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 ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION	**A Employer identification number** 54-6039157
Number and street (or P O box number if mail is not delivered to street address) 901 EAST CARY STREET, SUITE 1402 — Room/suite	**B** Telephone number (804)780-2000
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23219-4037	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 110,994,777. **J** Accounting method: ☒ 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))

	Line	Description	(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	100,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,419,010.	2,419,010.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	9,957,258.			
	b	Gross sales price for all assets on line 6a 38,967,965.				
	7	Capital gain net income (from Part IV, line 2)		9,957,258.		
	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				
	12	**Total** Add lines 1 through 11	12,476,268.	12,376,268.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	74,887.	74,887.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 2	16,401.	16,401.		0.
	17	Interest				
	18	Taxes STMT 3	190,818.	45,818.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	288,279.	286,396.		0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	570,385.	423,502.		0.
	25	Contributions, gifts, grants paid	6,182,423.			6,182,423.
	26	**Total expenses and disbursements** Add lines 24 and 25	6,752,808.	423,502.		6,182,423.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	5,723,460.			
	b	**Net investment income** (if negative enter -0-)		11,952,766.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	3,000,288.	8,491,946.	8,491,946.
	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 6	114,880,000.	100,655,062.	100,655,062.
	c Investments - corporate bonds STMT 7	1,415,881.	790,722.	790,722.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,000,000.	1,000,000.	1,000,000.
	14 Land, buildings, and equipment: basis ▶ 13,184.			
	Less accumulated depreciation STMT 9 ▶ 10,358.	4,709.	2,826.	2,826.
	15 Other assets (describe ▶ STATEMENT 10)	28,749.	54,221.	54,221.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	120,329,627.	110,994,777.	110,994,777.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	300,000.	238,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	324,042.	172,918.	
	23 **Total liabilities** (add lines 17 through 22)	624,042.	410,918.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	119,705,585.	110,583,859.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	119,705,585.	110,583,859.	
	31 **Total liabilities and net assets/fund balances**	120,329,627.	110,994,777.	

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	119,705,585.
2	Enter amount from Part I, line 27a	2	5,723,460.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	226,849.
4	Add lines 1, 2, and 3	4	125,655,894.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON INVESTMENTS	5	15,072,035.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	110,583,859.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	38,967,965.		29,010,707.	9,957,258.

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				9,957,258.

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 — 9,957,258.

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	5,856,549.	115,280,900.	.050802
2013	5,344,499.	105,114,758.	.050844
2012	4,565,186.	90,611,742.	.050382
2011	4,287,839.	86,662,938.	.049477
2010	3,812,594.	79,664,078.	.047858

2	**Total** of line 1, column (d)	2	.249363
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	.049873
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	117,947,633.
5	Multiply line 4 by line 3	5	5,882,402.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	119,528.
7	Add lines 5 and 6	7	6,001,930.
8	Enter qualifying distributions from Part XII, line 4	8	6,182,423.

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 ▶ [X] and enter 1% of Part I, line 27b			1	119,528.
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	119,528.
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	119,528.
6 Credits/Payments:				
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	173,749.		
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	173,749.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	54,221.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶		54,221. **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? N/A	4b		
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	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 ▶ JILL MCCORMICK Telephone no. ▶ 804-780-2000

Located at ▶ 901 EAST CARY STREET, SUITE 1402, RICHMOND, VA ZIP+4 ▶ 23219-4037

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		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?	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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		74,887.	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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	108,899,451.
b	Average of monthly cash balances		1b	9,844,339.
c	Fair market value of all other assets		1c	1,000,000.
d	**Total** (add lines 1a, b, and c)		1d	119,743,790.
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	119,743,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,796,157.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	117,947,633.
6	**Minimum investment return** Enter 5% of line 5		6	5,897,382.

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	5,897,382.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 119,528.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	119,528.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	5,777,854.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,777,854.
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	5,777,854.

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	6,182,423.
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	6,182,423.
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	119,528.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,062,895.

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				5,777,854.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			2,771,115.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 6,182,423.				
a Applied to 2014, but not more than line 2a			2,771,115.	
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				3,411,308.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				2,366,546.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV 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:

JILL A. MCCORMICK
901 EAST CARY STREET, SUITE 1402, RICHMOND, VA 23219-4037

b The form in which applications should be submitted and information and materials they should include:

NO SPECIAL FORM; EXPLANATION OF USE OF GRANT

c Any submission deadlines:

MARCH 1ST, SEPTEMBER 1ST

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

STATE OF VIRGINIA

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 ATTACHED SCHEDULE	N/A	501 (C)3	SEE ATTACHED SCHEDULE	6,182,423.
Total			▶ 3a	6,182,423.
b Approved for future payment				
SEE ATTACHED SCHEDULE	N/A	501 (C)3	SEE ATTACHED SCHEDULE	7,432,758.
Total			▶ 3b	7,432,758.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,419,010.	
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	9,957,258.	
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.		12,376,268.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 12,376,268.

(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] 3/19/16 ▶ PRESIDENT

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
THOMAS M. DENSON	[signature]	3/15/16		P00443600
Firm's name ▶ KEITER, STEPHENS, HURST, GARY & SHREAVES, P			Firm's EIN ▶ 54-1631262	
Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066			Phone no. (804)747-0000	

523622
11-24-15

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
ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION	54-6039157

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
ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION	54-6039157

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	ESTATE OF ANNE MARIE GRAY 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219	$ 100,000.	Person [X] 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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION	54-6039157

