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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► 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 , 2015, and ending ,

HARRIS FOUNDATION
C/O HITER HARRIS, III
6315 THREE CHOPT ROAD
RICHMOND, VA 23226

A Employer identification number: 54-1844579

B Telephone number (see instructions): 804-648-0072

C 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 ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,047,259.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	Line	(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 (attach schedule)				
	2 Ck ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	133.	133.	133.	
	4 Dividends and interest from securities	60,466.	60,466.	60,466.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-31,133.			
	b Gross sales price for all assets on line 6a 968,256.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) SEE STATEMENT 1	5,000.	5,000.	5,000.	
	12 **Total.** Add lines 1 through 11	34,466.	65,599.	65,599.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	5,955.			
	c Other prof. fees (attach sch) SEE ST 3	13,227.	13,227.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	15,712.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	22,280.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	57,174.	13,227.		
	25 Contributions, gifts, grants paid PART XV	369,200.			369,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	426,374.	13,227.	0.	369,200.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-391,908.			
	b **Net investment income** (if negative, enter -0-)		52,372.		
	c **Adjusted net income** (if negative, enter -0-)			65,599.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/04/15 Form **990-PF** (2015)

9-27

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	204,438.	97,822.	97,822.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	1,440.		
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 6	866,371.	926,632.	1,542,214.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	1,708,175.	1,344,106.	1,404,783.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 8)	3,308.	2,440.	2,440.
	16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,783,732.	2,371,000.	3,047,259.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,783,732.	2,371,000.	
	30 **Total net assets or fund balances** (see instructions)	2,783,732.	2,371,000.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,783,732.	2,371,000.	

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	2,783,732
2	Enter amount from Part I, line 27a	2	-391,908
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9 and Federal Supplemental Information	3	14,68(
4	Add lines 1, 2, and 3	4	2,406,50
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	35,50
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,371,00

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	SEE STATEMENT 11			
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				

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				

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	-31,133.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	-12,775.

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	245,760.	3,419,170.	0.071877
2013	263,430.	3,255,270.	0.080924
2012	336,639.	3,356,039.	0.100308
2011	273,949.	3,224,891.	0.084948
2010	299,237.	3,148,847.	0.095031

2	**Total** of line 1, column (d) ...	2	0.433088
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.086618
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,343,307.
5	Multiply line 4 by line 3	5	289,591.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	524.
7	Add lines 5 and 6	7	290,115.
8	Enter qualifying distributions from Part XII, line 4	8	369,200.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	524.
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	524.
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	524.
6	Credits/Payments:		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a: 9,600.		
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	9,600.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	9,076.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 9,076. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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	N/A	
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	
8 a	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*	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	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 ► HITER HARRIS, III Telephone no. ► 804-648-0072

Located at ► 6315 THREE CHOPT RD RICHMOND VA ZIP + 4 ► 23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	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.

		Line	Yes	No
1 a	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)? See Federal Supplemental Information ☒ 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)?	1 b	X	
	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?	1 c	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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b	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. ► 20__ , 20__ , 20__ , 20__ .			
3 a	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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? **6b** No: X

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(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 12		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	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	3,186,298.
b Average of monthly cash balances	1b	207,922.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	3,394,220.
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	3,394,220.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	50,913.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,343,307.
6 **Minimum investment return.** Enter 5% of line 5	6	167,165.

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	167,165.
2a Tax on investment income for 2015 from Part VI, line 5 — 2a: 524.		
b Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c Add lines 2a and 2b	2c	524.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	166,641.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	166,641.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	166,641.

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	369,200.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	369,200.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	524.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	368,676.

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					166,641.
2 Undistributed income, if any, as of the end of 2015:					
a Enter amount for 2014 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2015:					
a From 2010	143,801.				
b From 2011	116,514.				
c From 2012	171,479.				
d From 2013	103,726.				
e From 2014	84,088.				
f Total of lines 3a through e		619,608.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► $ 369,200.					
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					166,641.
e Remaining amount distributed out of corpus		202,559.			
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		822,167.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 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 (see instructions)		143,801.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a		678,366.			
10 Analysis of line 9:					
a Excess from 2011	116,514.				
b Excess from 2012	171,479.				
c Excess from 2013	103,726.				
d Excess from 2014	84,088.				
e Excess from 2015	202,559.				

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).)

SEE STATEMENT 13

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 ► [X] 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 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				
SEE STATEMENT 14				
Total			► 3a	369,200.
b Approved for future payment				
Total			► 3b	

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 (See instructions.)
	(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	133.	
4 Dividends and interest from securities			14	60,466.	
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			18	-84,555.	53,422.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a VOID CHECK					5,000.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-23,956.	58,422.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 34,466.

