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EXTENDED TO NOVEMBER 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

A Employer identification number

ALLEGHANY FOUNDATION

54-1027400

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

Room/suite

POST OFFICE BOX 1176

B Telephone number

(540) 962-0970

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

COVINGTON, VA 24426

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☐

Cash

☒

Accrual

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

Other (specify)

\$ 57,713,773. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1	Contributions, gifts, grants, etc., received				N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments					
	4	Dividends and interest from securities	2,611,785.	2,611,785.			STATEMENT 1
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10	4,462,850.				
	b	Gross sales price for all assets on line 6a	42,050,237.				
	7	Capital gain net income (from Part IV, line 2)		4,462,850.			
	8	Net short-term capital gain					
Operating and Administrative Expenses	9	Income modifications					
	10a	Gross sales less returns and allowances					
	b	Less Cost of goods sold					
	c	Gross profit or (loss)					
	11	Other income	57,984.	39,421.			STATEMENT 2
	12	Total. Add lines 1 through 11	7,132,619.	7,114,056.			
	13	Compensation of officers, directors, trustees, etc.	146,500.	14,650.			131,850.
	14	Other employee salaries and wages	74,733.	17,586.			57,148.
	15	Pension plans, employee benefits	53,113.	7,825.			45,288.
	16a	Legal fees STMT 3	11,245.	2,249.			8,996.
	b	Accounting fees STMT 4	59,475.	33,829.			25,646.
	c	Other professional fees STMT 5	615,529.	533,786.			81,743.
	17	Interest					
	18	Taxes STMT 6	40,609.	33,921.			25.
	19	Depreciation and depletion	37,668.	0.			
	20	Occupancy	30,091.	0.			30,091.
	21	Travel, conferences, and meetings	43,689.	16,436.			27,253.
	22	Printing and publications	9,717.	0.			9,717.
	23	Other expenses STMT 7	29,461.	0.			29,461.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,151,830.	660,282.			447,218.
	25	Contributions, gifts, grants paid	7,097,575.				5,033,756.
	26	Total expenses and disbursements. Add lines 24 and 25	8,249,405.	660,282.			5,480,974.
	27	Subtract line 26 from line 12					
	a	Excess of revenue over expenses and disbursements	-1,116,786.				
	b	Net investment income (if negative, enter -0-)		6,453,774.			
	c	Adjusted net income (if negative, enter -0-)			N/A		

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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16471109 700842 ALLEG00300 2015.04030 ALLEGHANY FOUNDATION

ALLEG011

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	523,457.	132,926.	132,926.
	2 Savings and temporary cash investments		250,652.	250,652.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 10	6,229,486.	0.	0.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	50,867,691.	56,055,098.	52,354,571.
	14 Land, buildings, and equipment basis ▶ 1,263,979.			
	Less: accumulated depreciation ▶ 88,305.	1,081,163.	1,175,674.	1,175,674.
	15 Other assets (describe ▶ STATEMENT 12)	2,936,943.	3,799,950.	3,799,950.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item i)	61,638,740.	61,414,300.	57,713,773.
	17 Accounts payable and accrued expenses	78,502.	26,760.	
	18 Grants payable	8,322,101.	10,385,920.	
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	62,869.	0.	
	23 Total liabilities (add lines 17 through 22)	8,463,472.	10,412,680.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	53,175,268.	51,001,620.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	53,175,268.	51,001,620.	
	31 Total liabilities and net assets/fund balances	61,638,740.	61,414,300.	

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	53,175,268.
2 Enter amount from Part I, line 27a	2	-1,116,786.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	52,058,482.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,056,862.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	51,001,620.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 42,050,237.		37,587,387.	4,462,850.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			4,462,850.

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	4,462,850.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	3,197,789.	67,341,040.	.047486
2013	3,076,255.	64,952,608.	.047362
2012	2,731,741.	61,422,925.	.044474
2011	2,998,994.	60,561,229.	.049520
2010	3,208,195.	58,050,719.	.055265

2 Total of line 1, column (d)	2	.244107
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	.048821
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,987,361.
5 Multiply line 4 by line 3	5	2,928,643.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	64,538.
7 Add lines 5 and 6	7	2,993,181.
8 Enter qualifying distributions from Part XII, line 4 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	8	5,601,225.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	64,538.
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	64,538.
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	64,538.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6a	120,000.
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	120,000.
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	55,462.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 55,462. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALLEGHANYFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>MARY FANT DONNAN</u> Telephone no ► <u>540-962-0970</u> Located at ► <u>PO BOX 1176, COVINGTON, VA</u> ZIP+4 ► <u>24426</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		146,500.	26,311.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	56,436,716.
b	Average of monthly cash balances	1b	664,208.
c	Fair market value of all other assets	1c	3,799,950.
d	Total (add lines 1a, b, and c)	1d	60,900,874.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	60,900,874.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	913,513.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,987,361.
6	Minimum investment return. Enter 5% of line 5	6	2,999,368.

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	2,999,368.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	64,538.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	64,538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,934,830.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,934,830.
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	2,934,830.

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	5,480,974.
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	120,251.
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	5,601,225.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	64,538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,536,687.

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.