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

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

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

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

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

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

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

Name of organization

ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION

Employer identification number

54-6039157

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

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	DAVENPORT & CO #4747 - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT & CO #3089 - SEE ATTACHED		VARIOUS	VARIOUS
c	DAVENPORT & CO #3089 - SEE ATTACHED		VARIOUS	VARIOUS
d	DAVENPORT & CO #9503 - SEE ATTACHED		VARIOUS	VARIOUS
e	DAVENPORT & CO #9503 - SEE ATTACHED		VARIOUS	VARIOUS
f	DAVENPORT & CO #2152 - SEE ATTACHED		VARIOUS	VARIOUS
g	DAVENPORT & CO #2152 - SEE ATTACHED		VARIOUS	VARIOUS
h	DIEBOLD INC. SECURITIES		VARIOUS	VARIOUS
i	MARSH & MCLENNON		VARIOUS	VARIOUS
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	958,399.		906,485.	51,914.
b	7,896,364.		5,575,119.	2,321,245.
c	1,834,081.		2,066,342.	-232,261.
d	15,307,734.		9,629,146.	5,678,588.
e	3,067,299.		3,000,063.	67,236.
f	8,480,649.		6,489,278.	1,991,371.
g	1,416,849.		1,344,274.	72,575.
h	6,502.			6,502.
i	88.			88.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				51,914.
b				2,321,245.
c				-232,261.
d				5,678,588.
e				67,236.
f				1,991,371.
g				72,575.
h				6,502.
i				88.
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	9,957,258.
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

523591
04-01-15

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	GRANT SOFTWARE	071310		84M	43	13,184.			13,184.	8,475.		1,883.
	* TOTAL 990-PF PG 1 DEPR & AMORT					13,184.		0.	13,184.	8,475.	0.	1,883.

528102
04-01-15

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

DAVENPORT
& COMPANY LLC
EST 1863 • MEMBER NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN SMID
ATTN J READ BRANCH JR PRES
5349-2152-RST5-MCP-3-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-08-11	01-02-15	2,550,000	Carmax Inc	68,472 60		169,352.72		100,880 12
12-11-13	01-02-15	4,345 000	American Airlines Group Inc	113,212 45		231,695 04		118,482 59
10-21 13	01-07-15	2,215 000	Sun Communities Inc •	98,247 21		143,671 25		45,424 04
04 27-12	01-07-15	605 000	Sun Communities Inc •	26,506 32		39,242 03		12,735 71
01-08-14	01-08-15	6,165 000	Krispy Kreme Doughnut Inc	119,560 93		122,207 94	2,647 01	
07-05-13	01-08-15	5,115 000	Krispy Kreme Doughnut Inc	98,689.32		101,393 93		2,704 61
07-03-13	01-08-15	11,380 000	Krispy Kreme Doughnut Inc	215,910 46		225,584 15		9,673 69
02-10-14	01-08-15	10,230 000	Krispy Kreme Doughnut Inc	182,559 47		202,787 87	20,228 40	
04-27-12	01-09-15	2,290,000	Sun Communities Inc •	100,329.71		150,023 74		49,694 03
11-05-13	01-21-15	24,640 000	Penn National Gaming Inc	338,839 42		381,135.38		42,295 96
11-05-13	01-29-15	17,760 000	Penn National Gaming Inc	244,228 42		280,956 97		36,728.55
04-07-14	01-29-15	3,410 000	Penn National Gaming Inc	42,024 84		53,945.00	11,920 16	
04-07-14	03-17-15	18,130 000	Penn National Gaming Inc	223,434 12		295,531 68	72,097 56	
01-31-14	03-17-15	875 000	Penn National Gaming Inc	10,373 56		14,263 11		3,889 55
12-11-13	03-18-15	4,540 000	Morgan Stanley •china A Shares Fun	113,268 46		148,661 38		35,392 92
04-27-12	03-18-15	1,290 000	Sun Communities Inc •	56,517 61		87,396 53		30,878 92
10-26-12	03-18-15	535 000	Sun Communities Inc •	22,203.73		36,245.85		14,042.12
06-08-11	04-16-15	500 000	Carmax Inc	13,426 00		35,835.34		22,409.34
06-21-12	04-16-15	1,435 000	Carmax Inc	37,377 73		102,847.43		65,469 70
10-26-12	04-16-15	2,380 000	Sun Communities Inc •	98,775 47		151,088 19		52,312.72
01-31-14	04-20-15	13,480 000	Penn National Gaming Inc	159,812 14		214,930 59		55,118 45
03-10-14	04-24-15	430 000	Amazon.com Inc	159,045 69		191,940 96		32,895.27
02-05-14	04-24-15	2,270 000	Smucker Jm Company New	210,556 80		264,263.77		53,706 97
04-23-12	04-24-15	2,015 000	Smucker Jm Company New	158,486 80		234,577 75		76,090 95
03-05-12	04-24-15	4,390 000	Smucker Jm Company New	334,874.03		511,065 17		176,191 14
08-13-14	05-13-15	2,135.000	Pall Corp	170,134.73		265,277.62	95,142 89	
12-13-12	05-13-15	5,935 000	Pall Corp	367,852 49		737,434 51		369,582 02
10-26-12	06-18-15	720 000	Sun Communities Inc •	29,881 66		46,746.36		16,864.70
01-11-12	06-18-15	7,705 000	Sun Communities Inc •	273,989 80		500,251 02		226,261.22
01-31-14	06-24-15	8,400 000	Penn National Gaming Inc	99,586.20		150,813.34		51,227 14
12-11-13	07-10-15	5,240 000	Morgan Stanley •china A Shares Fun	130,732 76		165,855.52		35,122 76
01-11-08	07-10-15	195 000	Markel Corp	87,216 91		169,328 66		82,111 75
01-31-14	07-14-15	4,260,000	Penn National Gaming Inc	50,504 43		82,606 26		32,101.83
07-23-13	07-14-15	3,055.000	Penn National Gaming Inc	35,249 91		59,239 94		23,990 03
12-11-13	07-27-15	5,065 000	Morgan Stanley •china A Shares Fun	126,366 68		141,778.90		15,412.22
01-02-14	08-06-15	3,400,000	Cabelas Inc	222,939 70		150,022 92		(72,916 78)
10-07-13	08-06-15	5,915.000	Cabelas Inc	365,874 69		260,995 75		(104,878 94)
04-03-13	08-06-15	5,010 000	Cabelas Inc	306,712 70		221,063 17		(85,649 53)
06-23-14	08-06-15	2,085 000	Cabelas Inc	123,228 71		91,999 35		(31,229 36)
01-11-08	08-07-15	170 000	Markel Corp	76,035 25		146,901 41		70,866 16
12-11-13	09-04-15	93.000	Morgan Stanley •china A Shares Fun	2,320 26		2,231 62		(88 64)
12-16-13	09-04-15	3,952 000	Morgan Stanley •china A Shares Fun	97,570 14		94,832 03		(2,738 11)
06 06-14	09-04-15	2,120 000	Morgan Stanley •china A Shares Fun	47,159 82		50,871 43		3,711 61
06-06-14	09-09-15	13,215 000	Morgan Stanley •china A Shares Fun	293,970 32		334,147 01		40,176 69
04-01-14	09-10-15	39,300 000	Alcoa Inc	515,376 27		372,450.99		(142,925.28)
07-23-13	09-17-15	4,630 000	Penn National Gaming Inc	53,422 95		83,239.38		29,816 43
11-28-12	09-17-15	3,965 000	Penn National Gaming Inc	44,014 52		71,283 83		27,269 31
08-06-14	09-17-15	770 000	Penn National Gaming Inc	8,170 16		13,843.27		5,673 11
03-10-14	10-19-15	371 000	Amazon com Inc	137,223 14		213,911.84		76,688 70
03-10-14	11-05-15	210 000	Amazon com Inc	77,673 48		136,545 11		58,871 63