(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). (See instructions.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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 of officer or trustee: [signature] Date: 8/17/16 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELAINE M. RAGLAND, CPA	ELAINE M. RAGLAND, CPA	8/17/16		P00291584

Firm's name ► STEPHEN M. RAGLAND, LTD. Firm's EIN ► 54-1477796

Firm's address ► 7204 GLEN FOREST DRIVE, SUITE 300 RICHMOND, VA 23226 Phone no. (804) 288-8516

SUPPLEMENTAL INFORMATION TO FORM 990-PF, PART III--OTHER INCREASES NOT INCLUDED IN LINE 2

SEE INFORMATION BELOW.
FOR TAX YEAR 2012, FOUNDATION MANAGER SHOULD HAVE REIMBURSED FOUNDATION AN ADDITIONAL $4,960. $1,240 WAS REIMBURSED IN 2014, AND THE REMAINING $3,720 WAS REIMBURSED IN 2015.
FOR TAX YEAR 2013, FOUNDATION MANAGER SHOULD HAVE REIMBURSED FOUNDATION AN ADDITIONAL $4,960. THIS WAS REIMBURSED IN 2015.
FOR TAX YEAR 2014, FOUNDATION MANAGER SHOULD HAVE REIMBURSED FOUNDATION AN ADDITIONAL $4,760. THIS WAS REIMBURSED IN 2015.
TOTAL OF THESE ITEMS IS $14,680.

SUPPLEMENTAL INFORMATION TO FORM 990-PF, PART VII-B

IN TAX YEARS 2012, 2013, 2014 AND 2015, THE FOUNDATION MADE CHARITABLE CONTRIBUTIONS TO VIRGINIA ATHLETICS FOUNDATION IN THE AMOUNT OF $6,200 EACH. THESE CONTRIBUTIONS ENTITLED THE DONOR TO THE RIGHT TO PURCHASE TICKETS TO SPORTING EVENTS. UNDER REG 1.170A-12(F)(14), PAYMENTS MADE TO A UNIVERSITY IN EXCHANGE FOR A RIGHT TO BUY TICKETS TO A SPORT EVENT QUALIFY FOR A CHARITABLE DEDUCTION OF 80% OF THE AMOUNT DONATED.

WHEN THE 2012, 2013, AND 2014 TAX YEARS FORM 4720 WERE ORIGINALLY FILED, IT WAS BELIEVED THAT ONLY THE DISALLOWED CONTRIBUTION AMOUNTS WERE THE AMOUNTS INVOLVED FOR PURPOSES OF SELF-DEALING, AND ACCORDINGLY, THE AMOUNT REPORTED AS THE AMOUNT INVOLVED IN THE ACT WAS $1,240 FOR 2012 AND 2013, AND $1,440 FOR 2014. THESE AMOUNTS WERE PAID PERSONALLY BY THE FOUNDATION MANAGER.

DURING 2016, IT WAS DETERMINED THAT THE IRS CONSIDERS THE ENTIRE CONTRIBUTION TO BE THE AMOUNT INVOLVED IN THE ACT; THEREFORE, THE TAX ON THE FOUNDATION MANAGER FOR EACH ACT SHOULD HAVE BEEN BASED ON THE ENTIRE AMOUNT, NOT ON THE DISALLOWED AMOUNT. ADDITIONALLY, SINCE THE FOUNDATION MANAGER IS A DISQUALIFIED PERSON, THERE ALSO SHOULD HAVE BEEN CALCULATED AN INITIAL TAX ON SELF-DEALING FOR EACH YEAR IN THE AMOUNT OF 10% OF THE AMOUNT INVOLVED. FINALLY, SINCE THE CORRECTIONS FOR THE 2012 AND 2013 TRANSACTIONS HAD NOT BEEN MADE BY 01/01/14, THEY SHOULD HAVE BEEN RECORDED AGAIN IN 2013 AND 2014 FORMS 4720, AND SUBJECTED TO THE EXCISE TAX.

AS A RESULT OF THIS INFORMATION, AMENDED FORMS 4720 HAVE BEEN FILED FOR TAX YEARS 2012, 2013 AND 2014, AND ALL TAXES ASSOCIATED WITH THE FILING OF THESE RETURNS HAVE BEEN PAID PERSONALLY BY THE FOUNDATION MANAGER WITH THE AMENDED RETURNS. ADDITIONALLY, IN 2015, THE FOUNDATION MANAGER REIMBURSED THE FOUNDATION FOR ANY AND ALL AMOUNTS IDENTIFIED AS SELF-DEALING ACTS. FURTHER, THE FOUNDATION MANAGER/SELF-DEALER UNDERSTANDS THAT THESE ACTS ARE SELF-DEALING, AND WITH THAT UNDERSTANDING, WILL NOT MAKE SUCH CONTRIBUTIONS THROUGH THE FOUNDATION IN THE FUTURE.

