EXTENDED TO NOVEMBER 15, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: VIRGINIA SARGEANT REYNOLDS FOUNDATION

A Employer identification number: 54-1595360

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 1802 BAYBERRY COURT, SUITE 401

B Telephone number: 804-285-7700

City or town, state or province, country, and ZIP or foreign postal code: RICHMOND, VA 23226

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 [X] 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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 26,416,951.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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	20,609,870.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,885.	1,885.		STATEMENT 1
	4 Dividends and interest from securities	167,407.	167,407.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,394,303.			
	b Gross sales price for all assets on line 6a 3,239,666.				
	7 Capital gain net income (from Part IV, line 2)		1,394,303.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<47,475.>	<47,475.>		STATEMENT 3
	12 Total. Add lines 1 through 11	22,125,990.	1,516,120.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	46,000.	23,000.		23,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	72,722.	0.		0.
	b Accounting fees STMT 5	18,205.	9,103.		9,102.
	c Other professional fees STMT 6	66,981.	66,981.		0.
	17 Interest				
	18 Taxes STMT 7	2,193.	2,193.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	16,078.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	222,179.	101,277.		32,102.
	25 Contributions, gifts, grants paid	825,000.			825,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,047,179.	101,277.		857,102.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	21,078,811.			
	b **Net investment income** (if negative, enter -0-)		1,414,843.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 22 2016

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

Form **990-PF** (2015)

9 3a 12

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,652,314.	1,401,429.	1,401,429.
	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	0.	11,515,020.	12,811,473.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	658,676.	11,451,065.	11,199,049.
	14 Land, buildings, and equipment: basis ▶ 66,550.			
	Less accumulated depreciation ▶	66,550.	66,550.	1,000,000.
	15 Other assets (describe ▶ STATEMENT 12)	21,867.	5,000.	5,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,399,407.	24,439,064.	26,416,951.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,399,407.	3,399,407.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	21,039,657.	
	30 **Total net assets or fund balances**	3,399,407.	24,439,064.	
	31 **Total liabilities and net assets/fund balances**	3,399,407.	24,439,064.	

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	3,399,407.
2	Enter amount from Part I, line 27a	2	21,078,811.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,478,218.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	39,154.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,439,064.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(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				
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	3,239,666.		1,845,363.	1,394,303.

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,394,303.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,394,303.
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	90,000.	1,386,832.	.064896
2013	91,360.	1,097,048.	.083278
2012	86,792.	1,101,128.	.078821
2011	92,007.	612,787.	.150145
2010	85,800.	614,972.	.139519

2 **Total** of line 1, column (d)	2	.516659
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	.103332
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	17,446,553.
5 Multiply line 4 by line 3	5	1,802,787.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,148.
7 Add lines 5 and 6	7	1,816,935.
8 Enter qualifying distributions from Part XII, line 4	8	857,102.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	28,297.
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	28,297.
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	28,297.
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 42,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	42,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	671.
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	13,032.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 13,032. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 13	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BRYAN BROTHERS, INC Telephone no. ▶ 804-285-7700

Located at ▶ 1802 BAYBERRY CT, SUITE 401, RICHMOND, VA ZIP+4 ▶ 23226

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ 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 (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
J. SARGEANT REYNOLDS, JR 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	PRESIDENT 1.00	28,000.	0.	0.
AUSTIN BROCKENBROUGH III 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	DIRECTOR 1.00	0.	0.	0.
RICHARD ROLAND REYNOLDS 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	DIRECTOR 1.00	18,000.	0.	0.
VICTOR SMITH 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	INDEPENDENT TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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
WILLIAMS MULLEN	LEGAL	72,572.
LOWE BROCKENBROUGH & CO	INVESTMENT ADVISOR	66,981.
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	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	7,963,213.
b	Average of monthly cash balances		1b	1,962,574.
c	Fair market value of all other assets		1c	7,786,450.
d	**Total** (add lines 1a, b, and c)		1d	17,712,237.
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	17,712,237.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	265,684.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	17,446,553.
6	**Minimum investment return**. Enter 5% of line 5		6	872,328.

