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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

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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

DENTON FAMILY CHARITABLE FOUNDATION

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

PO BOX 632

A Employer identification number

54-1349360

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

HARRISONBURG, VA 22803

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) MODIFIED CASH
► \$ 1,605,891. (Part I, column (d) must be on cash basis.)B Telephone number
5402340602C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► 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 ►

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	331,790.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	61,048.	61,048.	61,048.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,339.			
	b Gross sales price for all assets on line 6a	87,912.			
	7 Capital gain net income (from Part IV, line 2)		8,339.		
	8 Net short-term capital gain				
	9 Income modifications				
	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	37,897.	0.	37,897.	STATEMENT 2
	12 Total. Add lines 1 through 11	439,074.	69,387.	98,945.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,000.	0.	0.	37,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				9,575.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				5,742.
	17 Interest				
	18 Taxes				479.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	19,767.	0.	11,955.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	56,767.	0.	11,955.	52,796.
	25 Contributions, gifts, grants paid	47,036.			47,036.
	26 Total expenses and disbursements. Add lines 24 and 25	103,803.	0.	11,955.	99,832.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	335,271.			
	b Net investment income (if negative, enter -0-)		69,387.		
	c Adjusted net income (if negative, enter -0-)			86,990.	

523501
11-24-15 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

SCANNED JUL 07 2016

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2015.03050 DENTON FAMILY CHARITABLE FO 83681

Assets	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	
1	Cash - non-interest-bearing		60,007.	62,321.
2	Savings and temporary cash investments			62,231.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►		882.	
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 7	100,083.	76,730.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 8	1,237,323.	1,466,930.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,398,295.	1,605,981.
				1,605,891.
Liabilities	17	Accounts payable and accrued expenses		383.
	18	Grants payable		
	19	Deferred revenue		
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)	STATEMENT 9	17,500.	0.
			17,500.	383.
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)		
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted	1,380,795.	1,605,598.
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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	1,380,795.	1,605,598.
	31	Total liabilities and net assets/fund balances	1,398,295.	1,605,981.

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	1,380,795.
2	Enter amount from Part I, line 27a	2	335,271.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,716,066.
5	Decreases not included in line 2 (itemize) ►	5	94,672.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,621,394.

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 AMERICAN MUTUAL FUND INC			P	VARIOUS	12/31/15
b NEW ECONOMY FUND			P	10/31/13	12/31/15
c INTL GROWTH & INCOME FUND			P	VARIOUS	12/31/15
d PEPSICO INC			D	09/27/04	05/07/12
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 42,343.		34,024.		8,319.	
b 12,000.		12,768.		-768.	
c 29,285.		30,531.		-1,246.	
d 4,284.		2,250.		2,034.	
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				8,319.	
b				-768.	
c				-1,246.	
d				2,034.	
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		8,339.
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		0.

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	104,569.	1,373,298.	.076144
2013	103,442.	1,298,121.	.079686
2012	78,806.	1,297,834.	.060721
2011	84,114.	1,244,739.	.067576
2010	50,453.	1,222,453.	.041272

2 Total of line 1, column (d)

2 **.325399**

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 **.065080**

4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5

4 **1,427,731.**

5 Multiply line 4 by line 3

5 **92,917.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **694.**

7 Add lines 5 and 6

7 **93,611.**

8 Enter qualifying distributions from Part XII, line 4

8 **99,832.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

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

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

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 _____

11 Enter the amount of line 10 to be: **Credited to 2016 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?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1a

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

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

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 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?

2

If "Yes," attach a detailed description of the activities

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

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

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

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7

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

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

8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

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

10

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)	11	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.DENTONFAMILYFOUNDATION.NET</u>	13	<input checked="" type="checkbox"/>
14 The books are in care of ► <u>LINDA DENTON</u> Located at ► <u>PO BOX 65, PENN LAIRD, VA</u>	Telephone no. ► <u>540-487-9501</u>	ZIP+4 ► <u>22846</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	► <input type="checkbox"/> 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	<input checked="" type="checkbox"/>

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"/>	<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"/>	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<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"/>	<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"/>	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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	<input checked="" type="checkbox"/>
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/>	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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	<input type="checkbox"/>
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"/>	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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

►

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?

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

 Yes No

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

 Yes No

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		37,000.	9,575.	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

►

0.

Form 990-PF (2015)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:

a Average monthly fair market value of securities

b Average of monthly cash balances

c Fair market value of all other assets

d **Total** (add lines 1a, b, and c)e Reduction claimed for blockage or other factors reported on lines 1a and
1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 46 **Minimum investment return.** Enter 5% of line 5**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

2a Tax on investment income for 2015 from Part VI, line 5

b Income tax for 2015. (This does not include the tax from Part VI.)

c Add lines 2a and 2b

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

1a	1,402,941.
1b	46,532.
1c	
1d	1,449,473.
1e	0.
2	0.
3	1,449,473.
4	21,742.
5	1,427,731.
6	71,387.

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

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 **Adjusted qualifying distributions.** Subtract line 5 from line 4**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.

1a	99,832.
1b	0.
2	
3a	
3b	
4	99,832.
5	694.
6	99,138.

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				70,693.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	23,371.			
b From 2011	16,159.			
c From 2012	40,990.			
d From 2013	36,862.			
e Total of lines 3a through e	117,382.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 99,832.			0.	
a Applied to 2014, but not more than line 2a				
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				70,693.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	29,139.			
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	146,521.			
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	146,521.			
10 Analysis of line 9:				
a Excess from 2011	23,371.			
b Excess from 2012	16,159.			
c Excess from 2013	40,990.			
d Excess from 2014	36,862.			
e Excess from 2015	29,139.			

Part XIV. Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

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).)

NONE

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.

NONE

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 e-mail 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
a Paid during the year				
ALS ASSOCIATION 1275 K STREET NW WASHINGTON, DC 20005		PC	MEDICAL RESEARCH AND ASSISTANCE	500.
ASBURY UNITED METHODIST CHURCH 205 S MAIN ST HARRISONBURG, VA 22801		PC	CHURCH	100.
BLUE RIDGE AREA FOOD BANK PO BOX 937 VERONA, VA 24482		PC	FOOD BANK	1,500.
ARTS COUNCIL OF THE VALLEY 311 S MAIN ST HARRISONBURG, VA 22803		PC	PROMOTION OF THE ARTS IN THE SHENANDOAH VALLEY	500.
AUGUSTA GARDEN CLUB 171 ANNANDALE FARM LANE STAUNTON, VA 24401		PC	PROMOTIONS OF GARDENING & CONSERVATION	100.
Total	SEE CONTINUATION SHEET(S)			► 3a 47,036.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A**Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

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****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****8 Gain or (loss) from sales of assets other than inventory****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)**13 Total. Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions to verify calculations.)