DAVENPORT
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN SMID
ATTN J READ BRANCH JR PRES
5349-2152-RST5-MCP-3-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-11-08	11-09-15	235 000	Markel Corp	105,107 56		202,534 24		97,426 68
01-11-08	11-09-15	57 000	Markel Corp	25,494.17		49,125.33		23,631 16
01-11-08	11-19-15	238 000	Markel Corp	106,449.36		214,424.19		107,974.83
07-06-15	12-07-15	11,100 000	Las Vegas Sands Corp	606,559.50		477,099 18	(129,460.32)	
TOTAL GAINS							202,036 02	2,431,797 32
TOTAL LOSSES							(129,460.32)	(440,426.64)
[illegible]				7,833,551.57	0.00	9,897,497.95	72,575.70	1,991,370.68
TOTAL REALIZED GAIN/LOSS			2,063,946.38					

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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION VIP
ATTN J READ BRANCH JR PRES
3451-3089-RST5-DAMVI3-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-13-14	01-06-15	4,800 000	Kinder Morgan Inc De	184,062 72		195,109 92	11,047 20	
09-04-13	01-06-15	3,130 000	Kinder Morgan Inc De	115,275 40		127,227 93		11,952 53
02-06-13	01-07-15	2,040 000	Hartford Financial Services Group Inc	49,865.35		82,450 28		32,584 93
11-21-12	01-07-15	8,070 000	Hartford Financial Services Group Inc	170,005 85		326,163 63		156,157 78
09-06-13	01-14-15	890 000	Sun Communities Inc •	38,804 01		59,587 03		20,783 02
04-18-12	01-14-15	2,790 000	Sun Communities Inc •	116,704.31		186,795 30		70,090 99
04-03-13	01-21-15	10,460 000	Aflac Inc	552,308 92		605,007.66		52,698 74
01-31-13	01-27-15	5,257 000	Penn National Gaming Inc	59,269 22		81,333.98		22,064 76
01-31-13	01-28-15	5,478 000	Penn National Gaming Inc	61,760 85		83,602.29		21,841 44
12-13-13	02-11-15	10,390 000	Deutsche X Trackers Harvest Csi 300 Ch	263,802 10		360,529 47		96,727 37
10 12-11	02-25-15	5,330 000	Marathon Petroleum Corp	180,936 98		557,125 05		376,188 07
10 06-09	03-04-15	2,116,000	Automatic Data Processing Inc	71,941.94		183,711.97		111,770 03
04-18-12	03-05-15	1,340 000	Sun Communities Inc •	56,051.53		89,980 68		33,929 15
01-09-12	03-05-15	1,965 000	Sun Communities Inc •	74,164.01		131,949 29		57,785 28
10 06-09	03-05-15	2,929 000	Automatic Data Processing Inc	99,583 15		253,468 65		153,885 50
12-17-13	03-06-15	4,320 000	Equity Lifestyle Properties Inc	155,526 48		225,863 15		70,336 67
04-02-14	04 08-15	13,930 000	Hewlett-packard Xxxcompany	464,678 33		435,663 86		(29,014 47)
11-21-12	04-15-15	11,955 000	Hartford Financial Services Group Inc	251,848.81		509,363 27		257,514 46
02-15-12	05-20-15	4,325 000	Anthem Inc	285,126 93		705,477 98		420,351 05
12-13-13	06-03-15	4,600 000	Deutsche X Trackers Harvest Csi 300 Ch	116,794.00		243,033 30		126,239 30
10 16-13	06-24-15	15,935 000	Block H & R Inc	460,137 47		487,243 48		27,106 01
10 15 14	06-24-15	5,455 000	Block H & R Inc	152,643 99		166,797 19	14,153 20	
12-13-13	06-30-15	2,895 000	Deutsche X Trackers Harvest Csi 300 Ch	73,504.05		132,039 10		58,535 05
05-14-14	06-30-15	6,925 000	Deutsche X Trackers Harvest Csi 300 Ch	155,047.29		315,844 81		160,797 52
01-20-10	07-08-15	1,373 000	Chemours Company	12,047.46		18,538 99		6,491 53
09-04-14	07-16-15	2,965 000	Waddell & Reed Financialinc Cl A	169,295 27		134,223 67	(35,071 60)	
09 05-14	07-16-15	5,780 000	Waddell & Reed Financialinc Cl A	329,004.54		261,656 93	(67,347 61)	
10-29-14	07-16-15	4,825 000	Waddell & Reed Financialinc Cl A	229,546.00		218,424 69	(11,121 31)	
05-17-13	08-12-15	275 000	Markel Corp	148,061.26		236,686.85		88,625 59
02-11-15	08-19-15	11,950 000	Ishares China Large Cap Etf	501,505 65		462,358 49	(39,147 16)	
01-20-10	10 06-15	6,865 000	Du Pont E.i de Nemours & Company	224,873.99		381,832.51		156,958 52
07-13-11	10 21-15	9,215 000	Wal-mart Stores Inc	498,837.44		541,564 79		42,727.35
01-14-15	12-16-15	1,545 000	Mcdonalds Corp	141,766 57		181,895 83	40,129.26	
09-04-13	12-30-15	11,740 000	Kinder Morgan Inc De	432,374 80		172,575 98		(259,798 82)
07-29 15	12-30-15	5,555 000	Kinder Morgan Inc De	193,845 06		81,657 55	(112,187 51)	
04-20-15	12-31-15	4,770 000	Telus Corp	164,672.33		131,955 80	(32,716 53)	
06-26-13	12-31-15	13,075.000	Telus Corp	385,787 03		361,702 75		(24,084 28)
TOTAL GAINS							65,329 66	2,634,142 64
TOTAL LOSSES							(297,591 72)	(312,897 57)
				7,641,461.09	0.00	9,730,444.10	(232,262 06)	2,321,245.07
TOTAL REALIZED GAIN/LOSS		2,088,983 01						