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	872,328.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 28,297.		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b 6,748.		
c	Add lines 2a and 2b		2c	35,045.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	837,283.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	837,283.
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	837,283.

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	857,102.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	857,102.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	857,102.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					837,283.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years: ____, ____, ____			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010	55,051.				
b From 2011	61,368.				
c From 2012	31,945.				
d From 2013	37,480.				
e From 2014	22,220.				
f Total of lines 3a through e		208,064.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 857,102.					
a Applied to 2014, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2015 distributable amount					837,283.
e Remaining amount distributed out of corpus		19,819.			
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		227,883.			
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		55,051.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		172,832.			
10 Analysis of line 9:					
a Excess from 2011	61,368.				
b Excess from 2012	31,945.				
c Excess from 2013	37,480.				
d Excess from 2014	22,220.				
e Excess from 2015	19,819.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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:

SEE STATEMENT 14

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 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				
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
ART 180 114 W MARSHALL STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	2,000.
BON SECOURS FOUNDATION 7229 FOREST AVE, SUITE 200 RICHMOND, VA 23226		PUBLIC CHARITY	HOSPICE ENDOWMENT FUND	100,000.
BOYS AND GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL ROAD, SUITE 301 RICHMOND, VA 23228		PUBLIC CHARITY	GENERAL PURPOSES	10,000.
COLLEGIATE SCHOOLS 103 N MOORELAND ROAD RICHMOND, VA 23229		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	825,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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11-24-15

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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			14	1,885.	
4 Dividends and interest from securities			14	167,407.	
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			14	<47,475.>	
8 Gain or (loss) from sales of assets other than inventory			14	1,394,303.	
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.		1,516,120.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,516,120.

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

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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 11/14/16 TREASURER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
TRACI R. KUBE	Traci R Kube	11/11/16		P00735726
Firm's name ▶ BRYAN BROTHERS, INC.			Firm's EIN ▶ 54-0721706	
Firm's address ▶ 1802 BAYBERRY CT, SUITE 401 RICHMOND, VA 23226-3773			Phone no. (804)285-7700	

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11-24-15

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	LT CAPITAL GAIN - SEE ATTACHED SCHEDULE		01/01/01	12/31/15
b	TERMINATION OF MATCHPOINT	P	01/01/01	12/31/15
c	SALE OF TIMBER	P	01/01/01	12/31/15
d	LBC REAL ESTATE FUND	P	01/01/01	12/31/15
e	INDUSTRY LITTLE HAWK FD I	P	01/01/01	12/31/15
f	SALE OF PERSONAL PROPERTY	P	01/01/01	12/22/15
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
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	2,405,024.		1,746,019.	659,005.
b	54,608.			54,608.
c	509,133.		75,208.	433,925.
d	145,532.			145,532.
e	68,357.			68,357.
f	24,136.		24,136.	0.
g	32,876.			32,876.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				659,005.
b				54,608.
c				433,925.
d				145,532.
e				68,357.
f				0.
g				32,876.
h				
i				
j				
k				
l				
m				
n				
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	1,394,303.
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 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
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235		PUBLIC CHARITY	GENERAL PURPOSES & CAPITAL CAMPAIGN	25,000.
ELK HILL FARM PO BOX 99 GOOCHLAND, VA 23063		PUBLIC CHARITY	GENERAL PURPOSES	2,000.
FRIENDS OF HOLLYWOOD CEMETARY 412 SOUTH CHERRY STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES & CAPITAL FUND	50,000.
HISTORIC RICHMOND FOUNDATION 4 EAST MAIN STREET, SUITE 1C RICHMOND, VA 23219		PUBLIC CHARITY	GENERAL PURPOSES	10,000.
J SARGEANT REYNOLDS COMMUNITY COLLEGE 1651 EAST PARHAM ROAD RICHMOND, VA 23261		PUBLIC CHARITY	GENERAL PURPOSES	50,000.
LIBRARY OF VIRGINIA 800 EAST BROAD STREET RICHMOND, VA 23219		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
MASSEY CANCER CENTER PO BOX 980214 RICHMOND, VA 23298		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
NATIONAL CATHEDRAL SCHOOL 3612 WOODLEY ROAD NW WASHINGTON, DC 20016		PUBLIC CHARITY	TO PROVIDE FUNDS FOR OPERATION OF SCHOOL	55,000.
PETER PAUL DEVELOPMENT CENTER 1708 NORTH 22ND STREET RICHMOND, VA 23223		PUBLIC CHARITY	GENERAL PURPOSES	10,000.
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
Total from continuation sheets				703,000.

