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

Name of foundation COMMONWEALTH FOUNDATIONS		A Employer identification number 46-5103846	
Number and street (or P O box number if mail is not delivered to street address) 800 E CANAL STREET NO 1900		Room/suite	B Telephone number (see instructions) (804) 643-4200
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23219		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name 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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), 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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 147,633		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 books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,769,365			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		0		
	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	10,769,365	0		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	 800	0		0
	b Accounting fees (attach schedule).	 8,050	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 1,182	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	10,032	0		0
	25 Contributions, gifts, grants paid	10,676,044			10,676,044
	26 Total expenses and disbursements. Add lines 24 and 25	10,686,076	0		10,676,044
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	83,289			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	64,344	147,633	147,633
	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 (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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	64,344	147,633	147,633	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	64,344	147,633	
	30	Total net assets or fund balances(see instructions)	64,344	147,633	
31	Total liabilities and net assets/fund balances(see instructions)	64,344	147,633		

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 64,344
2	Enter amount from Part I, line 27a	2 83,289
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 147,633
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	6 147,633

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				
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			
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 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			
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	11,278,661	45,842	246 033354
2013			
2012			
2011			
2010			

2	Total of line 1, column (d).	2	246 033354
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	246 033354
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	53,932
5	Multiply line 4 by line 3.	5	13,269,071
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	13,269,071
8	Enter qualifying distributions from Part XII, line 4.	8	10,676,044

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 VII

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 <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 type="checkbox"/> and enter 1% of Part I, line 27b		1	0
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	0
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	0
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a		
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	0
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	0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶		10	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ Refunded ▶		11	

Part VII-A

Statements Regarding Activities

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

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 ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>THE ORGANIZATION</u> Telephone no ► <u>(804) 643-4200</u> Located at ► <u>800 EAST CANAL STREET SUITE 1900 RICHMOND VA</u> ZIP+4 ► <u>23219</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —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 checked="" type="checkbox"/> Yes <input 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	No
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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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>).	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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

▶

c

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

☐ Yes

☐ No

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

6a

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

☐ Yes

☒ No

b

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

6b

No

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?

7b

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALICE T GOODWIN	DIRECTOR	0	0	0
800 E CANAL ST STE 1900 RICHMOND, VA 23219	0 10			
WILLIAM H GOODWIN JR	DIRECTOR,	0	0	0
800 E CANAL ST STE 1900 RICHMOND, VA 23219	PRESIDENT/TREASU 0 10			

2

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

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

Total

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

▶

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. 0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	54,753
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	54,753
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	54,753
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	821
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,932
6	Minimum investment return. Enter 5% of line 5.	6	2,697

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	2,697
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,697
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,697
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	2,697

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	10,676,044
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	10,676,044
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,676,044

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				2,697
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		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 ► \$ 10,676,044				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				2,697
e Remaining amount distributed out of corpus	10,673,347			
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	10,673,347			
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 instructions			0	
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).	10,769,365			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).	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 XIV

b Check box to indicate whether the organization is a:

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

1 Information Regarding Foundation Managers:

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

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

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)				
a Paid during the year See Additional Data Table				
Total			▶ 3a	10,676,044
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
COMMONWEALTH FOUNDATION I (EIN 62-668516)	509(A)	COMMON DIRECTORS
COMMONWEALTH FOUNDATION II (EIN 62-668517)	509(A)	COMMON DIRECTORS
COMMONWEALTH FOUNDATION III (EIN 62-668518)	509(A)	COMMON DIRECTORS
COMMONWEALTH FOUNDATION IV (EIN 62-668519)	509(A)	COMMON DIRECTORS
COMMONWEALTH FOUNDATION V (EIN 62-668521)	509(A)	COMMON DIRECTORS

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.

<div style="border-bottom: 1px solid black; padding-bottom: 5px;">*****</div> <div style="text-align: center;">Signature of officer or trustee</div>	<div style="border-bottom: 1px solid black; padding-bottom: 5px;">2016-11-08</div> <div style="text-align: center;">Date</div>	<div style="border-bottom: 1px solid black; padding-bottom: 5px;">*****</div> <div style="text-align: center;">Title</div>
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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 <input type="checkbox"/>	PTIN P00581123
	Firm's name <input type="checkbox"/> TIMOTHY BENUSA & ASSOCIATES CPA			Firm's EIN <input type="checkbox"/>	
	Firm's address <input type="checkbox"/> 690 HUGUENOT TRAIL MIDLOTHIAN, VA 23113			Phone no <input type="checkbox"/>	(804) 897-4583

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CIVIL WAR CTR HISTORIC TREDEGAR 490 TREDEGAR STREET RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	50,000
AMERICAN CIVIL WAR MUSEUM 1201 E CLAY STREET RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	750,000
AMERICAN DIABETES ASSOCIATION 4335 COX ROAD GLEN ALLEN,VA 23060	NONE	PC	GENERAL SUPPORT	2,500
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT GLEN ALLEN,VA 23060	NONE	PC	GENERAL SUPPORT	5,000
AMERICAN RED CROSS 420 EAST CARY STRET RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	5,000
AN ACHIEVABLE DREAM INC 10858 WARWICK BLVD STE A NEWPORT NEWS,VA 23601	NONE	PC	GENERAL SUPPORT	10,000
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND,VA 23223	NONE	PC	GENERAL SUPPORT	134,000
ART ON WHEELS 3108 WEST LEIGH STREET 7 RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	1,000
ASK 5211 WEST BROAD STREET RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	2,500
BOLLING HAXALL HOUSE FOUNDATION 211 E FRANKLIN ST RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	1,000
BON SECOURS RICHMOND HEALTH CARE FNDTN 7229 FOREST AVENUE SUITE 200 RICHMOND,VA 23226	NONE	PC	GENERAL SUPPORT	45,000
BOYS & GIRLS CLUBS OF CHARLOTTESVILLE 108 5TH ST SE CHARLOTTESVILLE,VA 22902	NONE	PC	GENERAL SUPPORT	4,000
BSA TROOP 444 4200 CARY STREET RD RICHMOND,VA 23221	NONE	PC	GENERAL SUPPORT	500
CENTERSTAGE FOUNDATION 111 VIRGINIA ST 100 RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	7,000
CHARLOTTESVILLE COMMUNITY BASEBALL INC P O BOX 4836 CHARLOTTESVILLE,VA 22905	NONE	PC	GENERAL SUPPORT	8,000
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE STE 200 CHARLOTTESVILLE,VA 22903	NONE	PC	GENERAL SUPPORT	4,000
CHILDREN'S MUSEUM OF RICHMOND 2626 WEST BROAD STREET RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	1,000
CHILDSAVERS 200 N 22ND STREET RICHMOND,VA 23223	NONE	PC	GENERAL SUPPORT	3,000
CHURCH HILL ACTIVITIES & TUTORING 601 N 31ST STREET RICHMOND,VA 23223	NONE	PC	GENERAL SUPPORT	2,500
COLLEGE OF CHARLESTON FOUNDATION 66 GEORGE ST CHARLESTON,SC 29424	NONE	PC	GENERAL SUPPORT	5,000
COLLEGIATE SCHOOL NORTH MOORELAND ROAD RICHMOND,VA 23229	NONE	PC	GENERAL SUPPORT	835,000
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 WEST MARSHALL ST STE 2 RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	1,000
CONNECTICUT CHILDREN'S MEDICAL CENTER 282 WASHINGTON ST HARTFORD,CT 06106	NONE	PC	GENERAL SUPPORT	5,000
DARDEN SCHOOL FOUNDATION P O BOX 7726 CHARLOTTESVILLE,VA 22906	NONE	PC	GENERAL SUPPORT	1,818,000
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER,NH 03755	NONE	PC	GENERAL SUPPORT	20,000
FAISON SCHOOL FOR AUTISM 1701 BYRD AVENUE RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	258,000
FELLOWSHIP OF CHRISTIAN ATHLETES 308 CROWELL LANE LYNCHBURG,VA 24502	NONE	PC	GENERAL SUPPORT	1,000
FIELD SCHOOL OF CHARLOTTESVILLE P O BOX 4234 CHARLOTTESVILLE,VA 22905	NONE	PC	GENERAL SUPPORT	46,500
FIGHTSMA 8016 STAPLES MILL ROAD RICHMOND,VA 23228	NONE	PC	GENERAL SUPPORT	2,500