	Unrelated business income	Excluded by section 512, 513, or 514		
	(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				
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				
8 Gain or (loss) from sales of assets other than inventory				
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)	0.			107,284.
13 Total. Add line 12, columns (b), (d), and (e)	0.			107,284.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
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DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOYS & GIRLS CLUB OF HARRISONBURG & ROCKINGHAM 620 SIMMS AVE HARRISONBURG, VA 22802		PC	YOUTH WELFARE	1,170.
EXPLORE MORE DISCOVERY MUSEUM 150 SOUTH MAIN STREET HARRISONBURG, VA 22801		PC	MUSEUM FOR CHILDREN	2,000.
BROADWAY RESCUE SQUAD 525 S MAIN ST BROADWAY, VA 22815		PC	VOLUNTEER RESCUE SQUAD	100.
CORNERSTONE CHRISTIAN CHURCH 197 CORNERSTONE LANE HARRISONBURG, VA 22801		PC	CHURCH	250.
HARRISONBURG DOWNTOWN RENAISSANCE 212 SOUTH MAIN ST HARRISONBURG, VA 22801		PC	PROVIDES MONEY FOR DOWNTOWN RENAISSANCE FOR REVITALIZATION SPONSORSHIP-	1,750.
HARRISONBURG EDUCATION FUND 205 S MAIN ST HARRISONBURG, VA 22801		PC	EDUCATION	200.
HARRISONBURG HIGH SCHOOL 1001 GARBER CHURCH RD HARRISONBURG, VA 22801		PC	SCHOOL	1,100.
HARRISONBURG RESCUE SQUAD 1700 RESERVOIR ST HARRISONBURG, VA 22801		PC	VOLUNTEER RESCUE SQUAD	200.
HARRISONBURG ROCKINGHAM SOCIAL SERVICES DISTRICT PO BOX 809 HARRISONBURG, VA 22803		PC	WELLFARE FOR ELDERLY AND DISABLED	300.
HARRISONBURG-ROCKINGHAM FREE CLINIC 25 WEST WATER STREET HARRISONBURG, VA 22801		PC	PROVIDE AFFORDABLE, SUSTAINABLE HEALTH CARE SERVICES FOR LOW INCOME AND UNINSURED ADULTS	1,100.
Total from continuation sheets				44,336.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OPEN DOORS INC 176 WEST MARKET STREET <u>HARRISONBURG, VA 22801</u>		PC	HOMELESS SHELTER	300.
RMH FOUNDATION 2010 HEALTH CAMPUS DR <u>HARRISONBURG, VA 22801</u>		PC	NON PROFIT HOSPITAL	500.
FAITH MISSION HOME 3540 MISSION HOME LANE <u>FREE UNION, VA 22940</u>		PC	ASSISTANCE TO HANDICAPPED INDIVIDUALS	1,000.
ROCKINGHAM EDUCATION FOUNDATION 100 MOUNT CLINTON PIKE <u>HARRISONBURG, VA 22802</u>		PC	EDUCATION SUPPORT	450.
FIRST TEE 690 GARBERS HURCH ROAD <u>HARRISONBURG, VA 22801</u>		PC	YOUTH GOLF PROGRAM	350.
SALVATION ARMY 245 E WASHINGTON ST <u>HARRISONBURG, VA 22801</u>		PC	GENERAL FUND	600.
FORT HARRISON 355 MAIN STREET <u>DAYTON, VA 22821</u>		PC	PRESERVATION OF HISTORIC SITE	100.
STILL MEADOWS ENRICHMENT CENTER & CAMP 11912 HOLLAR SCHOOL ROAD <u>LINVILLE, VA 22834</u>		PC	NONPROFIT CAMP FOR THE DISABLED	200.
FRIENDSHIP INDUSTRIES 801 FRIENDSHIP DRIVE <u>HARRISONBURG, VA 22801</u>		PC	PROVIDES EMPLOYMENT OPPORTUNITIES OF INDIVIDUALS WITH DISABILITIES	400.
THE ARC OF HARRISONBURG AND ROCKINGHAM COUNTY 620 SIMMS AVE <u>HARRISONBURG, VA 22802</u>		PC	SUPPORTS PEOPLE WITH DISABILITIES	100.
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
HENLEY SCHOLARSHIP FUND JAMES MADISON UNIVERSITY <u>HARRISONBURG, VA 22807</u>		PC	EDUCATION	400.
HOSE COMPANY NO. 4 210 E ROCK STREET <u>HARRISONBURG, VA 22802</u>		PC	VOLUNTEER FIRE DEPARTMENT	500.
WOODBINE CEMETERY 410 NEFF AVENUE <u>HARRISONBURG, VA 22801</u>		PC	CEMETERY	200.
HUNTERS FOR THE HUNGRY 1108 SEDALIA SCHOOL RD <u>BIG ISLAND, VA 24526</u>		PC	PROVIDES FOOD TO FAMILIES IN NEED	100.
KERUS GLOBAL EDUCATION 245 NEWMAN AVE <u>HARRISONBURG, VA 22801</u>		PC	EDUCATION	500.
MULHENBERG LUTHERAN CHURCH 281 EAST MARKET ST <u>HARRISONBURG, VA 22801</u>		PC	CHURCH	800.
NEW CREATION 3501 S MAIN ST <u>HARRISONBURG, VA 22801</u>		PC	COMBAT HUMAN TRAFFICKING	250.
OASIS FINE ARTS & CRAFTS 103 S MAIN ST <u>HARRISONBURG, VA 22801</u>		PC	PROMOTES LOCAL ARTISIANS	100.
ON THE ROAD COLLABORATIVE PO BOX 1393 <u>HARRISONBURG, VA 22803</u>		PC	YOUTH WELFARE	1,000.
QUOTA CLUB SCHOLARSHIP 100 N MAIN ST <u>HARRISONBURG, VA 22802</u>		PC	EDUCATION	100.
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
RIDGEWAY MENNONITE CHURCH 546 FRANKLIN ST <u>HARRISONBURG, VA 22801</u>		PC	CHURCH	50.
SHENANDOAH VALLEY UNITED WAY 329 CAMERON ST <u>WINCHESTER, VA 22601</u>		PC	LOCAL UNITED WAY	26,866.
SPCA 2170 OLD FURNACE ROAD <u>HARRISONBURG, VA 22803</u>		PC	ANIMAL WELFARE	400.
ST STEPHENS 358 SOUTH MAIN <u>HARRISONBURG, VA 22801</u>		PC	CHURCH	400.
VIRGINIA MILITARY INSTITUTE 309 LETCHER AVE <u>LEXINGTON, VA 24450</u>		PC	EDUCATION	100.
WORLD FOUNDATION FOR CHILDREN 277 CRIDER LANE <u>WOODSTOCK, VA 22664</u>		PC	YOUTH WELFARE	300.
WOUNDED WARRIOR PROJECT PO BOX 758517 <u>TOPEKA, KS 66675</u>		PC	ASSISTANCE TO WOUNDED VETERANS	100.
<hr/>				
Total from continuation sheets				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- Attach to Form 990, Form 990-EZ, or Form 990-PF.
- Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2015**Name of the organization**DENTON FAMILY CHARITABLE FOUNDATION**Employer identification number**54-1349360**Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**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 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 33 1/3% 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

DENTON FAMILY CHARITABLE FOUNDATION

Employer identification number

54-1349360

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	E WARREN DENTON JR LIVING TRUST PO BOX 71 HARRISONBURG, VA 22803	\$ 331,790.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> 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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> 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)
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		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> 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)

Name of organization

DENTON FAMILY CHARITABLE FOUNDATION

Employer identification number

54-1349360

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

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 info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO SECURITIES	61,048.	0.	61,048.	61,048.	61,048.
TO PART I, LINE 4	61,048.	0.	61,048.	61,048.	61,048.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	37,897.	0.	37,897.
TOTAL TO FORM 990-PF, PART I, LINE 11	37,897.	0.	37,897.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	0.	0.	0.	5,742.
TO FORM 990-PF, PG 1, LN 16B	0.	0.	0.	5,742.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX 990-PF	0.	0.	0.	479.
TO FORM 990-PF, PG 1, LN 18	0.	0.	0.	479.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLF TOURNAMENT EXPENSES	11,955.	0.	11,955.	0.
VOLUNTEER RECOGNITION	816.	0.	0.	0.
ADVERTISING	3,897.	0.	0.	0.
OFFICE SUPPLIES	71.	0.	0.	0.
MISCELLANEOUS	35.	0.	0.	0.
GIFTS	162.	0.	0.	0.
PAYROLL TAXES	2,831.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	19,767.	0.	11,955.	0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN FMV ADJUSTMENT ON INVESTMENTS FOR 2015	94,672.
TOTAL TO FORM 990-PF, PART III, LINE 5	94,672.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	76,730.	76,730.
TOTAL TO FORM 990-PF, PART II, LINE 10B	76,730.	76,730.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	1,466,930.	1,466,930.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,466,930.	1,466,930.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RELATED PARTY	17,500.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	17,500.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERRI DENTON PO BOX 632 HARRISONBURG, VA 22803	EXECUTIVE DIRECTOR 5.00	27,000.	9,575.	0.
E WARRENN DENTON III PO BOX 65 PENN LAIRD, VA 22846	SECRETARY/TREASURER 0.00	0.	0.	0.
MELISA MICHELSON 410 NEFF AVENUE HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
KATHY ARMENTROUT 3281 PRESTON SHORE DR HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
LINDA DENTON PO BOX 65 PENN LAIRD, VA 22846	DIRECTOR 1.00	10,000.	0.	0.
JAYME DENTON PO BOX 675880 RANCHO SANTA FE, CA 92067	DIRECTOR/ADVISORY BOARD 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		37,000.	9,575.	0.