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
RICHMOND BETTER HOUSING COALITION 23 WEST BROAD STREET, SUITE 100 RICHMOND, VA 23241		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
RICHMOND HILL 2209 E GRACE STREET RICHMOND, VA 23223		PUBLIC CHARITY	GENERAL PURPOSES	75,000.
SPARC 2106-A NORTH HAMILTON STREET RICHMOND, VA 23230		PUBLIC CHARITY	GENERAL PURPOSES & CAPITAL FUND	50,000.
ST ALBAN'S SCHOOL MOUNT ST. ALBAN WASHINGTON, DC 20016		PUBLIC CHARITY	GENERAL PURPOSES	55,000.
ST ANDREW'S SCHOOL 227 CHERRY STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	3,000.
ST CATHERINE'S SCHOOL FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226		PUBLIC CHARITY	GENERAL PURPOSES	55,000.
ST JAMES'S CHILDREN'S CENTER 1205 W FRANKLIN STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	10,000.
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
ST CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHER'S ROAD RICHMOND, VA 23226		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
STRATFORD HALL 483 GREAT HOUSE ROAD STRATFORD, VA 22558		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
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
TEACHING TOURS 35 EAST LOCK LANE, UNIT 3 RICHMOND, VA 23226		PUBLIC CHARITY	GENERAL PURPOSES	10,000.
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	6,000.
UNIVERSITY OF VIRGINIA PO BOX 400801 CHARLOTTESVILLE, VA 22904		PUBLIC CHARITY	FACULTY FORWARD CAMPAIGN	100,000.
UNIVERSITY OF VIRGINIA COLLEGE OF ARTS & SCIENCES PO BOX 400801 CHARLOTTESVILLE, VA 22904		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY STREET RICHMOND, VA 23219		PUBLIC CHARITY	GENERAL PURPOSES	2,000.
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND, VA 23221		PUBLIC CHARITY	VA SARGEANT REYNOLDS GALLERY	103,000.
VIRGINIA HOME FOR BOYS AND GIRLS 8716 BROAD STREET RICHMOND, VA 23294		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	5,000.
VIRGINIA REPERTORY THEATER 114 WEST BROAD STREET RICHMOND, VA 23220		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
VIRGINIA VOICE 395 AZALEA AVENUE RICHMOND, VA 23227		PUBLIC CHARITY	GENERAL PURPOSES	1,000.
Total from continuation sheets				

Form 990-PF
Pg 4 IV

VIRGINIA SARGEANT REYNOLDS FOUNDATION
REALIZED CAPITAL GAINS AND LOSSES
FOR PERIOD BEGINNING 01/01/15 AND ENDING 12/31/15