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VOID CHECK	$ 5,000.	$ 5,000.	$ 5,000.
TOTAL	$ 5,000.	$ 5,000.	$ 5,000.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 5,955.			
TOTAL	$ 5,955.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISORY FEES	$ 13,227.	$ 13,227.		
TOTAL	$ 13,227.	$ 13,227.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
990-PF TAXES	$ 15,712.			
TOTAL	$ 15,712.	$ 0.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LIFE INSURANCE	$ 22,280.			
TOTAL	$ 22,280.	$ 0.	$ 0.	$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
APPLE INC	COST	$ 123,546.	$ 429,461.
JOHNSON & JOHNSON	COST	14,779.	21,058.
ABBOTT LABS	COST	0.	0.
ALTRIA GROUP	COST	6,872.	14,261.
AMERICAN ELEC POWER	COST	2,607.	4,487.
AMERICAN EXPRESS	COST	0.	0.
AT&T	COST	0.	0.
AUTOMATIC DATA PROCESSING	COST	3,500.	7,964.
CHEVRON CORP	COST	0.	0.
DOVER CORP	COST	3,405.	4,905.
EXXON MOBIL	COST	22,660.	23,541.
HOME DEPOT INC	COST	4,632.	19,044.
INTEL CORP	COST	4,818.	7,717.
INTERNATIONAL BUSINESS MACHS	COST	0.	0.
J P MORGAN CHASE	COST	12,811.	19,611.
MCDONALDS CORP	COST	4,359.	7,207.
MERCK & CO	COST	11,952.	16,480.
METLIFE INC	COST	0.	0.
MICROSOFT CORP	COST	17,263.	30,791.
NEXTERA ENERGY	COST	2,577.	5,091.
OCCIDENTAL PETE CORP	COST	8,250.	6,152.
PARKER HANNIFIN CORP	COST	2,376.	3,394.
PFIZER INC	COST	8,301.	15,397.
PHILIP MORRIS INTL INC	COST	9,210.	15,560.
PNC FINL SVCS CROUP	COST	5,278.	8,959.
PRICE T ROWE GROUP	COST	3,246.	4,146.
SEMPRA ENERGY	COST	1,923.	3,666.
UNITED TECHNOLOGIES CORP	COST	0.	0.
US BANCORP DEL	COST	3,805.	6,870.
VERIZON COMMUNICATIONS	COST	9,063.	14,744.
WELLS FARGO & CO	COST	11,010.	17,884.
AMGEN INC	COST	0.	0.
BLACKROCK INC	COST	4,863.	10,556.
BOEING CO	COST	4,172.	9,254.
BRISTOL MYERS SQUIBB	COST	9,925.	10,250.
CHUBB CORP	COST	3,792.	7,560.
CME GROUP INC	COST	6,887.	10,147.
DU PONT E I DE NEMOURS	COST	0.	0.
HONEYWELL INTL	COST	8,628.	15,018.
KIMBERLY CLARK	COST	5,242.	9,802.
PROCTOR & GAMBLE CO	COST	7,795.	9,767.
RAYTHEON	COST	0.	0.

**STATEMENT 6 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
TEXAS INSTRUMENTS	COST	$ 4,672.	$ 8,112.
WAL-MART STORES	COST	4,245.	3,433.
WASTE MGMT INC	COST	2,409.	4,163.
JOHN HANCOCK FDS III DISCIPLINED	COST	110,000.	167,426.
SHERWIN WILLIAMS CO	COST	2,770.	8,567.
ROYAL DUTCH SHELL PLC	COST	0.	0.
PUBLIC STORAGE INC COM	COST	9,165.	13,624.
SIMON-PPTY GROUP	COST	4,673.	6,028.
ACE LIMITED	COST	8,701.	11,334.
WEC ENERGY GROUP INC	COST	2,119.	3,181.
CMS ENERGY	COST	2,111.	3,536.
V F CORPORATION	COST	2,323.	3,424.
DOMINION RESOURCE INC	COST	2,180.	2,909.
ISHARES RUSSELL 1000 GROWTH	COST	179,810.	271,083.
MACYS INC	COST	0.	0.
MARSH MCLENNAN CO	COST	6,901.	9,648.
ABBVIE INC	COST	3,357.	3,258.
CISCO SYSTEMS	COST	9,329.	11,025.
COMCAST CORP	COST	14,987.	16,139.
CONOCO PHILLIPS	COST	0.	0.
DUKE ENERGY	COST	0.	0.
SCHLUMBERGER LTD	COST	15,455.	12,764.
UNITED PARCEL SERVICE INC	COST	9,623.	10,297.
KLA-TENCOR CORP	COST	0.	0.
CVS HEALTH CORP	COST	9,749.	12,319.
EMC CORP	COST	0.	0.
GENERAL ELECTRIC CO	COST	13,512.	16,229.
GENERAL MILLS INC	COST	9,462.	10,206.
HANESBRANDS INC	COST	0.	0.
LOCKHEED MARTIN CORP	COST	10,468.	11,509.
CDK GLOBAL INC	COST	0.	0.
HALYARD HEALTH INC	COST	0.	0.
BP PLC	COST	0.	0.
ROCHE HOLDING LTD	COST	0.	0.
CALIFORNIA RESOURCES	COST	0.	0.
ACTIVISION BLIZZARD INC	COST	6,818.	7,007.
EASTMAN CHEMICAL CO	COST	5,032.	4,118.
EVERSOURCE ENERGY	COST	4,032.	4,188.
GENERAL DYNAMICS CORP	COST	10,547.	9,615.
GENUINE PARTS CO	COST	4,066.	3,865.
GILEAD SCIENCES INC	COST	9,304.	9,512.
PEPSICO INC	COST	9,949.	10,392.
TIME WARNER INC	COST	9,257.	7,049.
TJX COX INC NEW	COST	4,020.	4,042.
VALERO ENERGY CORP NEW	COST	6,470.	6,364.
PG&E CORP	COST	4,993.	4,627.
NORTHERN TR CORP	COST	7,953.	7,785.
TOUCHSTONE SMALL CAP GROWTH	COST	50,000.	45,969.
CROWN CASTLE INTL CORP	COST	3,354.	3,371.
ESSEX PPTY TR INC	COST	3,269.	3,352.
	TOTAL	$ 926,632.	$ 1,542,214.

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS			
VANGUARD FTSE EMERGING MARKETS ETF	COST	$ 0.	$ 0.
SPDR BARCLAYS	COST	80,202.	66,408.
TOTAL OTHER INVESTMENTS		$ 80,202.	$ 66,408.
OTHER PUBLICLY TRADED SECURITIES			
COLUMBIA SELECT LARGE CAP GROWTH	COST	197,283.	310,343.
PIMCO TOTAL RETURN FUND	COST	143,113.	131,292.
EXCELSIOR MULTI-STRATEGY HEDGE FUND	COST	0.	0.
PIMCO COMMODITY REALRETURN STRATEGY FND	COST	0.	0.
VANGUARD MID-CAP ETF	COST	125,208.	132,121.
ISHARDS RUSSELL 2000 VALUE ETF	COST	66,620.	61,140.
LEGG MASON CLEARBRIDGE SMALL CAP	COST	53,384.	48,190.
INVESCO INTL GROWTH FUND	COST	94,312.	82,770.
OPPENHEIMER INTL GROWTH FUND	COST	93,997.	87,922.
DB X-TRACKERS MSCI EAFE	COST	181,481.	165,404.
LYONDELLBASELL INDUSTRIES NV	COST	3,350.	3,389.
MEDTRONIC PLC	COST	5,156.	5,154.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 963,904.	$ 1,027,725.
OTHER SECURITIES			
THE CHILDREN'S INVESTMENT FUND	COST	300,000.	310,650.
TOTAL OTHER SECURITIES		$ 300,000.	$ 310,650.
TOTAL		$ 1,344,106.	$ 1,404,783.

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
UNPAID DIVIDENDS DECLARED	$ 2,440.	$ 2,440.
TOTAL	$ 2,440.	$ 2,440.

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

REIMB OF 2012 BALANCE DUE TO FOUNDATION-SEE FED SUPPLEMENTAL	$ 4,960.
REIMB OF 2013 BALANCE DUE TO FOUNDATION-SEE FED SUPPLEMENTAL	4,960.
REIMB OF 2014 BALANCE DUE TO FOUNDATION-SEE FED SUPPLEMENTAL	4,760.
TOTAL	$ 14,680.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

AAPL GAIN SALE-ADJUSTMENT FOR DONATED STOCK	$	35,504.
TOTAL	$	35,504.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	2672.9 INVESCO INTL GROWTH FUND	PURCHASED	9/11/2014	3/05/2015
2	12 APPLE COMPUTER INC	PURCHASED	1/15/2015	11/20/2015
3	28 COMCAST CORP NEW CL A	PURCHASED	9/11/2014	8/14/2015
4	32 HANESBRANDS INC	PURCHASED	5/05/2014	3/26/2015
5	1 HANESBRANDS INC	PURCHASED	5/06/2014	3/26/2015
6	8 HANESBRANDS INC	PURCHASED	5/07/2014	3/26/2015
7	55 KINDER MORGAN	PURCHASED	7/06/2015	11/12/2015
8	121 KINDER MORGAN	PURCHASED	1/15/2015	11/12/2015
9	92 MEDTRONIC INC	PURCHASED	1/15/2015	1/26/2015
10	26 METLIFE INC.	PURCHASED	5/06/2014	1/15/2015
11	1742.84 OPPENHEIMER INTL GROWTH FUND	PURCHASED	3/07/2014	3/05/2015
12	71 ROCHE HLDG LTD SONSORED ADR	PURCHASED	11/07/2014	3/26/2015
13	43 ROCHE HLDG LTD SONSORED ADR	PURCHASED	11/07/2014	6/29/2015
14	59 UNITED TECHNOLOGIES CORP	PURCHASED	12/11/2014	11/20/2015
15	18 WAL MART STORES INC	PURCHASED	11/05/2014	9/28/2015
16	41 WAL MART STORES INC	PURCHASED	1/15/2015	9/28/2015
17	38 MEDTRONIC INC	PURCHASED	3/26/2015	11/12/2015
18	25 MEDTRONIC INC	PURCHASED	1/26/2015	11/12/2015
19	44 ABBVIE INC	PURCHASED	10/25/2010	2/04/2015
20	115 ABBVIE INC	PURCHASED	5/04/2010	2/04/2015
21	42 AMERICAN EXPRESS CO	PURCHASED	10/25/2010	3/25/2015
22	30 AMERICAN EXPRESS CO	PURCHASED	5/04/2010	3/25/2015
23	2 AMGEN INC	PURCHASED	1/03/2013	1/15/2015
24	24 AMGEN INC	PURCHASED	11/01/2012	1/15/2015
25	4 AMGEN INC	PURCHASED	11/14/2011	1/15/2015
26	2 AMGEN INC	PURCHASED	11/14/2011	1/15/2015
27	14 AMGEN INC	PURCHASED	5/03/2012	1/15/2015
28	73 AMGEN INC	PURCHASED	11/14/2011	6/29/2015
29	77 BP AMOCO P L C ADR	PURCHASED	3/28/2014	9/28/2015
30	31 CDK GLOBAL INC	PURCHASED	5/04/2010	1/15/2015
31	31 CHEVRONTEXACO CORP	PURCHASED	5/04/2010	7/06/2015
32	70 CHEVRONTEXACO CORP	PURCHASED	5/04/2010	11/20/2015
33	16 CHUBB CORP	PURCHASED	10/21/2011	11/12/2015
34	94 CONOCOPHILLIPS	PURCHASED	9/06/2013	1/15/2015
35	33 DU PONT (E I) DE NEMOURS & CO	PURCHASED	11/23/2011	6/29/2015
36	90 DU PONT (E I) DE NEMOURS & CO	PURCHASED	11/22/2011	6/29/2015
37	36 DUKE ENERGY CORP	PURCHASED	1/08/2013	3/25/2015
38	257 EMC CORPORATION	PURCHASED	7/17/2013	6/29/2015
39	9 HALYARD HEALTH INC	PURCHASED	11/14/2011	1/15/2015
40	139 HANESBRANDS INC	PURCHASED	5/06/2014	8/05/2015
41	18 HOME DEPOT INC	PURCHASED	5/04/2010	3/26/2015
42	46 INTEL CORP	PURCHASED	5/04/2010	11/20/2015
43	77 INTEL CORP	PURCHASED	11/18/2011	11/20/2015
44	15 INTERNATIONAL BUSINESS MACHINES	PURCHASED	5/04/2010	1/15/2015
45	34 INTERNATIONAL BUSINESS MACHINES	PURCHASED	5/04/2010	3/26/2015
46	43 KLA-TENCOR CORP	PURCHASED	2/07/2013	2/04/2015