DAVENPORT
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN BONDS
ATTN J READ BRANCH JR PRES
3360-4747-RST5-FMAIII-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
12-05-14	03-18-15	250,000 000	American Expr Bank Fsb Salt Lake City Ut Cd Fdic Int@mat 0 350% Due 03-18-15	250,000 00	0 00	250,000 00	0 00	
12-05-14	06-12-15	250,000 000	Ge Capital Bank Salt Lake City Ut Cd Fdic Int@mat 0 350% Due 06-12-15	250,000 00	0 00	250,000 00	0 00	
06-08 09	07-15-15	250,000 000	Southern Pwr Co Sr Notes 4 875% Due 07-15-15	248,362 50	1,637 50	250,000 00		0 00
06-09-10	09-11-15	150,000 000	Altria Grp Inc Gtd Note 4 125% Due 09-11-15	150,855 00	(855 00)	150,000 00		0 00
06-03-92	09-23-15	5,000 000	Benchmark Bankshares Incnew	6,484 36		58,398.92		51,914 56
TOTAL GAINS							0 00	51,914 56
TOTAL LOSSES							0 00	0.00
				905,701.86	782.50	958,398.92	0 00	51,914.56

TOTAL REALIZED GAIN/LOSS 51,914 56

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client, however, such data is not guaranteed as to its accuracy or completeness and is for informational purposes only. Please note that some securities, notably mutual funds and real estate investment trust, may revise the classification of prior distributions late in the tax preparation season. Should this occur, the cost basis information above would need to be adjusted, thereby affecting your gain/loss. Unless otherwise instructed by you, Davenport will use its usual and customary method for establishing the cost basis for security sales in your account. This method generally assigns the highest available cost basis to a security sale, as opposed to the "first-in, first-out" (FIFO) method. Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date; thus, the totals are incomplete.

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN ETF
ATTN J READ BRANCH JR PRES
2221-5796-RST5-FMAIII-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
TOTAL GAINS							0.00	0.00
TOTAL LOSSES							0.00	0.00
				0.00	0.00	0.00	0.00	0.00
TOTAL REALIZED GAIN/LOSS		0.00						

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client, however, such data is not guaranteed as to its accuracy or completeness and is for informational purposes only. Please note that some securities, notably mutual funds and real estate investment trust, may revise the classification of prior distributions late in the tax preparation season. Should this occur the cost basis information above would need to be adjusted thereby affecting your gain/loss. Unless other wise instructed by you, Davenport will use its usual and customary method for establishing the cost basis for security sales in your account. This method generally assigns the highest available cost basis to a security sale, as opposed to the "first in, first-out" (FIFO) method. Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date, thus, the totals are incomplete.