NO. OF SHARES OR FACE VALUE OF BONDS	SECURITY	PURCHASES DATE	PURCHASES AMOUNT	SALES DATE	SALES AMOUNT	REALIZED SHORT-TERM GAIN/LOSS	REALIZED LONG-TERM GAIN/LOSS
1,300.0000	AMERISOURCEBERGEN CORP	01/31/14	86,853.00	04/24/15	150,235.79	0.00	63,382.79
1,000 0000	BRISTOL MYERS SQUIBB COMPANY	01/31/14	50,115 00	04/24/15	65,790.84	0.00	15,675.84
1,000.0000	CVS HEALTH CORPORATION	01/31/14	67,067.50	04/24/15	101,671.18	0.00	34,603.68
2,000 0000	DOLLAR TREE INCORPORATED	01/31/14	100,510.00	04/24/15	162,165.47	0.00	61,655.47
2,000.0000	HOME DEPOT INCORPORATED	01/31/14	153,320.00	04/24/15	227,480.86	0.00	74,160 86
1,500.0000	ABBOTT LABORATORIES	01/31/14	54,645.00	05/14/15	72,894.51	0.00	18,249.51
2,000.0000	ABBVIE INCORPORATED	01/31/14	99,620.00	05/14/15	132,124.82	0 00	32,504 82
1,200.0000	AMERISOURCEBERGEN CORP	01/31/14	80,172 00	05/14/15	137,510.92	0 00	57,338.92
1,500.0000	BRISTOL MYERS SQUIBB COMPANY	01/31/14	75,172.50	05/14/15	101,031.14	0.00	25,858 64
800 0000	CVS HEALTH CORPORATION	01/31/14	53,654.00	05/14/15	81,440.27	0.00	27,786.27
2,000.0000	GENERAL ELECTRIC COMPANY	01/31/14	50,455.00	05/14/15	54,652.04	0.00	4,197.04
1,500.0000	GENERAL MILLS INCORPORATED	01/31/14	72,067.50	05/14/15	85,026.44	0.00	12,958.94
500 0000	HOME DEPOT INCORPORATED	01/31/14	38,330 00	05/14/15	56,042.52	0.00	17,712 52
700 0000	MCDONALDS CORPORATION	01/31/14	65,625.00	05/14/15	68,361.38	0.00	2,736.38
500.0000	THERMO FISHER SCIENTIFIC INC	01/31/14	57,267.75	05/14/15	65,595.84	0.00	8,328 09
1,000.0000	WALT DISNEY COMPANY	01/31/14	72,560 00	05/14/15	109,810.03	0.00	37,250 03
1,200.0000	YUM BRANDS INCORPORATED	01/31/14	80,052.00	05/14/15	108,134.26	0.00	28,082 26
1,500 0000	AT&T INCORPORATED	01/31/14	49,845 00	06/24/15	53,592.56	0.00	3,747.56
500 0000	AMERIPRISE FINANCIAL INC	01/31/14	52,692.50	06/24/15	64,406 31	0.00	11,713.81
2,000.0000	COMCAST CORP CL A NEW	01/31/14	107,590.00	06/24/15	121,310.82	0.00	13,720.82
1,000.0000	GENERAL DYNAMICS CORPORATION	01/31/14	100,505 00	06/24/15	145,656.37	0.00	45,151 37
1,000.0000	GILEAD SCIENCE INCORPORATED	01/31/14	80,547 50	06/24/15	122,625.99	0 00	42,078 49
1,500 0000	SYSCO CORPORATION	01/31/14	52,477.50	06/24/15	57,959.13	0.00	5,481 63
1,000.0000	TEVA PHARMACEUTICAL INDS LTD ADR	01/31/14	44,875.00	06/24/15	59,504.95	0.00	14,629.95
	LONG AND SHORT-TERM TOTALS		1,746,018.75		2,405,024.44	0.00	659,005 69

		PURCHASES	SALES
TOTAL	SHORT TERM:	0.00	0.00
	LONG TERM:	1,746,018 75	2,405,024.44

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	Employer identification number
VIRGINIA SARGEANT REYNOLDS FOUNDATION	54-1595360

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)

Name of organization	Employer identification number
VIRGINIA SARGEANT REYNOLDS FOUNDATION	54-1595360

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	VIRGINIA S REYNOLDS TRUST U/A DTD 3/22/95 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	$ 20,609,810.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: VIRGINIA SARGEANT REYNOLDS FOUNDATION

Employer identification number: 54-1595360

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
1	PUBLICLY TRADED SECURITIES	$ 9,702,117.	02/12/15
1	MINERAL RIGHTS	$ 5,000.	02/12/15
1	PARTNERSHIP INTERESTS	$ 356,364.	02/12/15
1	PARTNERSHIP INTERESTS	$ 6,716,454.	04/01/15
1	PERSONAL PROPERTY	$ 24,136.	12/22/15
1	PUBLICLY TRADED SECURITIES	$ 4,012,650.	12/30/15