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
47	42 KLA-TENCOR CORP	PURCHASED	7/07/2013	2/05/2015
48	788.04 LEGG MASON CLEARBRIDGE SMALL CAI	PURCHASED	3/07/2014	4/10/2015
49	860.5 LEGG MASON CLEARBRIDGE SMALL CAI	PURCHASED	2/27/2014	4/10/2015
50	81 MACYS INC	PURCHASED	3/21/2012	11/20/2015
51	23 MACYS INC	PURCHASED	8/07/2013	11/20/2015
52	9 MCDONALDS CORP	PURCHASED	10/26/2011	3/26/2015
53	21 MCDONALDS CORP	PURCHASED	10/25/2010	3/26/2015
54	58 METLIFE INC.	PURCHASED	10/25/2010	1/15/2015
55	1 METLIFE INC.	PURCHASED	5/04/2010	1/15/2015
56	677.69 OPPENHEIMER INTL GROWTH FUND	PURCHASED	2/27/2014	3/05/2015
57	104 PFIZER INC	PURCHASED	8/15/2011	2/04/2015
58	14 PFIZER INC	PURCHASED	10/25/2010	2/04/2015
59	5 PHILIP MORRIS INTL	PURCHASED	10/12/2011	3/26/2015
60	11 PHILIP MORRIS INTL	PURCHASED	10/25/2010	3/26/2015
61	3474.36 PIMCO COMMODITY REALRETURN STRA	PURCHASED	4/06/2010	7/27/2015
62	1750 PIMCO COMMODITY REALRETURN STRA	PURCHASED	4/09/2010	7/27/2015
63	5462.59 PIMCO COMMODITY REALRETURN STRA	PURCHASED	4/28/2010	7/27/2015
64	1597.64 PIMCO COMMODITY REALRETURN STRA	PURCHASED	4/12/2010	7/27/2015
65	6067.8 PIMCO COMMODITY REALRETURN STRA	PURCHASED	10/22/2010	7/27/2015
66	42 RAYTHEON CO NEW	PURCHASED	11/21/2011	8/14/2015
67	64 RAYTHEON CO NEW	PURCHASED	11/21/2011	8/17/2015
68	10 RAYTHEON CO NEW	PURCHASED	11/21/2011	8/18/2015
69	199 ROCHE HLDG LTD SONSORED ADR	PURCHASED	2/11/2014	6/29/2015
70	58 ROYAL DUTCH SHELL	PURCHASED	9/13/2011	9/28/2015
71	36 ROYAL DUTCH SHELL	PURCHASED	9/13/2011	9/28/2015
72	17 US BANKCORP DEL NEW	PURCHASED	5/04/2010	1/15/2015
73	57 US GOV'T SECURITIES CL A	PURCHASED	10/25/2010	1/15/2015
74	29 UNITED TECHNOLOGIES CORP	PURCHASED	5/04/2010	11/20/2015
75	1500 VANGUARD INTL EQUITY INDEX FD INC.	PURCHASED	4/28/2010	10/26/2015
76	930 VANGUARD INTL EQUITY INDEX FD INC.	PURCHASED	10/21/2010	10/26/2015
77	375 VANGUARD INTL EQUITY INDEX FD INC.	PURCHASED	4/09/2010	10/26/2015
78	750 VANGUARD INTL EQUITY INDEX FD INC.	PURCHASED	4/06/2010	10/26/2015
79	375 VANGUARD INTL EQUITY INDEX FD INC.	PURCHASED	4/12/2010	10/26/2015
80	20 VERIZON COMM	PURCHASED	11/16/2011	8/14/2015
81	22 VERIZON COMM	PURCHASED	10/25/2010	8/14/2015
82	7 WAL MART STORES INC	PURCHASED	11/05/2014	11/20/2015
83	29 WAL MART STORES INC	PURCHASED	8/27/2014	11/20/2015
84	72 CALIFORNIA RESOURCES	PURCHASED	12/31/2014	12/31/2014
85	PIMCO TOTAL RETURN FUND	PURCHASED	4/01/2015	4/01/2015
86	181.824 EXCELSIOR MULTI-STRATEGY	PURCHASED	VARIOUS	2/06/2015
87	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	89,382.		94,567.	-5,185.				$ -5,185.
2	1,429.		1,292.	137.				137.
3	1,639.		1,594.	45.				45.
4	1,068.		656.	412.				412.
5	33.		21.	12.				12.
6	267.		164.	103.				103.
7	1,301.		2,070.	-769.				-769.
8	2,861.		4,957.	-2,096.				-2,096.
9	7,079.		6,604.	475.				475.
10	1,258.		1,323.	-65.				-65.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