DAVENPORT
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION
ATTN J READ BRANCH JR PRES
4883-9503-RST5-DAMIII-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-02-14	01-14-15	838 000	Celgene Corp	62,400.03		100,830 08	38,430 05	
05-22-13	01-14-15	487.000	Celgene Corp	30,850 26		58,596 95		27,746 69
01-15-14	01-26-15	1,550.000	American Airlines Group Inc	45,220 94		85,139 78		39,918 84
01-15-14	01-26-15	1,215.000	Cme Group Inc Class A	92,681.41		107,164.00		14,482 58
01-24-14	01-26-15	1,670.000	Brookfield Asset Management Inc	63,721 35		86,908.68		23,187 32
05-16-12	01-26-15	50.000	Carmax Inc	1,445 62		3,214.43		1,768 81
05-25-11	01-26-15	1,450.000	Carmax Inc	41,679.23		93,218.59		51,539.36
06-27-12	02-04-15	200.000	Amazon com Inc	45,366.23		73,112.30		27,746 07
01-11-08	02-04-15	110.000	Markel Corp	49,199.28		76,803 31		27,604 03
05-21-14	02-04-15	1,030.000	Accenture Plc Ireland Class A New	81,687.76		90,666.39	8,978.63	
08-29-12	02-04-15	2,500.000	General Motors Company	53,582.25		87,523.06		33,940.81
03-09-07	02-04-15	1,000.000	Pepsico Inc	63,167.57		96,842 89		33,675.32
01-05-11	02-11-15	585.000	Anthem Inc	34,157.92		82,655.88		48,497 96
04-09-14	02-11-15	1,000 000	Baxter International Inc	73,028.40		69,503.79	(3,524.61)	
06-11-14	02-11-15	2,515 000	Cisco Systems Inc	63,272.87		67,778 00	4,505.13	
03-27-13	02-18-15	600.000	Amerisourcebergen Corp	30,474.48		59,929 84		29,455.36
01-23-13	02-18-15	2,675.000	Amerisourcebergen Corp	123,664.18		267,187.19		143,523.01
11-12-14	02-20-15	4,040 000	Nestle S A Spnsd Adr Repstng Reg Shs	298,213.00		306,832.35	8,619.35	
06-26-13	02-20-15	690 000	Nestle S A Spnsd Adr Repstng Reg Shs	44,766.37		52,404.53		7,638 16
01-15-14	02-20-15	3,070.000	Cme Group Inc Class A	234,182 67		284,956.99		50,774 32
09-25-13	02-20-15	3,435.000	Directv Chg	208,342.37		298,189 60		89,847.23
08-13-14	02-20-15	3,475.000	Dish Network Corp Cl A	219,531 04		268,675 10	49,144.06	
05-21-14	02-20-15	1,815 000	Express Scripts Hldg Company	126,805.70		154,366 04	27,560.34	
11-13-13	02-20-15	1,930.000	Express Scripts Hldg Company	125,592 05		164,146.80		38,554 75
01-11-08	02-20-15	230.000	Google Inc Cl C Xxx	72,965.69		123,308 63		50,342 94
08-14-13	02-20-15	206.000	Google Inc Cl A Xxx	90,279 39		111,057.69		20,778.30
01-11-08	02-20-15	189.000	Google Inc Cl A Xxx	60,150 94		101,892.73		41,741.79
05-08-14	02-20-15	2,300 000	Liberty Media Corp Cl A	77,375.15		87,898 94	10,523.79	
09-03-08	02-20-15	3,005.000	Automatic Data Processing Inc	119,757 80		262,883.51		143,125.71
06-27-12	02-20-15	400.000	Amazon.com Inc	90,732 46		150,557 59		59,825.13
03-07-12	02-20-15	325 000	Amazon com Inc	59,935.49		122,328.04		62,392 55
02-28-13	02-20-15	1,260 000	Amgen Inc	116,535.64		197,347.17		80,811.53
01-11-08	02-20-15	2,550.000	Apple Inc	62,638.93		327,490.47		264,851.54
02-18-15	02-20-15	3,425 000	Liberty Media Corp Del Ser C	132,150.54		130,847.52	(1,303.02)	
05-08-14	02-20-15	1,405.000	Liberty Media Corp Del Ser C	45,133 87		53,676.13	8,542.26	
02-18-15	02-20-15	5,000 000	Mondelez International Inc Cl A	185,953.00		183,747.11	(2,205.89)	
03-03-10	02-20-15	2,585.000	Qualcomm Inc	100,779.84		183,260 28		82,480.44
07-03-13	02-20-15	2,265 000	Starbucks Corp	152,292.71		210,740 37		58,447.66
05-21-14	02-20-15	1,400 000	Accenture Plc Ireland Class A New	111,031.90		125,507 83	14,475 93	
09-10-08	02-20-15	1,970.000	Accenture Plc Ireland Class A New	76,046.14		176,607.45		100,561 31
04-23-14	02-20-15	1,200.000	American Tower Corp New*	100,549.20		114,291.16	13,741.96	
07-03-13	02-20-15	2,165 000	American Tower Corp New*	155,885.63		206,200.31		50,314.68
06-17-09	02-20-15	970.000	American Tower Corp New*	28,576.69		92,385.36		63,808.67
01-23-13	02-20-15	2,445.000	Amerisourcebergen Corp	113,031.37		246,623.16		133,591.79