Name of organization	Employer identification number
VIRGINIA SARGEANT REYNOLDS FOUNDATION	54-1595360

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.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THRU BESPOKE-TAX EXEMPT 2015	532.	532.	
THRU INDUSTRY LITTLE HAWK FD I	284.	284.	
THRU LBC REAL ESTATE FD I	1,033.	1,033.	
WELLS FARGO BANK	36.	36.	
TOTAL TO PART I, LINE 3	1,885.	1,885.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	200,124.	32,876.	167,248.	167,248.	
THRU INDUSTRY LITTLE HAWK FD I	159.	0.	159.	159.	
TO PART I, LINE 4	200,283.	32,876.	167,407.	167,407.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MATCHPOINT ASSOCIATES	2,010.	2,010.	
INDUSTRY LITTLE HAWK FD I	<7,673.>	<7,673.>	
LBC REAL ESTATE FD I	<18,605.>	<18,605.>	
PARKER GLOBAL STRATEGIES	<18,192.>	<18,192.>	
BESPOKE PRVT STRAT TAX EXEMPT 2014	228.	228.	
BESPOKE PRVT STRAT TAX EXEMPT 2015	<5,243.>	<5,243.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<47,475.>	<47,475.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	72,722.	0.		0.
TO FM 990-PF, PG 1, LN 16A	72,722.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX AND ACCOUNTING FEES	18,205.	9,103.		9,102.
TO FORM 990-PF, PG 1, LN 16B	18,205.	9,103.		9,102.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	66,981.	66,981.		0.
TO FORM 990-PF, PG 1, LN 16C	66,981.	66,981.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID - WITHHELD ON DIVIDENDS	2,193.	2,193.		0.
TO FORM 990-PF, PG 1, LN 18	2,193.	2,193.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	2,779.	0.		0.
INSURANCE	7,264.	0.		0.
STORAGE COSTS	6,000.	0.		0.
REGISTRATION FEES	25.	0.		0.
BANK SERVICE CHARGES	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	16,078.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CONTRIBUTION THROUGH PARTNERSHIP NOT DEDUCTED ON 990PF	43.
BOOK ADJUSTMENT TO BASIS IN STOCKS AND CASH	17,244.
BOOK ADJUSTMENT TO BASIS IN PARTNERSHIP	21,867.
TOTAL TO FORM 990-PF, PART III, LINE 5	39,154.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SEE SCHEDULE	11,515,020.	12,811,473.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,515,020.	12,811,473.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PARTNERSHIP INVESTMENTS - SEE SCHEDULE	COST	11,451,065.	11,199,049.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,451,065.	11,199,049.