11	64,764.		67,500.	-2,736.				$ -2,736.
12	2,428.		2,603.	-175.				-175.
13	1,523.		1,577.	-54.				-54.
14	5,817.		6,739.	-922.				-922.
15	1,146.		1,399.	-253.				-253.
16	2,611.		3,575.	-964.				-964.
17	2,843.		2,906.	-63.				-63.
18	1,870.		1,944.	-74.				-74.
19	2,516.		1,212.	1,304.				1,304.
20	6,577.		2,984.	3,593.				3,593.
21	3,370.		1,656.	1,714.				1,714.
22	2,408.		1,384.	1,024.				1,024.
23	306.		177.	129.				129.
24	3,675.		2,094.	1,581.				1,581.
25	613.		230.	383.				383.
26	306.		115.	191.				191.
27	2,144.		993.	1,151.				1,151.
28	11,335.		4,189.	7,146.				7,146.
29	2,282.		3,714.	-1,432.				-1,432.
30	1,302.		501.	801.				801.
31	2,945.		2,496.	449.				449.
32	6,263.		5,637.	626.				626.
33	2,056.		1,092.	964.				964.
34	5,866.		6,448.	-582.				-582.
35	2,117.		1,467.	650.				650.
36	5,773.		4,099.	1,674.				1,674.
37	2,706.		2,339.	367.				367.
38	6,710.		6,527.	183.				183.
39	413.		212.	201.				201.
40	4,020.		2,851.	1,169.				1,169.
41	2,033.		632.	1,401.				1,401.
42	1,602.		1,035.	567.				567.
43	2,682.		1,877.	805.				805.
44	2,324.		1,906.	418.				418.
45	5,458.		4,320.	1,138.				1,138.
46	2,723.		2,427.	296.				296.
47	2,648.		2,370.	278.				278.
48	23,901.		24,642.	-741.				-741.
49	26,098.		26,615.	-517.				-517.
50	3,126.		3,260.	-134.				-134.
51	888.		1,103.	-215.				-215.
52	874.		824.	50.				50.
53	2,039.		1,655.	384.				384.
54	2,807.		2,327.	480.				480.
55	48.		45.	3.				3.
56	25,183.		26,003.	-820.				-820.
57	3,336.		1,893.	1,443.				1,443.
58	449.		248.	201.				201.
59	382.		331.	51.				51.
60	841.		657.	184.				184.
61	13,620.		27,760.	-14,140.				-14,140.
62	6,860.		14,000.	-7,140.				-7,140.
63	21,413.		43,755.	-22,342.				-22,342.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
64	6,263.		12,797.	-6,534.				$ -6,534.
65	23,786.		52,486.	-28,700.				-28,700.
66	4,619.		1,815.	2,804.				2,804.
67	7,025.		2,766.	4,259.				4,259.
68	1,097.		432.	665.				665.
69	7,049.		7,115.	-66.				-66.
70	2,677.		3,699.	-1,022.				-1,022.
71	1,662.		2,319.	-657.				-657.
72	694.		452.	242.				242.
73	2,326.		1,347.	979.				979.
74	2,859.		2,145.	714.				714.
75	54,058.		62,535.	-8,477.				-8,477.
76	33,516.		43,406.	-9,890.				-9,890.
77	13,515.		16,365.	-2,850.				-2,850.
78	27,029.		32,708.	-5,679.				-5,679.
79	13,515.		16,313.	-2,798.				-2,798.
80	951.		735.	216.				216.
81	1,046.		715.	331.				331.
82	425.		544.	-119.				-119.
83	1,759.		2,198.	-439.				-439.
84	0.		298.	-298.				-298.
85	0.		305.	-305.				-305.
86	292,729.		292,301.	428.				428.
87								53,299.
							TOTAL	$ -31,133.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
H. HITER HARRIS, III 6315 THREE CHOPT RD RICHMOND, VA 23226	PRESIDENT 1.00	$ 0.	$ 0.	$ 0.
JIL W. HARRIS 6315 THREE CHOPT ROAD RICHMOND, VA 23226	SECTY/TREAS 0	0.	0.	0.
KATHERINE ALEXANDER HARRIS 6315 THREE CHOPT ROAD RICHMOND, VA 23226	DIRECTOR 0	0.	0.	0.

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ELIZABETH TYLER HARRIS 6315 THREE CHOPT ROAD RICHMOND, VA 23226	DIRECTOR 0	$ 0.	$ 0.	$ 0.
H. HITER HARRIS, IV 6315 THREE CHOPT ROAD RICHMOND, VA 23226	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 13
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

H. HITER HARRIS, III
JIL W. HARRIS

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FIRST PRESBYTERIAN CHURCH 4602 CARY STREET ROAD RICHMOND VA 23226	N/A	PC	ANNUAL FUND	$ 7,500.
CHESAPEAKE ACADEMY FOUNDATION P O BOX 8 IRVINGTON VA 22480	N/A	PC	ANNUAL FUND	30,000.
HAMPDEN-SYDNEY COLLEGE 1 COLLEGE ROAD HAMPDEN-SYDNEY VA 23943	N/A	PC	ANNUAL FUND	31,000.
BOLLING HAXELL HOUSE FOUNDATION 211 EAST FRANKLIN STREET RICHMOND VA 23219	N/A	SO I	ANNUAL FUND	500.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND VA 23226	N/A	PC	ANNUAL FUND	2,500.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ST. CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHERS RD RICHMOND VA 23229	N/A	PC	ANNUAL FUND	$ 2,500.
VA FOUND FOR IND COLLEGES 8010 RIDGE ROAD RICHMOND VA 23229	N/A	PC	ANNUAL FUND, CAPITAL COMMITMENT	34,200.
CROSS-OVER MINISTRIES, INC. 108 COWARDIN AVENUE RICHMOND VA 23224	N/A	PC	ANNUAL FUND	1,000.
BIG OAK RANCH P O BOX 507 SPRINGVALE AL 35146	N/A	PC	ANNUAL FUND	2,500.
MASSEY CANCER CENTER 401 COLLEGE ST RICHMOND VA 23298	N/A	PC	ANNUAL FUND, CAPITAL COMMITMENT	10,000.
VIRGINIA HISTORICAL SOCIETY 428 N BOULEVARD RICHMOND VA 23220	N/A	PC	ANNUAL FUND, CAPITAL COMMITMENT	12,500.
SALVATION ARMY CHRISTMAS MOTHE 2 W GRACE STREET RICHMOND VA 23220	N/A	PC	ANNUAL FUND	1,000.
VCUARTS POLLAK SOCIETY P O BOX 843007 RICHMOND VA 23284	N/A	PC	ANNUAL FUND	5,000.
FAISON SCHOOL FOR AUTISM 1701 BYRD AVE RICHMOND VA 23230	N/A	PC	CAPITAL COMMITMENT	6,000.
VMFA FOUNDATION 200 N BOULEVARD RICHMOND VA 23220	N/A	PC	ANNUAL FUND	50,000.
ELIJAH HOUSE ACADEMY 6255 WARWICK ROAD RICHMOND VA 23224	N/A	PC	ANNUAL FUND	1,000.
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINSTON-SALEM NC 27106	N/A	PC	UNRESTRICTED CONTRIBUTION	25,000.
THE NATURE CONSERVATORY 490 WESTFIELS ROAD CHARLOTTESVILLE VA 22901	N/A	PC	ANNUAL FUND, CAPITAL COMMITMENT	35,000.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
RAPPAHANOCK GENERAL HOSPITAL 101 HARRIS ROAD KILMARNOCK VA 22482	N/A	GOV	ANNUAL FUND	$ 1,000.
HARVARD BUSINESS SCHOOL 117 WESTERN AVE ALLSTON MA 02134	N/A	PC	CAPITAL COMMITMENT	5,000.
GARTH NEWELL MUSIC CENTER 403 GARTH NEWELL LN HOT SPRINGS VA 24445	N/A	PC	ANNUAL FUND	1,000.
ART 180 114 W MARSHALL STREET RICHMOND VA 23220	N/A	PC	ANNUAL FUND	1,000.
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND VA 23235	N/A	PC	ANNUAL FUND	1,000.
DRIVE TO WORK P O BOX 14526 RICHMOND VA 23221	N/A	PC	ANNUAL FUND	1,000.
VCU DEPARTMENT OF PSYCHIATRY P O BOX 980710 RICHMOND VA 23298	N/A	GOV	UNRESTRICTED	25,000.
BATH COUNTY HOSPITAL FOUNDATION P O DRAWER Z HOT SPRINGS VA 24445	N/A	PC	CAPITAL COMMITMENT	5,000.
ST. STEPHEN'S EPISCOPAL CHURCH 6000 GROVE AVENUE RICHMOND VA 23226	N/A	PC	CAPITAL COMMITMENT	6,000.
VCU INSTITUTE FOR CONTEMPORARY ART 818 W BROAD STREET RICHMOND VA 23284	N/A	GOV	CAPITAL COMMITMENT	25,000.
1708 GALLERY 319 WEST BROAD STREET RICHMOND VA 23220	N/A	PC	PROGRAM SUPPORT	500.

**STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
MCV FOUNDATION 1228 E BROAD STREET P O BOX 980234 RICHMOND VA 23298	N/A	PC	HEALTHY MINDS CAMPAIGN	$ 25,000.
STEAMBOAT ERA MUSEUM 156 KING CARTER DR IRVINGTON VA 22480	N/A	PC	PROGRAM SUPPORT	3,000.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY UNIV OF RICHMOND VA 23173	N/A	PC	ANNUAL FUND	11,500.
UNIVERSITY OF RICHMOND ROBINS SCHOOL 28 WESTHAMPTON WAY UNIV OF RICHMOND VA 23173	N/A	PC	ANNUAL CAMPAIGN	1,000.
			TOTAL	$ 369,200.