FRANKLIN-SOUTHAMPTON AREA UNITED WAY P O BOX 366 FRANKLIN,VA 23851	NONE	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FREDERICK BANTING FOUNDATION 6 QUEENS PARK CRESCENT WEST RM 10 TORONTO,ON S 3H2 CA	NONE	PC	GENERAL SUPPORT	800,000
FULL CIRCLE GRIEF CENTER 10611 PATTERSON AVENUE BLDG 201 RICHMOND,VA 23238	NONE	PC	GENERAL SUPPORT	1,000
GRAND TETON NATIONAL PARK FOUNDATION 25 S WILLOW SUITE 10 JACKSON,WY 83001	NONE	PC	GENERAL SUPPORT	2,500
HEART OF VA COUNCIL BSA 4015 FITZHUGH AVENUE RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	7,500
HIGH STREET UNITED METHODIST CHURCH P O BOX 218 FRANKLIN,VA 23851	NONE	PC	GENERAL SUPPORT	15,000
HILTON HEAD HEROES 6 RED MAPLE ROAD HILTON HEAD,SC 29928	NONE	PC	GENERAL SUPPORT	8,000
HOLLINGS CANCER CENTER 86 JONATHAN LUCAS STREET MSC 955 CHARLESTON,SC 29425	NONE	PC	GENERAL SUPPORT	10,000
HUNTERS FOR THE HUNGRY PO BOX 304 BIG ISLAND,VA 24526	NONE	PC	GENERAL SUPPORT	250
JACK & ABBY NEONATAL FOUNDATION P O BOX 2628 GLEN ALLEN,VA 23058	NONE	PC	GENERAL SUPPORT	8,000
JAMES RIVER ASSOCIATION 4833 OLD MAIN STREET RICHMOND,VA 23231	NONE	PC	GENERAL SUPPORT	5,000
JDRF 1801 LIBBIE AVENUE STE 106 RICHMOND,VA 23226	NONE	PC	GENERAL SUPPORT	1,000
JOURNEYS SCHOOL OF TETON SCIENCE SCHOOLS 700 COYOTE CANYON ROAD JACKSON,WY 83001	NONE	PC	GENERAL SUPPORT	8,000
JR BRD SHELTERING ARMS PHYS REHAB HOSP P O BOX 8762 RICHMOND,VA 23226	NONE	PC	GENERAL SUPPORT	1,000
JUNIOR ACHIEVEMENT OF CENRAL VIRGINIA 7217 WEST BROAD STREET RICHMOND,VA 23294	NONE	PC	GENERAL SUPPORT	5,000
JUNIOR LEAGUE OF RICHMOND 205 WEST FRANKLIN STREET RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	1,000
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KENAN-FLAGLER BUSINESS SCHOOL FOUNDATION THE KENAN CENTER CB 3440 CHAPEL HILL, NC 275993440	NONE	PC	GENERAL SUPPORT	80,000
KIAWAH ISLAND CONSERVANCY 80 KESTREL COURT KIAWAH ISLAND, SC 29455	NONE	PC	GENERAL SUPPORT	1,000
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042	NONE	PC	GENERAL SUPPORT	15,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE HENRICO, VA 23228	NONE	PC	GENERAL SUPPORT	2,500
LIGHT HOUSE STUDIO 121 EAST WATER STREET CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL SUPPORT	20,000
MARTHA JEFFERSON HOSPITAL FOUNDATION 459 LOCUST AVENUE CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL SUPPORT	15,000
MARY BALDWIN COLLEGE 318 PROSPECT ST STAUNTON, VA 24401	NONE	PC	GENERAL SUPPORT	10,000
MASSEY CANCER CENTER P O BOX 980037 RICHMOND, VA 232980037	NONE	PC	GENERAL SUPPORT	10,760
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	NONE	PC	GENERAL SUPPORT	275,000
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 559050001	NONE	PC	GENERAL SUPPORT	100,000
MCV FOUNDATION 1228 E BROAD ST RICHMOND, VA 23298	NONE	PC	GENERAL SUPPORT	2,000
METRO RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS STE 300 RICHMOND, VA 23230	NONE	PC	GENERAL SUPPORT	13,000
MILLER CENTER FOUNDATION P O BOX 400807 CHARLOTTESVILLE, VA 229044807	NONE	PC	GENERAL SUPPORT	2,000
MILLER SCHOOL OF ALBEMARLE 1000 SAMUEL MILLER LOOP CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL SUPPORT	18,500
MIT 500 MAIN STREET CAMBRIDGE, MA 021394822	NONE	PC	GENERAL SUPPORT	65,667
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOTHER EMANUEL HOPE FUND P O 304 CHARLESTON, SC 29402	NONE	PC	GENERAL SUPPORT	9,000
NATIONAL MS SOCIETY 4200 INNSLAKE DRIVE STE 301 GLEN ALLEN, VA 23060	NONE	PC	GENERAL SUPPORT	10,000
NOAH'S CHILDREN 5875 BREMO ROAD STE 305 RICHMOND, VA 23226	NONE	PC	GENERAL SUPPORT	16,750
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DRIVE STE 101 RICHMOND, VA 232254047	NONE	PC	GENERAL SUPPORT	1,000
PARTNERSHIP FOR THE FUTURE 4521 HIGHWOODS PARKWAY GLEN ALLEN, VA 23060	NONE	PC	GENERAL SUPPORT	1,000
PAUL D CAMP COMMUNITY COLLEGE 100 N COLLEGE DR FRANKLIN, VA 23851	NONE	PC	GENERAL SUPPORT	1,000
PEABODY SCHOOL 1232 STONEY RIDGE ROAD CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL SUPPORT	86,250
PLANNED PARENTHOOD SOUTH ATLANTIC 2964 HYDRAULIC ROAD CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL SUPPORT	4,000
POSITIVE VIBE FOUNDATION 2825 HATHAWAY ROAD RICHMOND, VA 23225	NONE	PC	GENERAL SUPPORT	20,000
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE	PC	GENERAL SUPPORT	4,000
RICHMOND FIRST TEE 9211 FOREST HILL ROAD STE 104 RICHMOND, VA 23235	NONE	PC	GENERAL SUPPORT	28,000
RICHMOND SPCA 2519 HERMITAGE RD RICHMOND, VA 23220	NONE	PC	GENERAL SUPPORT	2,000
RICHMOND SYMPHONY 612 EAST GRACE STREET STE 401 RICHMOND, VA 23219	NONE	PC	GENERAL SUPPORT	5,000
ROANOKE CATHOLIC SCHOOL 621 NORTH JEFFERSON STREET ROANOKE, VA 24016	NONE	PC	GENERAL SUPPORT	185,250
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558	NONE	PC	GENERAL SUPPORT	7,300
Total ► 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCIENCE MUSEUM OF VIRGINIA FOUNDATION P O BOX 11624 RICHMOND,VA 232300624	NONE	PC	GENERAL SUPPORT	2,500
SPECIAL OLYMPICS VIRGINIA 3212 SKIPWITH ROAD SUITE 100 RICHMOND,VA 23294	NONE	PC	GENERAL SUPPORT	5,000
SPORTABLE 1365 OVERBROOK RD ROOM 2 RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	1,500
ST ANDREW'S SCHOOL 227 S CHERRY STREET RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	2,500
ST ANNE'S - BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE,VA 22903	NONE	PC	GENERAL SUPPORT	268,000
ST STEPHEN'S EPISCOPAL CHURCH 6000 GROVE AVENUE RICHMOND,VA 23226	NONE	PC	GENERAL SUPPORT	224,000
THE COLLEGE FOUNDATION OF UVA P O BOX 400801 CHARLOTTESVILLE,VA 22904	NONE	PC	GENERAL SUPPORT	25,000
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DR STE 110 RICHMOND,VA 23225	NONE	PC	GENERAL SUPPORT	10,000
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE,NJ 08648	NONE	PC	GENERAL SUPPORT	22,500
THE LEUKEMIA & LYMPHOMA SOCIETY 5540 FALMOUTH STREET SUITE 101 RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	500
THE MONTPELIER FOUNDATION P O BOX 911 ORANGE,VA 22960	NONE	PC	GENERAL SUPPORT	4,000
THE RICHMOND FORUM 6968 FOREST HILL AVENUE RICHMOND,VA 23225	NONE	PC	GENERAL SUPPORT	1,520
THE THOMAS JEFFERSON FOUNDATION P O BOX 316 CHARLOTTESVILLE,VA 22902	NONE	PC	GENERAL SUPPORT	20,000
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	94,000
THISTLE FARMS 5122 CHARLOTTE AVE NASHVILLE,TN 37209	NONE	PC	GENERAL SUPPORT	40,000
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TREASURER CHESTERFIELD COUNTY PO BOX 26585 RICHMOND,VA 232850088	NONE	PC	GENERAL SUPPORT	500
TUCKAHOE VOLUNTEER RESCUE SQUAD 1101 HORSEPEN RD RICHMOND,VA 23229	NONE	PC	GENERAL SUPPORT	250
U-TURN INC 2101 MAYWILL ST RICHMOND,VA 23230	NONE	PC	GENERAL SUPPORT	2,500
US SKI AND SNOWBOARD FOUNDATION BOX 100 PARK CITY,UT 84060	NONE	PC	GENERAL SUPPORT	8,500
UNITED WAY P O BOX 91706 RICHMOND,VA 232911706	NONE	PC	GENERAL SUPPORT	25,000
UNITED WAY OF COASTAL GEORGIA P O BOX 877 BRUNSWICK,GA 31521	NONE	PC	GENERAL SUPPORT	1,000
UNIVERSITY OF VIRGINIA P O BOX 400807 CHARLOTTESVILLE,VA 229044220	NONE	PC	GENERAL SUPPORT	58,500
UVA ALUMNI ASSOCIATION P O BOX 400314 CHARLOTTESVILLE,VA 229044314	NONE	PC	GENERAL SUPPORT	11,500
UVA CENTER FOR POLITICS BOX 400806 CHARLOTTESVILLE,VA 22904	NONE	PC	GENERAL SUPPORT	1,000
UVA COLLEGE AT WISE 1 COLLEGE AVE WISE,VA 24293	NONE	PC	GENERAL SUPPORT	2,000
UVA HEALTH FOUNDATION P O BOX 800773 CHARLOTTESVILLE,VA 22908	NONE	PC	GENERAL SUPPORT	349,500
VA CHILDREN'S HOSPITAL ALLIANCE P O BOX 230 MANAKINSABOT,VA 23103	NONE	PC	GENERAL SUPPORT	455,697
VA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD STE B RICHMOND,VA 23229	NONE	PC	GENERAL SUPPORT	2,500
VCU SCHOOL OF ENGINEERING FOUNDATION P O BOX 843068 RICHMOND,VA 232843068	NONE	PC	GENERAL SUPPORT	25,000
VILLAGE AT WOOD'S EDGE 1401 NORTH HIGH STREET FRANKLIN,VA 23851	NONE	PC	GENERAL SUPPORT	10,000
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA ATHLETICS FOUNDATION P O BOX 400883 CHARLOTTESVILLE,VA 229044833	NONE	PC	GENERAL SUPPORT	191,600
VIRGINIA BUSINESS HIGHER ED COUNCIL 1108 E MAIN ST 1100 RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	2,500
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL RD STE 202 RICHMOND,VA 23228	NONE	PC	GENERAL SUPPORT	2,500
VIRGINIA EPISCOPAL SCHOOL 400 VES ROAD LYNCHBURG,VA 24503	NONE	PC	GENERAL SUPPORT	10,000
VIRGINIA HISTORICAL SOCIETY P O BOX 7311 RICHMOND,VA 23221	NONE	PC	GENERAL SUPPORT	69,167
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND,VA 23294	NONE	PC	GENERAL SUPPORT	5,000
VIRGINIA MUSEUM OF FINE ARTS 200 NORTH BOULEVARD RICHMOND,VA 232204007	NONE	PC	GENERAL SUPPORT	7,114
VIRGINIA STATE UNIVERSITY 1 HAYDEN DRIVE PETERSBURG,VA 23806	NONE	PC	GENERAL SUPPORT	25,000
VIRGINIA TECH FOUNDATION 902 PRICES FORK RD SUITE 4500 BLACKSBURG,VA 24060	NONE	PC	GENERAL SUPPORT	2,505,000
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA,VA 22304	NONE	PC	GENERAL SUPPORT	5,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON,VA 24450	NONE	PC	GENERAL SUPPORT	152,619
WESTMINISTER CANTERBURY FOUNDATION 1600 WESTBROOK AVE RICHMOND,VA 23227	NONE	PC	GENERAL SUPPORT	5,000
WILDERNESS ALTERNATIVES INCORPORATED 13805 VILLAGE MILL DRIVE MIDLOTHIAN,VA 231144304	NONE	PC	GENERAL SUPPORT	2,500
WORLD GOLF FOUNDATION - THE FIRST TEE 1 WORLD GOLF PLACE ST AUGUSTINE,FL 32092	NONE	PC	GENERAL SUPPORT	100,000
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DRIVE STE 304 RICHMOND,VA 23226	NONE	PC	GENERAL SUPPORT	1,600
Total ▶ 3a				10,676,044

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA OF RICHMOND 6 NORTH FIFTH STREET RICHMOND, VA 23219	NONE	PC	GENERAL SUPPORT	3,750
Total ▶ 3a				10,676,044

TY 2015 Accounting Fees Schedule

Name: COMMONWEALTH FOUNDATIONS

EIN: 46-5103846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,050	0		0

TY 2015 Explanation of Non-Filing with Attorney General Statement

Name: COMMONWEALTH FOUNDATIONS

EIN: 46-5103846

Statement: VA CODE 57-49 REQUIRES NONPROFIT REGISTRATION/ANNUAL FILING WITH THE ATTORNEY GENERAL ONLY IF THE NONPROFIT WILL SOLICIT CONTRIBUTIONS IN VIRGINIA. COMMONWEALTH FOUNDATIONS DOES NOT SOLICIT CONTRIBUTIONS BY ANY MEANS IN ANY STATE, AND IS NOT REQUIRED TO FILE ITS FORM 990-PF WITH THE VA ATTORNEY GENERAL'S OFFICE.

TY 2015 General Explanation Attachment**Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846

Identifier	Return Reference	Explanation
	FOOTNOTE TO FORM 990-PF	COMMONWEALTH FOUNDATIONS HEREBY ELECTS TO BE TREATED AS A CONDUIT FOUNDATION WITHIN THE MEANING OF IRC SECTION 170(B)(1)(F) FOR TAX YEAR ENDED 12/31/15, COMMONWEALTH FOUNDATIONS HAS DISTRIBUTED IN 2015 (AND BEFORE MARCH 15, 2016) AND TREATED AS A DISTRIBUTION OUT OF CORPUS FROM THE 2015 QUALIFYING DISTRIBUTIONS MADE BY COMMONWEALTH FOUNDATIONS THE AMOUNT OF \$10,769,364 IN ACCORDANCE WITH THE RULES OF IRC SECTION 4942(H) AND THE REGULATIONS THEREUNDER THESE DISTRIBUTIONS FROM CORPUS EQUAL THE AMOUNT OF THE CONTRIBUTIONS RECEIVED BY COMMONWEALTH FOUNDATIONS DURING 2015 OF \$10,769,364

TY 2015 Legal Fees Schedule

Name: COMMONWEALTH FOUNDATIONS

EIN: 46-5103846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	800	0		0

TY 2015 Other Expenses Schedule**Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	1,182	0		0

TY 2015 Substantial Contributors Schedule

Name: COMMONWEALTH FOUNDATIONS

EIN: 46-5103846

Name	Address
COMMONWEALTH FOUNDATION I (EIN 62-1668516)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION II (EIN 62-1668517)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION III (EIN 62-1668518)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION IV (EIN 62-1668519)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION V (EIN 62-1668521)	800 E CANAL ST STE 1900 RICHMOND, VA 23219

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990</div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>COMMONWEALTH FOUNDATIONS</div>	<div>Employer identification number</div> <div>46-5103846</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div> <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization COMMONWEALTH FOUNDATIONS	Employer identification number 46-5103846
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	COMMONWEALTH FOUNDATION I (EIN 62-1668516)	\$ 2,153,873	Person <input checked="" type="checkbox"/>
	800 E CANAL ST STE 1900		Payroll <input type="checkbox"/>
	RICHMOND, VA 23219		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	COMMONWEALTH FOUNDATION II (EIN 62-1668517)	\$ 2,153,873	Person <input checked="" type="checkbox"/>
	800 E CANAL ST STE 1900		Payroll <input type="checkbox"/>
	RICHMOND, VA 23219		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	COMMONWEALTH FOUNDATION III (EIN 62-1668518)	\$ 2,153,873	Person <input checked="" type="checkbox"/>
	800 E CANAL ST STE 1900		Payroll <input type="checkbox"/>
	RICHMOND, VA 23219		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	COMMONWEALTH FOUNDATION IV (EIN 62-1668519)	\$ 2,153,873	Person <input checked="" type="checkbox"/>
	800 E CANAL ST STE 1900		Payroll <input type="checkbox"/>
	RICHMOND, VA 23219		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	COMMONWEALTH FOUNDATION V (EIN 62-1668521)	\$ 2,153,873	Person <input checked="" type="checkbox"/>
	800 E CANAL ST STE 1900		Payroll <input type="checkbox"/>
	RICHMOND, VA 23219		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number
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Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization COMMONWEALTH FOUNDATIONS	Employer identification number 46-5103846
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	