Form 990-PF
Part II, line 10b

VIRGINIA SARGEANT REYNOLDS FOUNDATION
SCHEDULE OF STOCKS
DECEMBER 31, 2015

TIN: 54-1595360

NAME OF SECURITY	TOTAL NUMBER SHARES OWNED	TOTAL PURCHASE PRICE	CURRENT MARKET VALUE PER SHARE	TOTAL CURRENT MARKET VALUE
A T & T INCORPORATED	3,000.000	99,690.00	34.4100	103,230.00
ABBOTT LABORATORIES	3,500.000	127,505.00	44.9100	157,185 00
ABBVIE INCORPORATED	3,000.000	149,430.00	59.2400	177,720.00
ALPHABET INC CL A	260.000	152,191.67	778 0100	202,282.60
ALPHABET INC CL C	260.000	151,290 06	758.8800	197,308.80
AMERIPRISE FINANCIAL INC	2,000.000	210,770.00	106.4200	212,840.00
AMERISOURCEBERGEN CORPORATION	2,000.000	133,620.00	103 7100	207,420 00
ANTHEM INCORPORATED	1,600.000	138,696 00	139.4400	223,104.00
APPLE INCORPORATED	5,600.000	398,032 00	105.2600	589,456.00
BP PLC SPONS ADR	4,000.000	187,695.19	31.2600	125,040 00
BRISTOL MYERS SQUIBB COMPANY	2,500.000	125,287 50	68.7900	171,975.00
CHEVRON CORPORATION	1,600 000	169,783.35	89.9600	143,936 00
CISCO SYSTEMS INCORPORATED	9,000.000	196,200 00	27 1550	244,395 00
COCA COLA COMPANY	5,000.000	189,700.00	42.9600	214,800.00
COMCAST CORP CL A NEW	4,000.000	215,180.00	56.4300	225,720.00
CONOCOPHILLIPS	1,400 000	90,881 00	46.6900	65,366 00
CVS HEALTH CORPORATION	2,700.000	181,082 25	97.7700	263,979 00
DISCOVER FINANCIAL SERVICES	2,500.000	135,050 00	53.6200	134,050 00
DOLLAR TREE INCORPORATED	3,000.000	150,765.00	77.2200	231,660.00
DOVER CORPORATION	2,750.000	199,834.04	61.3100	168,602.50
EATON CORPORATION PLC	1,500.000	103,935.00	52.0400	78,060.00
EMC CORPORATION MASS	8,000.000	194,760.00	25.6800	205,440.00
EUROPACIFIC GROWTH FUND SBI	697.803	26,586.14	45.2500	31,575.59
EXXON MOBIL CORPORATION	4,000.000	369,960.00	77.9500	311,800.00
GENERAL DYNAMICS CORPORATION	1,000.000	100,505.00	137 3600	137,360.00
GENERAL ELECTRIC COMPANY	10,000 000	252,275.00	31.1500	311,500.00
GENERAL MILLS INCORPORATED	3,500 000	168,157.50	57.6600	201,810.00
GILEAD SCIENCE INCORPORATED	2,000.000	161,095.00	101.1900	202,380.00
HARBOR INTERNATIONAL FUND	458.313	28,904.04	59.4300	27,237 54
HOME DEPOT INCORPORATED	1,500.000	114,990.00	132 2500	198,375.00
INTEL CORPORATION	9,000.000	220,725.00	34.4500	310,050.00
INVESCO LIMITED SHARES	5,000.000	194,358.95	33.4800	167,400.00
ISHARES CORE MSCI EAFE ETF	7,500.000	409,124.20	54.3800	407,850 00
JAMESTOWN EQUITY FUND	15,885 523	277,322.00	19.6600	312,309.38
JHANCOCK3 DISCIPLINED VAL MID CAP	1,834.862	30,030.00	19.1500	35,137.61
JOHNSON & JOHNSON	1,500.000	133,117.50	102 7200	154,080 00
JP MORGAN CHASE & COMPANY	4,000.000	222,580.00	66.0300	264,120.00
LENNAR CORPORATION CLASS A	2,000.000	94,769.15	48.9100	97,820.00
MARATHON OIL CORPORATION	6,500.000	173,805.30	12.5900	81,835 00
MCDONALDS CORPORATION	2,000.000	187,500.00	118.1400	236,280 00
MICROSOFT CORPORATION	7,000 000	260,575 00	55.4800	388,360.00
NORFOLK SOUTHERN CORPORATION	2,200.000	203,049 00	84.5900	186,098.00
ORACLE CORPORATION	7,200.000	265,968.00	36.5300	263,016.00
PARAMETRIC TAX MANAGED EMRG	777.865	35,000.00	38.0000	29,558.87
PEPSICO INCORPORATED	2,500.000	200,900.00	99.9200	249,800 00
PRAXAIR INCORPORATED	1,200.000	149,562.00	102.4000	122,880.00
PROCTER & GAMBLE COMPANY	3,000.000	228,676.50	79.4100	238,230.00
RYDER SYSTEM INCORPORATED	1,600 000	147,127.99	56.8300	90,928.00
SCHLUMBERGER LIMITED	3,000 000	263,835.00	69.7500	209,250.00