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION
ATTN J READ BRANCH JR PRES
4883-9503-RST5-DAMIII-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-08-10	02-20-15	2,080.000	Anheuser Busch Inbev Sa/nv	115,978.51		252,468 89		136,490 38
01-05-11	02-20-15	1,455.000	Anthem Inc	84,956 87		206,840 71		121,883.84
04-09-14	02-20-15	3,175.000	Baxter International Inc	231,865.17		210,652 44	(21,212 73)	
01-11-08	02-20-15	2,750.000	Berkshire Hathaway Inc De Cl B New	239,993 32		403,555.35		163,562.03
01-24-14	02-20-15	2,850.000	Brookfield Asset Management Inc	108,746.02		153,856.41		45,110.38
06-18-08	02-20-15	700 000	Brookfield Asset Management Inc	24,501.96		37,789.29		13,287.33
04-18-12	02-20-15	2,235.000	Brookfield Asset Management Inc	71,165 31		120,655 81		49,490.50
01-11-08	02-20-15	3,110.000	Brookfield Asset Management Inc	98,530.71		167,892 43		69,361.72
02-27-13	02-20-15	1,670.000	Capital One Financial Corp	85,923 84		131,476.85		45,553 01
01-12-11	02-20-15	3,180.000	Capital One Financial Corp	149,904.57		250,357 11		100,452.54
06-25-91	02-20-15	180.000	Chevron Corp	3,539 85		19,459.46		15,919.61
06-25-91	02-20-15	1,735.000	Chevron Corp	34,018.75		187,567 57		153,548.82
07-23-14	02-20-15	4,700.000	Citigroup Inc New	234,774 87		237,749 68	2,974.81	
10-02-13	02-20-15	1,645.000	Cummins Inc	220,207.60		230,031 91		9,824.31
03-27-13	02-20-15	900.000	Danaher Corp	55,464 75		77,965.29		22,500.54
01-11-08	02-20-15	3,745.000	Danaher Corp	150,048.11		324,422 23		174,374.12
06-04-08	02-20-15	2,230.000	Walt Disney Co	75,679 96		230,176.36		154,496.40
11-16-76	02-20-15	2,840.000	Exxon Mobil Corp	8,878.13		253,021.28		244,143.15
01-30-13	02-20-15	6,560.000	General Electric Company	148,156 94		162,553.80		14,396.86
08-29-12	02-20-15	5,315.000	General Motors Company	113,915.86		198,352.46		84,436 60
03-30-94	02-20-15	2,320 000	Johnson & Johnson	22,254 77		230,512.82		208,258 05
01-11-08	02-20-15	550.000	Markel Corp	245,996 41		409,773.90		163,777 49
11-12-14	02-20-15	885.000	Monsanto Company New	105,445 58		110,068 87	4,623 29	
07-17-13	02-20-15	1,240.000	Monsanto Company New	127,525 82		154,220.79		26,694.97
11-26-14	02-20-15	1,000.000	Pvh Corp	125,131 40		107,972 01	(17,159 39)	
07-02-14	02-20-15	965.000	Pvh Corp	113,648 44		104,192 98	(9,455 46)	
04-17-13	02-20-15	2,040 000	Parker-hannifin Corp	178,300 69		248,650.72		70,350 03
03-09-07	02-20-15	1,000.000	Pepsico Inc	63,167.57		97,871.44		34,703.87
11-27-06	02-20-15	990.000	Pepsico Inc	61,760 13		96,892.73		35,132 60
06-19-13	02-20-15	800.000	Praxair Inc	95,969 60		102,079.05		6,109.45
01-11-08	02-20-15	1,025.000	Praxair Inc	88,745 22		130,788.78		42,043 56
09-17-14	02-20-15	2,665.000	Schlumberger Ltd	280,095 23		227,613.73	(52,481.50)	
04-25-12	02-20-15	1,110.000	Smucker Jm Company New	87,377 87		124,860.10		37,482.23
03-01-12	02-20-15	1,720.000	Smucker Jm Company New	130,030.80		193,476.91		63,446.11
04-15-04	02-20-15	500.000	United Technologies Corp	22,137.71		61,348.87		39,211 16
04-15-04	02-20-15	200.000	United Technologies Corp	8,851 05		24,539.55		15,688 50
04-29-04	02-20-15	1,440.000	United Technologies Corp	62,920 05		176,684.75		113,764.70
10-23-13	02-20-15	1,435.000	Valeant Pharm Intl Inc Cda	163,266.84		249,152.01		85,885.17
06-16-10	02-20-15	950.000	Visa Inc Class A	72,449.38		254,481 82		182,032 44
12-16-09	02-20-15	4,915.000	Wells Fargo & Co New	128,223 50		266,195 44		137,971.94
09-03-08	03-05-15	4,195.000	Automatic Data Processing Inc	167,182 69		363,025.26		195,842.57
05-25-11	04-08-15	1,830.000	Carmax Inc	52,602 07		134,673 99		82,071.92
06-16-10	04-08-15	7,255.000	Carmax Inc	156,912.59		533,912.46		376,999.87
03-07-12	04-29-15	212.000	Amazon com Inc	39,096 38		91,195.14		52,098.76
01-11-08	05-05-15	0.178	Google Inc Cl C Xxx	56 47		94.83		38.36
01-28-09	05-05-15	0.094	Google Inc Cl C Xxx	15.98		50.10		34.12
04-08-09	05-05-15	0.018	Google Inc Cl C Xxx	3 24		9 48		6 24
03-23-11	05-19-15	0.500	Brookfield Asset Management Inc	10 52		18.19		7.67

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION
ATTN J READ BRANCH JR PRES
4883-9503-RST5-DAMIII-Y
From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-05-11	05-20-15	698.000	Anthem Inc	40,755.94		113,812.05		73,056 11
09-25-13	05-20-15	4,720.000	Directv Chg	286,281.21		429,966.14		143,684 93
11-13-13	06-24-15	1,910 000	Express Scripts Hldg Company	124,290.58		172,874.36		48,583 78
03-03-10	07-08-15	4,115.000	Qualcomm Inc	160,429 04		254,818.74		94,389 70
08-29-12	07-08-15	10,685 000	General Motors Company	229,010.54		338,776.63		109,766.09
04-09-14	07-15-15	5,495.000	Baxter International Inc	221,512 67		206,767.00		(14,745 67)
04-09-14	08-04-15	5,495 000	Baxalta Inc	179,778 39		207,145.04		27,366.65
07-15-15	08-04-15	6,710 000	Baxalta Inc	205,905.74		252,946.91	47,041.17	
02-26-14	09-02-15	41,000.000	Alcoa Inc	490,610.10		371,764.71		(118,845 39)
04-29-04	09-23-15	3,560.000	United Technologies Corp	155,552 35		310,926.09		155,373 74
03-07-12	10-21-15	287.000	Amazon com Inc	52,927.65		161,144.96		108,217 31
10-23-13	10-27-15	2,565 000	Valeant Pharm Intl Inc Cda	291,832.36		284,034.41		(7,797 95)
10-02-13	10-28-15	2,155.000	Cummins Inc	288,478 64		217,558.33		(70,920 31)
03-26-14	10-28-15	6,275 000	Range Resources Corp	539,993.24		183,277.45		(356,715.79)
08-20-14	10-28-15	2,415.000	Range Resources Corp	185,750 21		70,536.26		(115,213.95)
12-17-14	10-28-15	2,105 000	Range Resources Corp	126,064 03		61,481.92	(64,582.11)	
01-11-08	11-11-15	1,212 000	Apple Inc	29,771.91		140,701.84		110,929.93
TOTAL GAINS							239,160.77	6,362,826 84
TOTAL LOSSES							(171,924 70)	(684,239 06)
				12,629,209.07	**0.00**	**18,375,032.91**	**67,236.06**	**5,678,587.78**

TOTAL REALIZED GAIN/LOSS 5,745,823.84

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Academy of Fine Arts 600 Main Street Lynchburg, VA 24504	N/A	501(C)(3)	To support restoration of the 1905 Academy of Music Theatre	200,000 00
American Civil War Center at Tredegar 490 Tredegar Street Richmond, VA 23219	N/A	501(C)(3)	Annual Fund	10,000 00
ASK Childhood Cancer Foundation 5211 West Broad Street, Suite 102 Richmond, VA 23230	N/A	501(C)(3)	Unrestricted Operating Expenses	15,000 00
Battersea Foundation 29 West Bank Street Petersburg, VA 23803	N/A	501(C)(3)	To stabilize and renovate 1824 Orangery	15,000 00
Boys & Girls Club 5511 Staples Mill Road #301 Richmond, VA 23228	N/A	501(C)(3)	To support the construction of a new youth development center in Richmond's East District	25,000 00
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	N/A	501(C)(3)	To support the Brock Environmental Center campaign to Protect and Preserv Pleasure House Point	515,000 00
Child Savers of Richmond 200 North 22nd Street Richmond, VA 23223	N/A	501(C)(3)	Unrestricted Operting Expenses	10,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Circle Center Adult Day Services 4900 West Marshall Street Richmond, VA 23230	N/A	501(C)(3)	To support expansion and capacity building efforts to meet increased demand to serve older adults in the Central Richmond region	325,000 00
College of William and Mary 5300 Discovery Park Boulevard Williamsburg, VA 23188	N/A	501(C)(3)	To support equipmen and instrumentation requirements for the expanded Integrated Science Center	30,000 00
Commonwealth Catholic Charities 1601 Rolling Hills Drive Richmond, VA 23229	N/A	501(C)(3)	To support renovations to the new office headquarters	200,000 00
Eastern Shore of VA Barrier Islands P O Box 206 Machipongo, VA 23105	N/A	501(C)(3)	Capital cost for more immersive exhibits which enhance the presentation and inter-pretation of the history of the Barrier Island	100,000 00
Elk Hill Farm P O Box 99 Goochland, VA 23063	N/A	501(C)(3)	To support early intervention programs in Goochland and Charlottesville through technology, equipment and capital invest	150,000 00
Family Lifeline 2325 West Broad Street Richmond, VA 23220	N/A	501(C)(3)	To support CHIP and Healthy Families programs	10,000 00
Firehouse Theatre Project 1609 West Broad Street Richmond, VA 23220	N/A	501(C)(3)	To support necessary renovations to improve patron and actor safety, increase production and stage space and update theater	135,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Hampden Syndey College College Road Hampden Syndey, VA 23943	N/A	501(C)(3)	Unrestricted Operating Expenses	15,000 00
Hanover Arts & Activities Center P O Box 486 Ashland, VA 23005	N/A	501(C)(3)	To support preservation and interior reno- vations that result in increased programming	50,000 00
Hanover Tavern P O Box 487 Hanover, VA 23069	N/A	501(C)(3)	To support facility improvements and enhanced programming through investment in the "Building Our Future" campaign	150,000 00
Jacobs Ladder P O Box 555 Urbanna, VA 23175	N/A	501(C)(3)	To support transportation needs for the summer and year-round advocacy program for gifted, at-risk middle school aged kids	38,000 00
Jewish Community Center 5403 Monument Avenue Richmond, VA 23226	N/A	501(C)(3)	To support "Honoring Tradition-Securing Tomorrow" campaign including site improvements at Camp Hilbert & Momument	200,000 00
Lancaster Community Library P O Box 850 Kilmarnock, VA 22482	N/A	501(C)(3)	To support the renovation of a new library facility	200,000 00
Mariners Museum 100 Museum Drive Newport News, VA 23606	N/A	501(C)(3)	Unrestricted Operating Expenses	10,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Memorial Child Guidance Clinic 200 North 22nd Street Richmond, VA 23223	N/A	501(C)(3)	Endowment Fund	95,000 00
Montpelier Foundation P O Box 67 Montpelier Station, VA 22957	N/A	501(C)(3)	To support construction of a new academic building at the Robert H. Smith Center for the Constitution	300,000 00
Norfolk Botanical Garden 6700 Azalea Garden Road Norfolk, VA 23518	N/A	501(C)(3)	To support the "Great Virginian, Great Artist" capital campaign to restore, preserve and exhibit sculptures - Moses Exekiel	100,000 00
Paramount Theater and Cultural Center 215 East Main Street Charlottesville, VA 22902	N/A	501(C)(3)	To support interior preservation and roof repair costs of the downtown Charlottesville performing arts center	100,000 00
Patrick Henry Family Services 12310 Pinecrest Road Reston, VA 20191	N/A	501(C)(3)	To support cabin renovations for Hat Creek Camp & Conferences	100,000 00
Peninsula Metro YMCA 41 Old Oyster Point Road #C Newport News, VA 23602	N/A	501(C)(3)	To support facility enhancements for the Middlesex and Matthews lcoations to meet increased membership and community needs	300,000 00
Peter Paul Development Center 1708 North 22nd Street Richmond, VA 23223	N/A	501(C)(3)	To support increased serice capacity thru the building expansion campaign	410,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Richmond Community ToolBank 1407 Cummings Drive Richmond, VA 23220	N/A	501(C)(3)	To support the implementation of the ToolBank USA model in Richmond	30,000 00
Robinson Theater 2903 Q Street Richmond, VA 23223	N/A	501(C)(3)	To support upgrades and maintenance necessary to enhance programming and community life in North Church Hill	50,000 00
Shenanhoah Valley Discovery Museum 19 West Cork Street Winchester, VA 22601	N/A	501(C)(3)	To support the final capital costs for the Health Works exhibition are of the new museum	119,423 00
St John's Church Foundation 2319 East Broad Street Richmond, VA 23223	N/A	501(C)(3)	To support the immediate preservation needs identified in the "Legacy of Liberty Preservation Project Phase 2"	100,000 00
The Spikenard Farm 445 Floyd Highway North Floyd, VA 24091	N/A	501(C)(3)	To support the expansion of research and programs through construction of a multi-purpose facility	200,000 00
University of Virginia P O Box 400218 Charlottesville, VA 22904	N/A	501(C)(3)	To support the renovation of the National Historic Landmark, the Rotunda	250,000 00
VA Center for Architecture 2501 Monument Avenue Richmond, VA 23220	N/A	501(C)(3)	To support building improvements to the Branch House as part of the "Branching Out Capital Campaign"	75,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
VA Foundation for Independent College 8010 Ridge Road #B Richmond, VA 23229	N/A	501(C)(3)	Unrestricted Operating Expenses	10,000 00
VA Historical Society P O Box 7311 Richmond, VA 23221	N/A	501(C)(3)	Unrestricted Operating Expenses	15,000 00
VA Repertory Theatre 7 1/2 West Marshall Street Richmond, VA 23220	N/A	501(C)(3)	To support ongoing restoration and repair projects to the historic November Theatre and VA Rep Center	260,000 00
VA War Memorial Educational Foundation 621 South Belvidere Street Richmond, VA 23220	N/A	501(C)(3)	To support Phase II addition and the installation of a Video Tele-Training lab	15,000 00
Virginia Commowealth University P O Box 843075 Richmond, VA 23284	N/A	501(C)(3)	To support the expansion of the James Cabell Branch Library	1,000,000 00
VMI Foundation P O Box 932 Lexington, VA 24450	N/A	501(C)(3)	To support Campaign VMI, New Market Battlefield	15,000 00
Virginia Opera P O Box 2580 Norfolk, VA 23501	N/A	501(C)(3)	To provide capital support for equipment and transportation needs and extend operatic experiences	35,000 00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS PAID

Name and Address	Relationship	Foundation Status	Purpose	Amount
Wayne Theatre Alliance 521 West Main Street Waynesboro, VA 22980	N/A	501(C)(3)	Final Equipment Costs that complete historic Wayne Theatre restoration	200,000 00
				6,182,423.00

ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION
EIN: 54-6039157
TAX YEAR 2015

GRANTS APPROVED

Blue Ridge Area Food Bank	150,000
Boys and Girls Club of Metro Richmond	750,000
Boys' Home, Inc	100,000
Capital Tree Project	200,000
Chesterfield Center for the Arts	150,000
College of William and Mary	500,000
Colonial Williamsburg Foundation	350,000
Commonwealth Public Broadcasting	250,000
Conexus	114,500
Francis Emma Inc	200,000
Friends of Hollywood Cemetary	100,000
Gateway Homes	100,000
Hospital Hospitality House	200,000
Jackson-Field Homes	75,000
Jamestown-Yorktown Foundation	150,000
Jefferson Center	200,000
Menokin Foundation	300,000
Monroe Park Conservancy	250,000
Phoebe Needles Center	100,000
Phoenix House	175,000
Preservation Virginia-Bacon's Castle	88,000
Richmond Habitat for Humanity	150,000
Richmond Jazz Society	50,000
Robert E Lee Memorial Association	100,000
Tricycle Gardens	121,258
Union Presbyterian Seminary	150,000
Virginia Commonwealth University	1,000,000
Virginia Foundation/Center for Architecture	425,000
Virginia Gentlemen Foundation	200,000
Virginia Holocaust Museum	150,000
Virginia Opera	134,000
Virginia Stage Company	100,000
Virginia Union University	200,000
Virginia War Memorial Educational Foundation	150,000
	7,432,758

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT	2,379,010.	0.	2,379,010.	2,379,010.	
VCC INVESTMENT	40,000.	0.	40,000.	40,000.	
TO PART I, LINE 4	2,419,010.	0.	2,419,010.	2,419,010.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	16,401.	16,401.		0.
TO FORM 990-PF, PG 1, LN 16C	16,401.	16,401.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,599.	5,599.		0.
FOREIGN TAXES	40,219.	40,219.		0.
EXCISE TAXES	145,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	190,818.	45,818.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT AGENTS /FEES	228,410.	228,410.		0.
RENT AND SECRETARIAL SERVICES	39,952.	39,952.		0.
OFFICE EXPENSES	4,623.	4,623.		0.
REGISTRATION FEE	25.	25.		0.
BOOKKEEPING FEES	1,800.	1,800.		0.
MEMBERSHIPS & CONFERENCES	11,586.	11,586.		0.
AMORTIZATION	1,883.	0.		0.
TO FORM 990-PF, PG 1, LN 23	288,279.	286,396.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
GAAP/TAX CONVERSION OF BALANCE SHEET	226,849.
TOTAL TO FORM 990-PF, PART III, LINE 3	226,849.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DAVENPORT - SECURITIES	100,655,062.	100,655,062.
TOTAL TO FORM 990-PF, PART II, LINE 10B	100,655,062.	100,655,062.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DAVENPORT - BONDS	790,722.	790,722.
TOTAL TO FORM 990-PF, PART II, LINE 10C	790,722.	790,722.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VCC INVESTMENT	FMV	1,000,000.	1,000,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,000,000.	1,000,000.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
GRANT SOFTWARE	13,184.	10,358.	2,826.
TOTAL TO FM 990-PF, PART II, LN 14	13,184.	10,358.	2,826.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX RECEIVABLE	28,749.	54,221.	54,221.
TO FORM 990-PF, PART II, LINE 15	28,749.	54,221.	54,221.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	324,042.	172,918.
TOTAL TO FORM 990-PF, PART II, LINE 22	324,042.	172,918.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES L. CABELL, ESQUIRE 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	DIRECTOR 1.00	0.	0.	0.
J. READ BRANCH, JR. 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	PRESIDENT 1.00	0.	0.	0.
PATTESON BRANCH, JR. 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	VICE PRESIDENT 1.00	0.	0.	0.
ELIZABETH CABELL JENNINGS 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	TREASURER 1.00	0.	0.	0.
MARY Z. ZEUGNER 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	DIRECTOR 1.00	0.	0.	0.
JOHN BRANCH CABELL 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	SECRETARY 1.00	0.	0.	0.
PATTESON BRANCH, III 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	DIRECTOR 1.00	0.	0.	0.
JILL A. MCCORMICK 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	EXECUTIVE DIRECTOR 20.00	74,887.	0.	0.

MARGARET CABELL 901 EAST CARY STREET, SUITE 1402 RICHMOND, VA 23219-4037	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		74,887.	0.	0.