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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				2,934,830.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			2,507,160.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 5,601,225.				
a Applied to 2014, but not more than line 2a			2,507,160.	
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				2,934,830.
e Remaining amount distributed out of corpus	159,235.			
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	159,235.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	159,235.			
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	159,235.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

- (4) Gross investment income**

ALLEG011

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ALLEGHANY COUNTY 9212 WINTERBERRY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	TIRE AMNESTY	12,386.
ALLEGHANY COUNTY 9212 WINTERBERRY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JACKSON RIVER SCENIC TRAIL - PHASE II	16,122.
ALLEGHANY COUNTY 9212 WINTERBERRY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	VISION 2025 REAL ESTATE, UTILITIES & MARKETING	56,088.
ALLEGHANY COUNTY (ON BEHALF OF ALLEGHANY COUNTY UNITED FIRE AND RESCUE ASSO 9212 WINTERBERRY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	12-LEAD TRANSMISSION PROJECT	59,071.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, WEBSITE, SOFTWARE, WORKSHOP	250.
Total SEE CONTINUATION SHEET(S) ▶ 3a				5,033,756.
b Approved for future payment				
ALLEGHANY COUNTY 9212 WINTERBERRY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JRTC WELDING LAB UPGRADE & ENHANCEMENT	224,440.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	FUNDRAISING MATCH	88,372.
ALLEGHANY HIGHLANDS ARTS COUNCIL 450 W. MAIN STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS & RESIDENCY ACTIVITIES 2015-16	48,786.
Total SEE CONTINUATION SHEET(S) ▶ 3b				6,126,886.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	2,611,785.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	523000	18,563.	14	39,421.		
8 Gain or (loss) from sales of assets other than inventory			18	4,462,850.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		18,563.		7,114,056.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	7,132,619.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|--|---|-------|----|
| 3 | 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) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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

**Sign
Here**

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

► Michael Ball

11/14/16

► President

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

JEFF SMITH

[Signature]

11/09/16

P00446095

Firm's name ► **BROWN, EDWARDS & COMPANY, L.L.P.**

Firm's EIN ▶ 54-0504608

Firm's address ► 124 NEWMAN AVENUE
HARRISONBURG, VA 22801

Phone no. 540-434-6736

Form **990-PF** (2015)

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FROM K-1: COMMONFUND CAPITAL - STCG	P	VARIOUS	12/31/15
b FROM K-1: COMMONFUND CAPITAL - LTCL	P	VARIOUS	12/31/15
c FROM K-1: COMMONFUND CAPITAL - 1231 GAIN	P	VARIOUS	12/31/15
d FROM K-1: SILCHESTER - STCG	P	VARIOUS	12/31/15
e FROM K-1: SILCHESTER - LTCG	P	VARIOUS	12/31/15
f FROM K-1: PROPERTY HOLDINGS IV - 1231 GAIN	P	VARIOUS	12/31/15
g FROM K-1: GMO FORESTRY FUND 8B - LTCG	P	VARIOUS	12/31/15
h FROM K-1: GMO FORESTRY FUND 8B - 1231 GAIN	P	VARIOUS	12/31/15
i FROM K-1: TIFF SECONDARY PARTNERS I - LTCL	P	VARIOUS	12/31/15
j FROM K-1: PRIVATE ADVISORS SCBF II - STCL	P	VARIOUS	12/31/15
k FROM K-1: PRIVATE ADVISORS SCBF II - LTCG	P	VARIOUS	12/31/15
l FROM K-1: PRIVATE ADVISORS SCBF II - 1231 GAIN	P	VARIOUS	12/31/15
m FROM K-1: PRIVATE ADVISORS SCBF III - STCG	P	VARIOUS	12/31/15
n FROM K-1: PRIVATE ADVISORS SCBF III - LTCG	P	VARIOUS	12/31/15
o FROM K-1: PRIVATE ADVISORS SCBF III - 1231 GAIN	P	VARIOUS	12/31/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,363.			1,363.
b		2,207.	-2,207.
c 2,221.			2,221.
d 27,647.			27,647.
e 1,298,243.			1,298,243.
f 6,229.			6,229.
g 46,551.			46,551.
h 2,746.			2,746.
i		62,694.	-62,694.
j 24.			24.
k 39,631.			39,631.
l 393.			393.
m 2.			2.
n 40,371.			40,371.
o 3,135.			3,135.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,363.
b			-2,207.
c			2,221.
d			27,647.
e			1,298,243.
f			6,229.
g			46,551.
h			2,746.
i			-62,694.
j			24.
k			39,631.
l			393.
m			2.
n			40,371.
o			3,135.

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). If (loss), enter "-0-" in Part I, line 8 }	3	

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	FROM K-1: MIT PRIVATE EQUITY FUND II - STCL	P	VARIOUS	12/31/15
b	FROM K-1: MIT PRIVATE EQUITY FUND II - LTCG	P	VARIOUS	12/31/15
c	FROM K-1: MIT PRIVATE EQUITY FUND II - 1231 LOSS	P	VARIOUS	12/31/15
d	FROM K-1: MA RESOURCES FUND 1 - STCG	P	VARIOUS	12/31/15
e	FROM K-1: MA RESOURCES FUND 1 - LTCL	P	VARIOUS	12/31/15
f	FROM K-1: MA RESOURCES FUND 1 - 1231 LOSS	P	VARIOUS	12/31/15
g	FROM K-1: TIFF SECONDARY PARTNERS II - STCL	P	VARIOUS	12/31/15
h	FROM K-1: TIFF SECONDARY PARTNERS II - LTCL	P	VARIOUS	12/31/15
i	FROM K-1: COLCHESTER GLOBAL BOND FUND - STCL	P	VARIOUS	12/31/15
j	FROM K-1: COLCHESTER GLOBAL BOND FUND - LTCG	P	VARIOUS	12/31/15
k	FROM K-1: KILTEARN GLOBAL EQUITY FUND - STCL	P	VARIOUS	12/31/15
l	FROM K-1: KILTEARN GLOBAL EQUITY FUND - LTCL	P	VARIOUS	12/31/15
m	FROM K-1: MA ENDOWMENT PARTNERS, LP - STCL	P	VARIOUS	12/31/15
n	FROM K-1: MA ENDOWMENT PARTNERS, LP - LTCG	P	VARIOUS	12/31/15
o	72,200.722 SH ABERDEEN EMERGING MARKETS FD	P	VARIOUS	06/18/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		224.	-224.
b	60,248.		60,248.
c		2,132.	-2,132.
d			0.
e		7,382.	-7,382.
f		2,215.	-2,215.
g		120.	-120.
h	199,957.		199,957.
i		1,519.	-1,519.
j	35,120.		35,120.
k		44,724.	-44,724.
l		22,924.	-22,924.
m		51,030.	-51,030.
n	55,253.		55,253.
o	999,980.	1,105,015.	-105,035.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-224.
b			60,248.
c			-2,132.
d			0.
e			-7,382.
f			-2,215.
g			-120.
h			199,957.
i			-1,519.
j			35,120.
k			-44,724.
l			-22,924.
m			-51,030.
n			55,253.
o			-105,035.

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 }

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

2

3

ALLEGHANY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	76,957.406 SH ABERDEEN EMERGING MARKETS FD	P	VARIOUS	07/14/15
b	802,221.284 SH GMO GLOBAL EQUITY	P	VARIOUS	06/18/15
c	34,012.498 SH GMO GLOBAL EQUITY	P	VARIOUS	06/23/15
d	802,876.552 SH GMO GLOBAL EQUITY	P	VARIOUS	07/14/15
e	392,156.863 SH TOTAL BOND MKT INDEX ADM	P	VARIOUS	06/22/15
f	373,482.726 SH TOTAL BOND MKT INDEX ADM	P	VARIOUS	07/15/15
g	324,074.074 SH TOTAL BOND MKT INDEX ADM	P	VARIOUS	08/20/15
h	TIFF ARP II - NET REALIZED GAIN	P	VARIOUS	12/31/15
i	P2 CAPITAL FUND LTD A SERIES 11 - NET REALIZED GA	P	VARIOUS	12/31/15
j	93.1925 SH P2 CAPITAL FUND LTD CLASS B SIDEPOCKET	P	VARIOUS	08/31/15
k	PUBLICLY TRADED SECURITIES - THE LONDON COMPANY	P	VARIOUS	VARIOUS
l	16,718.887 SH SILCHESTER INTERNATIONAL INVESTORS	P	VARIOUS	08/19/15
m	109,645.3546 SH KILTEARN GLOBAL EQUITY FUND	P	VARIOUS	08/19/15
n	CAPITAL GAINS DIVIDENDS			
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,041,234.		1,177,794.	-136,560.
b 7,000,000.		6,541,691.	458,309.
c 300,000.		277,354.	22,646.
d 6,418,822.		6,536,519.	-117,697.
e 4,200,000.		4,280,186.	-80,186.
f 4,000,000.		4,031,154.	-31,154.
g 3,500,000.		3,499,856.	144.
h 50,927.			50,927.
i 21,710.			21,710.
j 142,784.		89,771.	53,013.
k 8,693,560.		7,604,980.	1,088,580.
l 1,788,904.		424,446.	1,364,458.
m 1,615,073.		1,821,450.	-206,377.
n 458,109.			458,109.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-136,560.
b			458,309.
c			22,646.
d			-117,697.
e			-80,186.
f			-31,154.
g			144.
h			50,927.
i			21,710.
j			53,013.
k			1,088,580.
l			1,364,458.
m			-206,377.
n			458,109.
o			

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	4,462,850.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

ALLEGHANY FOUNDATION

54-1027400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P.O. BOX 273 CLIFTON FORGE, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, SIGNAGE, AND IMPROVED MARKETING	1,188.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	FUNDRAISING MATCH	1,628.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	COMPUTER & SOFTWARE UPGRADES	8,127.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS, DVD EQUIPMENT & MULLIGAN EXHIBIT	8,863.
ALLEGHANY HIGHLANDS ARTS COUNCIL P O BOX 261 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	\$ FOR \$ MATCHING AND ARTIST RESIDENCY	29,147.
ALLEGHANY HIGHLANDS ARTS COUNCIL 450 W. MAIN STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS & RESIDENCY ACTIVITIES 2015-16	47,615.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHASE I ENHANCEMENTS AT FALLING SPRING FALLS WAYSIDE PARK	1,500.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VISION 2025 - GARDENS WORKING GROUP	3,363.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 100 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	SUMMER INTERN FOR VISION 2025 GARDENS & INDUSTRIAL HERITAGE WORKING GROUPS	3,500.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VISION 2025 BRANDING LOGOS	4,350.
Total from continuation sheets				4,889,839.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ACV ARTISAN TRAIL NETWORK	5,700.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ENHANCING HISTORIC TOURISM ASSETS IN THE ALLEGHANY HIGHLANDS	9,542.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	RECRUITMENT, RETENTION & PROMOTION FOR THE ALLEGHANY HIGHLANDS	11,180.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DOWNTOWN TOURISM INITIATIVE	18,629.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	GATEWAY SIGNS AT ENTRANCES TO THE ALLEGHANY HIGHLANDS AND INTERSTATE ATTRACTION SIGNS TO	21,019.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CREATE/UPDATE DESIGN GUIDELINES FOR THE DOWNTOWNS OF THE ALLEGHANY HIGHLANDS	23,305.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	REGIONAL VISITORS GUIDE, MUSIC TRAIL, ADVERTISING & MARKETING	39,834.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PHASE II REGIONAL WAYFINDING SYSTEM	58,705.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY BLUEWAY INITIATIVE	64,256.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING THE ALLEGHANY HIGHLANDS 2014-2016	88,706.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HIGHLANDS COMMUNITY SERVICES BOARD 205 EAST HAWTHORNE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	RESTORATION OF THE MOODY BUILDING	97,155.
ALLEGHANY HIGHLANDS DRUG TASK FORCE 110 ROSEDALE AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	KNOCK KNOCK	14,364.
ALLEGHANY HIGHLANDS DRUG TASK FORCE 110 ROSEDALE AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	IF YOU COOK IT, WE WILL COME	21,302.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	SUMMER INTERN FOR VISION 2025 WEBSTORE WORKING GROUP	3,500.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	STRATEGIC DEVELOPMENT	31,253.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	ECONOMIC & COMMUNITY DEVELOPMENT	35,769.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	PAID AND VOLUNTEER STAFF TRAINING AND EDUCATIONAL ATTAINMENT	4,045.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2014 ANNUAL CAMPAIGN MATCH	5,112.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	LEADERSHIP AND CIVILITY CLASSES	5,300.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	TECHNOLOGY UPGRADES, SECURITY EQUIPMENT FOR THE CHILDCARE CENTER, AFTERSCHOOL PROGRAM, WELLNESS FACILITY, AND	6,247.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	AFTER PROM EVENTS	6,256.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DIABETES PREVENTION PROGRAM DEVELOPMENT	7,203.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	YMCA ENERGY STUDY IMPLEMENTATION	42,851.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2015 ANNUAL CAMPAIGN MATCH	50,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CHILD CARE PROGRAMS	101,477.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	YMCA EARLY LEARNING PROGRAM	157,777.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VISION 2025 - INDUSTRIAL HERITAGE & TECHNOLOGY WORKING GROUP	932.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY HIGHLANDS INDUSTRIAL HERITAGE AND TECHNOLOGY DISCOVERY CENTER	3,925.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	HISTORIC PRESERVATION TRUST FUND	6,135.
ALLEGHANY HUMANE SOCIETY P O BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	COMMUNITY SPAY/NEUTER FUND	6,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HUMANE SOCIETY P O BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	SHELTER MANAGER SALARY	6,782.
ALLEGHANY HUMANE SOCIETY PO BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	FULL-TIME SHELTER MANAGER POSITION	8,015.
BOTETOURT COUNTY PUBLIC SCHOOLS EDUCATION FOUNDATION INC. 143 POOR FARM ROAD FINCASTLE, VA 24090	NONE	509(A)(1) PUBLIC CHARITY	ADVANCED WELDING LAB	75,000.
C & O HISTORICAL SOCIETY 312 EAST RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS FOR ADDITIONAL TRACK AT HERITAGE CENTER AND SMITH CREEK YARD	18,322.
C & O HISTORICAL SOCIETY 312 E. RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	SHARED GENERAL MANAGER FOR ALLEGHANY HISTORICAL SOCIETY AND C&O HISTORICAL SOCIETY'S HERITAGE	25,405.
C & O HISTORICAL SOCIETY 312 E RIDGEWAY STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	RAILWAY HERITAGE CENTER - CONTINUED	54,429.
CHARLES P. JONES MEMORIAL LIBRARY 406 WEST RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	TECHNOLOGY UPGRADES & IMPROVEMENTS	13,003.
CITY OF COVINGTON 333 W LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	RESTORATION OF ENGINE #701	36,000.
CLIFTON FORGE LITTLE LEAGUE, INC. P O BOX 77 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	FINAL PHASE COLONEL TOM DOTSON SPORTS COMPLEX IMPROVEMENTS	150,000.
COPE FOOD PANTRY 900 NORTH ALLEGHANY AVENUE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	FOOD PANTRY DONATION	5,000.
Total from continuation sheets				

ALLEGHANY FOUNDATION

54-1027400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	DSLCC SUMMER INSTITUTE FOR AREA TEACHERS	16,925.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	EMT TRAINING	22,325.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION AND EXPANSION OF EMS TRAINING PROGRAM	50,915.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EXPANSION OF THE ALLEGHANY NURSING PROGRAM (OVER TWO YEARS)	161,186.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	INCREASING EDUCATIONAL ATTAINMENT IN THE ALLEGHANY HIGHLANDS	166,585.
DSLCC EDUCATIONAL FOUNDATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	DSLCC VISION 2020 INCREASING EDUCATIONAL ATTAINMENT	71,146.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	12,420.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY MOUNTAIN STRING PROJECT	13,625.
JACKSON RIVER ENTERPRISES 825 W EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	FULLTIME MARKETING POSITION	5,115.
JACKSON RIVER ENTERPRISES 825 W EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	JRE GROWTH AND DEVELOPMENT	64,846.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	KEYNOTE SPEAKER 2016-2017	1,450.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	SURN LEADERSHIP ACADEMY	5,000.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	PRE-SERVICE KEYNOTE SPEAKER 2015-16	9,500.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	RESPONSIVE CLASSROOM COURSE	20,200.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	JOINT INSTRUCTIONAL TECHNOLOGY COACH	32,054.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION OF NURSING PROGRAM - GREATER ALLEGHANY SCHOOL HEALTH PROJECT	61,548.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	MENTAL HEALTH INITIATIVE	66,882.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION OF NURSING PROGRAM - GREATER ALLEGHANY SCHOOL HEALTH PROJECT	72,716.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P.O. BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	ENVIRONMENTAL EDUCATION PROGRAMMING	6,566.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P O BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	GROWING HEALTHY KIDS	11,729.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOUNTAIN VIEW HUMANE 5363 PETERS CREEK ROAD ROANOKE, VA 24019	NONE	509(A)(1) PUBLIC CHARITY	SPAY & NEUTER CATS IN ALLEGHANY HIGHLANDS	6,008.
RADFORD UNIVERSITY FOUNDATION P O BOX 6915 RADFORD, VA 24141	NONE	509(A)(1) PUBLIC CHARITY	RADFORD UNIVERSITY CLINICAL STIPENDS FOR ARH	35,000.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA P O BOX 400195 CHARLOTTESVILLE, VA 22904	NONE	509(A)(1) PUBLIC CHARITY	COLLABORATIVE WORK TO PLAN SCHOOL DEVELOPMENT & CHANGE	75,000.
RIVERSIDE HEALTH CENTER 322 W RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2015 SUMMER INTERN	3,500.
RIVERSIDE HEALTH CENTER 322 W RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ESSENTIAL STAFF SALARIES	162,009.
SAFEHOME SYSTEMS, INC. P O BOX 748 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	BUILDING IMPROVEMENTS	40,175.
SPECIAL OLYMPICS - AREA 18 P O BOX 122 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	BUS INSURANCE & GPS SYSTEMS, UNIFORMS	6,477.
THE CLIFTON FORGE COMPANY P O BOX 406 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	LANDSCAPING FOR CLIFTON FORGE SCHOOL OF THE ARTS	1,463.
THE CLIFTON FORGE COMPANY P O BOX 406 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	BUILDING IMPROVEMENT, EDUCATIONAL, MARKETING, AND PERSONNEL	16,779.
THE MASONIC THEATRE PRESERVATION FOUNDATION P.O. BOX 119 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MASONIC THEATRE REHABILITATION PROJECT	521,684.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE MASONIC THEATRE PRESERVATION FOUNDATION P O BOX 119 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	REHABILITATION OF THE HISTORIC MASONIC THEATRE	1,250,000.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LIBRARY COMPUTER AND SOFTWARE UPGRADES	559.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	SUMMER INTERN FOR VISION 2025 CORRIDOR CURB APPEAL WORKING GROUP	3,500.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	VISION 2025 - CORRIDOR CURB APPEAL WORKING GROUP	3,995.
TOWN OF CLIFTON FORGE PO BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LOWER ROXBURY COMPREHENSIVE COMMUNITY DEVELOPMENT PROJECT	7,900.
TOWN OF CLIFTON FORGE P.O. BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	NEIGHBORHOOD IMPROVEMENT PHASE III - CONTINUATION	15,370.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	BUSINESS PARK SITE DESIGN & ENGINEERING	19,950.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	FINAL DESIGN & CONSTRUCTION OF SMITH CREEK CORRIDOR TRAIL, SEGMENT 3	30,015.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	FINAL DESIGN & CONSTRUCTION OF LINDEN PARK IMPROVEMENTS	349,916.
VALLEY CONSERVATION COUNCIL 17 BARRISTERS ROW STAUNTON, VA 24401	NONE	509(A)(1) PUBLIC CHARITY	DARK SKY SUMMIT	3,499.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	CREATE/UPDATE DESIGN GUIDELINES FOR THE DOWNTOWNS OF THE ALLEGHANY HIGHLANDS	16,945.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ENHANCING HISTORIC TOURISM ASSETS IN THE ALLEGHANY HIGHLANDS	40,458.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	OPERATIONAL FUNDS & PROGRAM SUPPORT	435,000.
ALLEGHANY HIGHLANDS DRUG TASK FORCE 110 ROSEDALE AVENUE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	IF YOU COOK IT, WE WILL COME	12,198.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	ECONOMIC & COMMUNITY DEVELOPMENT	274,231.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2016 ANNUAL CAMPAIGN MATCH	50,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	YMCA EARLY LEARNING PROGRAM	81,910.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	YMCA ENERGY STUDY IMPLEMENTATION	96,123.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY HIGHLANDS INDUSTRIAL HERITAGE AND TECHNOLOGY DISCOVERY CENTER	1,201,075.
ALLEGHANY HUMANE SOCIETY P O BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	SHELTER MANAGER SALARY	11,366.
Total from continuation sheets				5,765,288.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARLES P. JONES MEMORIAL LIBRARY 406 W RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	COMPUTER LEARNING LAB	56,447.
CITY OF COVINGTON 333 W LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	MOBILE DATA TERMINALS	51,364.
CITY OF COVINGTON 333 W. LOCUST STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JACKSON RIVER SPORTS COMPLEX SOCCER FIELD LIGHTING MATCHING FUNDS	523,866.
DSLCC EDUCATIONAL FOUNDATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	DSLCC VISION 2020 INCREASING EDUCATIONAL ATTAINMENT	1,328,854.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY MOUNTAIN STRING PROJECT	11,551.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	RESPONSIVE CLASSROOM COURSE	2,950.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	KEYNOTE SPEAKER 2016-2017	6,050.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	NEW TECH SPACE UTILIZATION STUDY	25,500.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB P O BOX 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	JOINT INSTRUCTIONAL TECHNOLOGY COACH	272,946.
MOUNTAIN SOIL & WATER CONSERVATION DISTRICT P O BOX 310 WARM SPRINGS, VA 24484	NONE	509(A)(1) GOVERNMENTAL AGENCY	GROWING HEALTHY KIDS	24,131.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA P O BOX 400195 CHARLOTTESVILLE, VA 22904	NONE	509(A)(1) PUBLIC CHARITY	COLLABORATIVE WORK TO PLAN SCHOOL DEVELOPMENT & CHANGE	9,875.
THE CLIFTON FORGE COMPANY 518 CHURCH STREET CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	LANDSCAPE ENHANCEMENTS FOR THE CLIFTON FORGE SCHOOL OF THE ARTS	3,397.
THE MASONIC THEATRE PRESERVATION FOUNDATION P O BOX 119 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	MASONIC THEATRE REHABILITATION PROJECT	629,000.
TOTAL ACTION AGAINST POVERTY IN ROANOKE VALLEY 302 2ND STREET, SW ROANOKE, VA 24011	NONE	509(A)(1) PUBLIC CHARITY	TAP DENTAL HEALTH INITIATIVE LOAN FUND	30,000.
TOTAL ACTION AGAINST POVERTY IN ROANOKE VALLEY 302 2ND STREET, SW ROANOKE, VA 24011	NONE	509(A)(1) PUBLIC CHARITY	FATHERS FIRST	47,391.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EVALUATING BROADBAND OPPORTUNITIES IN THE REGION	7,500.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	PREPARATION FOR AMTRAK RELOCATION TO THE HERITAGE CENTER	30,000.
VALLEY CONSERVATION COUNCIL 17 BARRISTERS ROW STAUNTON, VA 24401	NONE	509(A)(1) PUBLIC CHARITY	DARK SKY SUMMIT	751.
VIRGINIA COMMUNITY CAPITAL 100 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY HIGHLANDS LOAN PROGRAM	484,409.
Total from continuation sheets				

Part XV Supplementary Information

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

NAME OF RECIPIENT - ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM
GATEWAY SIGNS AT ENTRANCES TO THE ALLEGHANY HIGHLANDS AND INTERSTATE
ATTRACTION SIGNS TO ENCOURAGE TOURISM & DOWNTOWN DEVELOPMENT

NAME OF RECIPIENT - ALLEGHANY HIGHLANDS YMCA
TECHNOLOGY UPGRADES, SECURITY EQUIPMENT FOR THE CHILDCARE CENTER,
AFTERSCHOOL PROGRAM, WELLNESS FACILITY, AND STAFF

NAME OF RECIPIENT - C & O HISTORICAL SOCIETY
SHARED GENERAL MANAGER FOR ALLEGHANY HISTORICAL SOCIETY AND C&O
HISTORICAL SOCIETY'S HERITAGE CENTER

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN GMO GLOBAL EQUITY ALLOCATION FUND	5,651.	0.	5,651.	5,651.	
III	461,696.	454,312.	7,384.	7,384.	
PIMCO TOTAL RETURN FUND	0.	0.	0.	0.	
PORTFOLIO INTEREST & DIVIDENDS	2,472,728.	0.	2,472,728.	2,472,728.	
VANGUARD ENERGY FUND	44,743.	0.	44,743.	44,743.	
VANGUARD TOTAL BOND	85,076.	3,797.	81,279.	81,279.	
TO PART I, LINE 4	3,069,894.	458,109.	2,611,785.	2,611,785.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME (LOSS)	39,421.	39,421.	
OTHER INVESTMENT INCOME (UBTI)	18,563.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	57,984.	39,421.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,245.	2,249.		8,996.
TO FM 990-PF, PG 1, LN 16A	11,245.	2,249.		8,996.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	59,475.	33,829.		25,646.
TO FORM 990-PF, PG 1, LN 16B	59,475.	33,829.		25,646.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES & EXPENSES	533,786.	533,786.		0.
CONSULTING FEES	81,743.	0.		81,743.
TO FORM 990-PF, PG 1, LN 16C	615,529.	533,786.		81,743.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE & INCOME TAXES	6,663.	0.		0.
FOREIGN TAXES	33,921.	33,921.		0.
LICENSES & TAXES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	40,609.	33,921.		25.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLIC RELATIONS	4,805.	0.		4,805.
OFFICE SUPPLIES	18,761.	0.		18,761.
INSURANCE	5,895.	0.		5,895.
TO FORM 990-PF, PG 1, LN 23	29,461.	0.		29,461.

FOOTNOTES	STATEMENT 8
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PAGE 1, LINE 25: RECONCILIATION OF GRANTS PAID TO EXPENSE

TOTAL GRANTS PAID (NET), CASH BASIS	5,033,756.
LESS: GRANTS PAID IN CURRENT YEAR, ACCRUED IN PRIOR YEAR	-4,267,833.
ADD: GRANTS AUTHORIZED IN CURRENT YEAR, BUT UNPAID	6,126,886.
ADD: CURRENT NET MODIFICATIONS TO PRIOR YEAR ACCRUED GRANTS	204,766.
GRANT EXPENSE, ACCRUAL BASIS	7,097,575.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
NET TIMING DIFFERENCES FROM INVESTMENTS IN LIMITED PARTNERSHIPS		1,056,862.	
TOTAL TO FORM 990-PF, PART III, LINE 5		1,056,862.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
LONDON COMPANY PORTFOLIO	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LTD PARTNERSHIP INTEREST - COLCHESTER GLOBAL BOND	COST	3,784,000.	2,982,946.
LTD PARTNERSHIP INTEREST - COMMONFUND CNRP	COST	647,374.	648,766.
LTD PARTNERSHIP INTEREST - FORESTER OFFSHORE B2	COST	1,034,376.	1,484,499.
LTD PARTNERSHIP INTEREST - GMO FORESTRY 8-B	COST	122,458.	453,859.
LTD PARTNERSHIP INTEREST - MA INVESTORS FUND	COST	1,742,538.	1,595,260.
LTD PARTNERSHIP INTEREST - MA RESOURCES FUND	COST	709,799.	372,401.
LTD PARTNERSHIP INTEREST - MIT PRIVATE EQUITY FUND II LP	COST	499,500.	582,571.
LTD PARTNERSHIP INTEREST - PRIVATE ADVISORS SMALL CO. BUYOUT FUND II	COST	222,516.	283,236.
LTD PARTNERSHIP INTEREST - PRIVATE ADVISORS SMALL CO. BUYOUT FUND III	COST	867,584.	886,104.
LTD PARTNERSHIP INTEREST - PROPERTY HOLDINGS IV LLC	COST	901,588.	501,396.
LTD PARTNERSHIP INTEREST - SILCHESTER INTERNATIONAL VALUE EQUITY TRUST	COST	0.	0.

LTD PARTNERSHIP INTEREST - TIFF	COST		
ABSOLUTE RETURN POOL II		0.	0.
LTD PARTNERSHIP INTEREST - TIFF	COST		
SECONDARY PARTNERS II LLC		535,088.	752,825.
LTD PARTNERSHIP INTEREST - TIFF	COST		
SECONDARY PARTNERS LLC		1,183,544.	295,653.
LTD PARTNERSHIP INTEREST - P2	COST		
CAPITAL SERIES A		213,030.	503,745.
LTD PARTNERSHIP INTEREST - MA	COST		
ENDOWMENT PARTNERS		37,267,064.	35,070,798.
MUTUAL FUND - ABERDEEN FUNDS	COST	0.	0.
MUTUAL FUND - GMO EQUITY ALLOC FUND	COST		
III		0.	0.
MUTUAL FUND - VANGUARD ENERGY	COST	2,044,743.	1,700,203.
MUTUAL FUND - VANGUARD PRIME MMF	COST	491,092.	491,092.
LTD PARTNERSHIP INTEREST: KILTEARN	COST		
GLOBAL EQUITY FUND		0.	0.
MUTUAL FUND - VANGUARD TOTAL BOND	COST		
MARKET FUND		3,788,804.	3,749,217.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,055,098.	52,354,571.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	347,285.	404,547.	404,547.
TAX REFUNDS RECEIVABLE	25,859.	69,909.	69,909.
PROCEEDS RECEIVABLE	2,563,799.	3,325,494.	3,325,494.
TO FORM 990-PF, PART II, LINE 15	2,936,943.	3,799,950.	3,799,950.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	62,869.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	62,869.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
THOMAS P. DEAN 1326 FORESTER ROAD CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0. 0.
ANDREW D. DRESZER PO BOX 244 COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
JAMES R. ELLER 1201 CRESTWOOD AVENUE CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0. 0.
MARIE W. FITZPATRICK 444 E. HUGH STREET COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
DENISE J. PILLOW 6507 JACKSON RIVER ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
LISA H. SCHOPPMAYER 105 PIONEER ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
GEORGE C. SNEAD, JR. 953 INGALLS STREET CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0. 0.
LYNDA THOMPSON 309 CLEARWATER DRIVE COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
MICHAEL B. WARWICK 102 PARKVIEW AVENUE COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
ANNE L. WRIGHT 1414 COVE CREEK ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0. 0.
JACK A. HAMMOND PO BOX 306 IRON GATE, VA 24481	PRESIDENT/DIRECTOR EMERITUS 1.00	0.	0. 0.

ALLEGHANY FOUNDATION

54-1027400

HARRISON L. FRIDLEY, JR. 11 SIXTY WEST DRIVE LEXINGTON, VA 24450	DIRECTOR EMERITUS 0.00	0.	0.	0.
CHARLES W. KAHLE 1235 CRESTWOOD DRIVE CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.
GEORGE J. KOSTEL 3113 LONGDALE FURNACE ROAD CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 0.00	0.	0.	0.
JAMES D. SNYDER, ESQUIRE P.O. DRAWER 635 CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.
PATRICK H. WINSTON, JR. 1702 WILLOW WIND CIRCLE HENRICO, VA 23238	DIRECTOR EMERITUS 0.00	0.	0.	0.
MARY FANT DONNAN 206 GILPIN AVENUE COVINGTON, VA 24426	EXECUTIVE DIRECTOR 40.00	146,500.	26,311.	0.
DR. MICHELE BALLOU 521 THORTON AVENUE CLIFTON FORGE, VA 24422	PRESIDENT 2.00	0.	0.	0.
DR. LEO T. MULCAHY 400 PINEY RIDGE ROAD COVINGTON, VA 24422	SECRETARY/ TREASURER / DIR 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

146,500. 26,311. 0.

Asset Id	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: Building											
28	Building - 214 W Main St	3/30/12	200,848	0	0	13,808	5,022	18,830	182,018	S/L	40 00
29	Assessment and engineering costs-n	3/30/12	3,700	0	0	254	93	347	3,353	S/L	40 00
31	2013 Renovations and improvement	12/01/13	500,971	0	0	13,568	12,524	26,092	474,879	S/L	40 00
32	Sitework at new location	12/01/13	65,427	0	0	3,544	3,271	6,815	58,612	S/L	20 00
42	Cabinets for new building	12/30/14	12,998	0	0	0	325	325	12,673	S/L	40 00
43	Landscaping	6/25/14	4,196	0	0	105	210	315	3,881	S/L	20 00
44	Landscaping-parking lot	12/09/14	2,700	0	0	11	135	146	2,554	S/L	20 00
45	Final work for new building	2/25/14	14,776	0	0	308	369	677	14,099	S/L	40 00
51	Electric Oven	2/06/15	1,106	0c	0	0	101	101	1,005	S/L	10 00
54	Water heater and sewer line	8/22/15	7,213	0c	0	0	240	240	6,973	S/L	10 00
	Building		813,935	0c	0	31,598	22,290	53,888	760,047		
Group: Land											
27	Land	3/30/12	20,000	0	0	0	0	0	20,000	Land	0 00
	Land		20,000	0c	0	0	0	0	20,000		
Group: Office Equipment											
1	Desk(executive)	4/25/96	1,308	0	0	1,308	0	1,308	0	S/L	7 00
2	Desk(secretary)	4/25/96	1,118	0	0	1,118	0	1,118	0	S/L	7 00
3	Return-2 File LH(secretary)	4/25/96	696	0	0	696	0	696	0	S/L	7 00
5	Chair(1of2 burgandy)	4/22/96	572	0	0	572	0	572	0	S/L	7 00
6	Arm Chair(Robens office)	5/08/96	758	0	0	758	0	758	0	S/L	7 00
7	Arm Chair(Robens office)	5/08/96	724	0	0	724	0	724	0	S/L	7 00
18	Minolta Color Copier	1/10/07	7,236	0	0	7,236	0	7,236	0	S/L	5 00
19	HP/Compaq Laptop(C/L then Melen	5/21/08	3,655	0	0	3,655	0	3,655	0	S/L	5 00
20	LapTop Computer(Beth then Mary)	9/23/09	1,037	0	0	1,037	0	1,037	0	S/L	5 00
21	Computer Server (Highland Compu	3/24/11	3,053	0	0	2,290	611	2,901	152	S/L	5 00
22	Desktop Cmptr, Pmtr & (Kim then	3/24/11	1,228	0	0	921	246	1,167	61	S/L	5 00
23	Laptop Computer(intern)	3/15/11	583	0	0	447	117	564	19	S/L	5 00
24	Laptop Computer(intern)	3/15/11	583	0	0	447	117	564	19	S/L	5 00
25	HP Laserjet Printer(intern)	3/15/11	202	0	0	155	41	196	6	S/L	5 00
26	Office furniture(2 intern desks, prin	5/20/11	1,953	0	0	1,000	279	1,279	674	S/L	7 00
30	HP Elite Book computer and equipm	4/26/12	1,743	0	0	930	348	1,278	465	S/L	5 00
33	ADT-Hardware portion only	12/01/13	1,685	0	0	365	337	702	983	S/L	5 00
34	New board table	12/01/13	12,259	0	0	885	818	1,703	10,556	S/L	15 00
35	Wall decorations	12/01/13	1,700	0	0	263	243	506	1,194	S/L	7 00
36	New phone system	12/01/13	4,434	0	0	686	634	1,320	3,114	S/L	7 00
37	New Office furniture-Melanie	12/01/13	3,484	0	0	539	498	1,037	2,447	S/L	7 00
38	New Office furniture-Catherine	12/01/13	5,506	0	0	852	787	1,639	3,867	S/L	7 00
39	New Office furniture-Mary	12/01/13	8,539	0	0	1,322	1,219	2,541	5,998	S/L	7 00
40	File cabinets	12/01/13	7,996	0	0	1,237	1,143	2,380	5,616	S/L	7 00
41	Board chairs	12/01/13	9,762	0	0	1,511	1,394	2,905	6,857	S/L	7 00
46	Two lobby chairs	12/15/14	1,053	0	0	13	150	163	890	S/L	7 00
47	Notebook and docking station-boar	12/30/14	1,030	0	0	0	206	206	824	S/L	5 00
48	New computer and accessories-Mel.	8/11/15	1,416	0c	0	0	118	118	1,298	S/L	5 00

Book Asset Detail 1/01/15 - 12/31/15

Asset	d	t	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: Office Equipment (continued)													
49			New computer and accessories-Mar	8/11/15	1,462	0c	0	0	122	122	1,340	S/L	5.00
50			Ropho copier	1/01/15	10,777	0c	0	0	2,155	2,155	8,622	S/L	5.00
52			Various items for new board room -	2/28/15	22,767	0c	0	0	3,795	3,795	18,972	S/L	5.00
Office Equipment													
*Less: Dispositions and Transfers					120,319	0c	0	30,967	15,378	46,345	73,974		
Net Office Equipment					11,928	0	0	11,928	0	11,928	0		
					108,391	0c	0	19,039	15,378	34,417	73,974		
Grand Total													
Less: Dispositions and Transfers					954,254	0c	0	62,565	37,668	100,233	854,021		
Net Grand Total					11,928	0	0	11,928	0	11,928	0		
					942,326	0c	0	50,637	37,668	88,305	854,021		