VIRGINIA SARGEANT REYNOLDS FOUNDATION
SCHEDULE OF STOCKS
DECEMBER 31, 2015

NAME OF SECURITY	TOTAL NUMBER SHARES OWNED	TOTAL PURCHASE PRICE	CURRENT MARKET VALUE PER SHARE	TOTAL CURRENT MARKET VALUE
SCOUT INTERNATIONAL FUND	859.840	27,000.00	23.1900	19,939.69
SECTOR SPDR FINCL SELECT	6,000.000	126,630.00	23.8300	142,980.00
SECTOR SPDR TECHNOLOGY SELECT	4,500.000	156,240.00	42.8300	192,735 00
STONE RIDGE REINSURANCE RISK	30,030.030	300,020.00	10.0000	300,300.30
SYSCO CORPORATION	4,000.000	139,940.00	41.0000	164,000 00
T ROWE PRICE EQUITY INCOME FD	1,255 342	26,463.74	28.4600	35,727 03
T ROWE PRICE GROWTH STOCK FD	868.128	23,668.10	53.6600	46,583 75
TARGET CORPORATION	3,000.000	169,410.30	72.6100	217,830.00
TEVA PHARMACEUTICAL INDS LTD ADR	2,000.000	89,750 00	65 6400	131,280.00
THERMO FISHER SCIENTIFIC INC	1,500.000	171,803 25	141.8500	212,775.00
TORONTO DOMINION BANK	4,400 000	189,211.00	39.1700	172,348 00
TRAVELERS COMPANIES INCORPORATED	3,000.000	244,305 00	112.8600	338,580 00
UNITED TECHNOLOGIES CORPORATION	1,500.000	170,475.00	96.0700	144,105 00
VANGUARD FTSE EMERGING MARKETS	15,000.000	494,209.45	32.7100	490,650.00
WAL-MART STORES INCORPORATED	3,500.000	260,452.50	61.3000	214,550.00
WALT DISNEY COMPANY	2,000.000	145,120.00	105.0800	210,160 00
WELLS FARGO ADVANTAGE EMRG MKT	1,135 847	25,025.00	17.8000	20,218.08
YUM BRANDS INCORPORATED	2,000 000	133,420 00	73.0500	146,100 00
TOTAL STOCK POSITIONS		11,515,019 67		12,811,472 74

Form 990-PF
Part II, line 13

VIRGINIA SARGEANT REYNOLDS FOUNDATION
SCHEDULE OF PARTNERSHIP INVESTMENTS
DECEMBER 31,2015
UNAUDITED

PARTNERSHIP INVESTMENTS

		TAX BASIS		CURRENT MARKET VALUE
BESPOKE-ABSOLUTE STRATEGIES	$	3,314,336.28	$	3,130,943.00
BESPOKE-GLOBAL EQUITY		2,966,481.84		2,736,884.00
BESPOKE-HEDGED EQUITY		3,431,425.69		3,347,157.00
BESPOKE-TAX EXEMPT 2014		364,380.77		405,426.00
BESPOKE-TAX EXEMPT 2015		422,565.53		483,116.00
BESPOKE-TAX EXEMPT 2016		22,500.00		22,158.00
INDUSTRY LITTLE HAWK FUND I,LP		147,479.35		147,479.00
LBC REAL ESTATE FUND I, LP		675,131.03		761,140 00
PARKER GLOBAL STRATEGIES, LLC		106,765.00		164,746 00
TOTAL PARTNERSHIP INVESTMENTS	$	11,451,065.49	$	11,199,049.00

FORM 990-PF | OTHER ASSETS | STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DISTRIBUTIONS DUE FROM PARTNERSHIP	21,867.	0.	0.
MINERAL RIGHTS	0.	5,000.	5,000.
TO FORM 990-PF, PART II, LINE 15	21,867.	5,000.	5,000.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 13

NAME OF CONTRIBUTOR	ADDRESS
VIRGINIA S REYNOLDS TRUST U/A DTD 3/22/95	1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J. SARGEANT REYNOLDS, JR. OR ROLAND REYNOLDS
1802 BAYBERRY COURT, SUITE 401
RICHMOND, VA 23226

TELEPHONE NUMBER

804-285-7700

EMAIL ADDRESS

VSRF@BRYANBROTHERS.COM

FORM AND CONTENT OF APPLICATIONS

LETTER

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE