(C)(3)	THE CONNECTIONS PROGRAM FOR CHILDREN	85,000
FRIENDS OF THE VB JDRC 2425 NIMMO PKWY BLDG 10A GROUND FLOOR VIRGINIA BEACH,VA 23456		501(C)(3)	IN SUPPORT OF COMMUNITY SERVICE	20,000
HOPE HOUSE FOUNDATION 801 BOUSH STREET SUITE 302 NORFOLK,VA 23510		501(C)(3)	SPECIAL NEEDS HOUSING, QUALITY OF	40,000
ST COLUMBIA ECUMENICAL 2114 LAFAYETTE BLVD NORFOLK,VA 23509		501(C)(3)	PRESCRIPTION MEDICATION PRGM	40,000
THE SALVATION ARMY OF TIDEWATER 5525 RABY ROAD NORFOLK,VA 23513		501(C)(3)	RENT ASSISTANCE PROGRAM	160,000
THE BOYS AND GIRLS CLUB OF SE VA 3415 AZALEA GARDEN ROAD NORFOLK,VA 23513		501(C)(3)	CLUB PRGM FOR YOUTH AND TEENS	80,000
SETON YOUTH SHELTERS 3333 VIRGINIA BEACH BLVD VIRGINIA BEACH,VA 23452		501(C)(3)	EMERGENCY FAMILY AND YOUTH SHELTER	65,000
FORKIDS INC PO BOX 6044 NORFOLK,VA 23508		501(C)(3)	IN SUPPORT OF PRGM FOR HOMELESS	110,000
THE MISSION CONTINUES 1141 SOUTH 7TH STREET ST LOUIS,MO 63104		501(C)(3)	IN SUPPORT OF PRGM FOR VETERANS	10,000
TCC EDUCATIONAL FOUNDATION 121 COLLEGE PLACE SUITE 622 NORFOLK,VA 23510		501 (C)(3)	GREAT EXPECTATION PROGRAM	35,000
TIDEWATER YOUTH SVCS FDN 2404 AIRLINE BLVD PORTSMOUTH,VA 23701		501 (C)(3)	GENERAL SUPPORT	8,000
VIRGINIA STAGE COMPANY PO BOX 3770 NORFOLK,VA 23514		501 (C)(3)	OUTREACH PROGRAM IN SCHOOL SYSTEM	10,000
<b>Total . . . . .</b>				663,000

**TY 2015 Accounting Fees Schedule**

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,000	1,600		2,400

## TY 2015 Investments - Other Schedule

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MORGAN STANLEY SMITH BARNEY	AT COST	6,651,382	9,426,711
JACKSON NATIONAL LIFE INSURANCE	AT COST	1,000,000	937,614

TY 2015 Other Assets Schedule

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
OGM MINERAL RIGHTS	280	280	

TY 2015 Other Decreases Schedule

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Description	Amount
PRIOR YEAR ADJUSTMENT	110,999

# TY 2015 Other Expenses Schedule

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
POSTAGE	164	66		98
BANQUET	1,891	756		1,135

**TY 2015 Other Professional Fees Schedule**

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	64,150	25,660		38,490



TY 2015 Taxes Schedule

**Name:** THE AGENA FOUNDATION INC

**EIN:** 26-2882583

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	25	10		15