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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

, and ending

Name of foundation FATHERREE FOUNDATION C/O ANNE W. KENNY		A Employer identification number 54-6087147
Number and street (or P O box number if mail is not delivered to street address) 206 GUN CLUB ROAD	Room/suite	B Telephone number (804) 359-5863
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23221		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,179,286.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		39.	39.		STATEMENT 1
4 Dividends and interest from securities		56,124.	56,124.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		168,496.			
b Gross sales price for all assets on line 6a	651,826.				
7 Capital gain net income (from Part IV, line 2)			168,496.		
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		41,685.	1,442.	0.	STATEMENT 3
12 Total Add lines 1 through 11		266,344.	226,101.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	3,250.	0.	0.	3,250.
c Other professional fees	STMT 5	25,497.	25,497.	0.	0.
17 Interest					
18 Taxes	STMT 6	1,802.	398.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	815.	66.	0.	0.
24 Total operating and administrative expenses Add lines 13 through 23		31,364.	25,961.	0.	3,250.
25 Contributions, gifts, grants paid		170,664.			170,664.
26 Total expenses and disbursements Add lines 24 and 25		202,028.	25,961.	0.	173,914.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		64,316.			
b Net investment income (if negative, enter -0-)			200,140.		
c Adjusted net income (if negative, enter -0-)				0.	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	68,410.	406,917.	406,917.
	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 8	1,865,554.	1,646,376.	2,657,873.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	75,072.	20,059.	114,496.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	250.	250.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,009,286.	2,073,602.	3,179,286.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,083,674.	2,083,674.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<74,388.>	<10,072.>	
30 Total net assets or fund balances	2,009,286.	2,073,602.		
31 Total liabilities and net assets/fund balances	2,009,286.	2,073,602.		

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	2,009,286.
2 Enter amount from Part I, line 27a	2	64,316.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,073,602.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,073,602.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 651,826.		483,330.	168,496.

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			168,496.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	168,496.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	151,466.	3,443,368.	.043988
2013	132,406.	3,101,879.	.042686
2012	128,231.	2,741,514.	.046774
2011	115,250.	2,621,105.	.043970
2010	105,875.	2,308,752.	.045858

2 Total of line 1, column (d)	2	.223276
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	.044655
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	3,355,588.
5 Multiply line 4 by line 3	5	149,844.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,001.
7 Add lines 5 and 6	7	151,845.
8 Enter qualifying distributions from Part XII, line 4	8	173,914.

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.

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,001.
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	2,001.
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	2,001.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,720.	
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	-1,720.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	281.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of ANNE W. KENNY Telephone no. 804-359-5863 Located at 206 GUN CLUB RD., RICHMOND, VA ZIP+4 23221		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16	X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

6b

X

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
ANNE W. KENNY 206 GUN CLUB ROAD RICHMOND, VA 23221	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
ANNE B. KENNY-URBAN 29 LIBBIE AVENUE RICHMOND, VA 23226	DIRECTOR 1.00	0.	0.	0.
KATHRYN KENNY CODD 301 BROOLKINE STREET CAMBRIDGE, MA 02139	DIRECTOR 1.00	0.	0.	0.

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

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

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

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors
 (continued)

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	3,197,437.
b	Average of monthly cash balances	1b	209,251.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,406,688.
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	3,406,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,100.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,355,588.
6	Minimum investment return. Enter 5% of line 5	6	167,779.

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	167,779.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,001.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	5,262.
c	Add lines 2a and 2b	2c	7,263.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	160,516.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	160,516.
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	160,516.

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	173,914.
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	173,914.
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	2,001.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	171,913.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				160,516.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			167,313.	
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: ► \$ 173,914.				
a Applied to 2014, but not more than line 2a			167,313.	
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				6,601.
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	0.			
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				153,915.
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				

FATHERREE FOUNDATION

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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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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).)

ANNE W. KENNY

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SEE STATEMENT 11

- 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

FATHERREE FOUNDATION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20814	NONE	PUBLIC	UNRESTRICTED.	123,000.
JDRF 101 W FRANKLIN STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	10,000.
ST. CATHERINE'S SCHOOL FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PUBLIC	UNRESTRICTED	1,000.
THE RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	18,664.
THE RICHMOND SYMPHONY 612 E GRACE STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	7,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				170,664.
b Approved for future payment				
NONE				
Total				0.

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]☐ Yes ☒ No

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

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.

Sign Here Aimee N. Kenny 05/13/16 **PRESIDENT & DIRECTOR**

Signature of officer or trustee Date Title

☒ May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BETTY CROUCH	<i>Betty J. Crouch</i>	9/13/2016		P01059588
	Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 919 EAST MAIN STREET, SUITE 1800 RICHMOND, VA 23219			Phone no 804-282-2121	

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	ALCOA INC/CUSIP 013817101 SYMBOL AA - 4.246000 SH	P	02/27/14	09/03/15
b	APPLE INC/CUSIP 037833100/SYMBOL AAPL - 177.000 S	P	05/26/09	02/25/15
c	BAXALTA INC CUSIP 07177M103/SYMBOL BXL - 941000	P	05/07/14	08/07/15
d	BAXTER INTL INC/CUSIP 071813109 SYMBOL BAX - 9410	P	05/07/14	12/14/15
e	BROOKFIELD ASSET MGMNT A/CUSIP 112585104/SYMBOL B	P	04/19/12	05/19/15
f	DIRECTV/CUSIP 25490A309 SYMBOL - 788.000 SHS	P	09/26/13	06/02/15
g	EXPRESS SCRIPTS HLDG CO CUSIP 30219G108 SYMBOL ES	P	01/01/14	06/25/15
h	EXXON MOBIL CORP CUSIP 30231G102/SYMBOL XOM - 78.	P	03/17/10	03/13/15
i	GENERAL MOTORS COMPANY CUSIP 37045V100/SYMBOL GM	P	08/30/12	07/09/15
j	GOOGLE INC CL C CUSIP 38259P706 SYMBOL - 0.293 SH	P	01/01/09	05/05/15
k	OMNICOM GROUP INC/CUSIP 681919106/SYMBOL OMC - 1.	P	01/01/10	06/15/15
l	PLAINS ALL AMERICAN PIPELIN/CUSIP 726503105/SYMBOL	P	11/08/10	08/06/15
m	QUALCOMM INC/CUSIP 747525103/SYMBOL QCOM - 761.00	P	01/01/11	07/10/15
n	VALEANT PHARM INTL INC/ CUSIP 91911K102/SYMBOL1-V	P	11/11/13	03/23/15
o	VALEANT PHARM INTL INC/ CUSIP 91911K102/SYMBOL1 V	P	11/11/13	10/28/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 40,744.		50,843.	<10,099.>
b 22,752.		4,813.	17,939.
c 34,816.		31,528.	3,288.
d 34,028.		38,847.	<4,819.>
e 18.		11.	7.
f 71,707.		47,185.	24,522.
g 39,361.		29,602.	9,759.
h 6,496.		5,281.	1,215.
i 60,639.		41,404.	19,235.
j 157.		59.	98.
k 138,873.		72,176.	66,697.
l 79,093.		84,452.	<5,359.>
m 47,814.		28,075.	19,739.
n 44,530.		23,053.	21,477.
o 28,147.		26,001.	2,146.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<10,099.>
b			17,939.
c			3,288.
d			<4,819.>
e			7.
f			24,522.
g			9,759.
h			1,215.
i			19,235.
j			98.
k			66,697.
l			<5,359.>
m			19,739.
n			21,477.
o			2,146.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

3

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 PASS THROUGH FROM PLAINS ALL AMERICAN PIPELINE		P	11/08/08	12/31/15
b PASS THROUGH FROM ENTERPRISE PRODUCTS PARTNERS LP		P	11/08/08	12/31/15
c CAPITAL GAINS DIVIDENDS				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 20.			20.
b 58.			58.
c 2,573.			2,573.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			20.
b			58.
c			2,573.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	168,496.
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

FATHERREE FOUNDATION
C/O ANNE W. KENNY

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VMFA FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	6,000.
ST. MARTIN'S IN THE FIELD EPISCOPAL CHURCH 375 BENFIELD ROAD SEVERNA PARK, MD 21146	NONE	PUBLIC	UNRESTRICTED	5,000.
Total from continuation sheets				11,000.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY FUND DIVIDENDS	39.	39.	39.
TOTAL TO PART I, LINE 3	39.	39.	39.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT & COMPANY	58,697.	2,573.	56,124.	56,124.	56,124.
TO PART I, LINE 4	58,697.	2,573.	56,124.	56,124.	56,124.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN PIPELINE LP - PTP LIMITATION	<2,271.>	0.	0.
ENTERPRISE K1 - PTP LIMITATION	1,417.	1,417.	0.
PLAINS ALL AMERICAN PIPELINE LP - INTEREST & DIVIDENDS	15.	15.	0.
ENTERPRISE K1 - INTEREST & DIVIDENDS	10.	10.	0.
UNRELATED BUSINESS TAXABLE INCOME	42,514.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	41,685.	1,442.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	3,250.	0.	0.	3,250.	
TO FORM 990-PF, PG 1, LN 16B	3,250.	0.	0.	3,250.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	25,497.	25,497.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	25,497.	25,497.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX PAYMENT	1,404.	0.	0.	0.	
FOREIGN TAX PAID	398.	398.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	1,802.	398.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PLAINS ALL AMERICAN PIPELINE INVESTMENT EXPENSE	25.	25.	0.	0.	
PLAINS ALL AMERICAN PIPELINE MISC EXPENSES	36.	36.	0.	0.	
PLAINS ALL AMERICAN PIPELINE NONDEDUCTIBLE EXPENSES	413.	0.	0.	0.	

ENTERPRISE PRODUCTS PARTNERS

MISC EXPENSES	5.	5.	0.	0.
MISC EXPENSE	336.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	815.	66.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PORTFOLIO SUMMARY	1,646,376.	2,657,873.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,646,376.	2,657,873.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED PORTFOLIO SUMMARY	COST	20,059.	114,496.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,059.	114,496.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	250.	250.	0.
TO FORM 990-PF, PART II, LINE 15	250.	250.	0.

Fatherree Foundation
Portfolio Summary
12/31/2015
FEIN: 54-6087147
990-PF Part II
Schedule 1

Quantity	Corporate Stock	Total Cost 12/31/2014	Total Cost 12/31/2015	Market Value
0	Alcoa Inc	50,842 88	-	-
107	Alphabet Inc Cl A	-	21,555 13	81,200 16
107	Alphabet Inc Cl C	-	21,545 02	83,247 07
1,114	American Airlines Group	38,651 12	38,651 12	54,673 85
551	Apple	14,095 92	9,282 57	57,998 26
0	Baxalta Inc	-	-	-
0	Baxter International Inc	70,375 88	-	-
1,050	Berkshire Hathaway	37,494 11	37,494 11	138,642 00
242	Boeing	11,694 22	11,694 22	34,990 78
3,619	Brookfield Asset Management	77,819 01	77,808 26	114,107 07
559	Capital One	24,843 64	24,843 64	40,348 62
1,174	Carmax	8,391 99	8,391 99	63,360 78
600	Caterpillar Inc	26,222 38	26,222 38	40,776 00
944	Celgene Corp	60,710 59	60,710 59	113,053 44
675	Chevron Corp	38,613 11	38,613 11	60,723 00
1,317	Citigroup Inc	53,272 88	67,443 54	68,154 75
674	CME Group Inc	50,956 62	50,956 62	61,064 40
1,250	Colgate-Palmolive Co	39,290 82	39,290 82	83,275 00
575	ConocoPhillips	34,328 25	34,328 25	26,846 75
1,285	Danaher Corp	34,498 56	34,498 56	119,350 80
0	DirecTV	47,184 73	-	-
950	Dominion Res Inc	27,613 74	27,613 74	64,258 00
571	Express Scripts Hldg	67,014 87	37,413 12	49,911 11
839	Exxon Mobil Corp	38,371 37	33,089 99	65,400 05
2,914	General Electric Company	51,519 52	51,519 52	90,771 10
0	General Motors Company	41,404 25	-	-
0	Google Cl A	21,614 13	-	-
0	Google Cl C	21,545 02	-	-
1,167	JP Morgan	37,511 68	40,701 88	77,057 01
1,430	Liberty Media Corp Del Ser C	-	55,085 17	54,454 40
197	Markel Corp	40,312 49	40,312 49	174,019 95
1,555	Mondelez International Inc	-	55,132 99	69,726 20
0	Omnicom	72,176 36	-	-
625	PepsiCo Inc	35,659 97	35,659 97	62,450 00
519	Praxair Inc	29,908 95	29,908 95	53,145 60
44	Priceline Group Inc	-	52,116 13	56,097 80
582	PVH Corp	70,905 06	70,905 06	42,864 30
0	Qualcomm Inc	28,074 81	-	-
1,014	Range Resources Corp	74,982 84	74,982 84	24,954 54
781	Royal Dutch Schell	55,560 34	55,560 34	35,957 24
932	Schlumberger Ltd	94,483 18	94,483 18	65,007 00
799	Smucker JM Company	61,550 60	61,550 60	98,548 66
3,650	Tortoise Power and Energy	74,100 83	74,100 83	61,247 00
800	United Parcel Service	49,312 00	49,312 00	76,984 00
748	United Technologies Corp	34,098 88	34,098 88	71,860 36
0	Valeant Pharm Intl	49,054 38	-	-
1,000	Verizon Communications	30,559 63	30,559 63	46,220 00
1,382	Wells Fargo	38,938 54	38,938 54	75,125 52
		1,865,560 14	1,646,375 78	2,657,872 57
Quantity	Limited Partnerships	Total Cost 12/31/2014	Total Cost 12/31/2015	Market Value
4,476	Enterprise Products Partners (K-1)	25,337 88	20,058 88	114,496 08
0	Plains All American LP	49,734 06	-	-
		75,071 94	20,058 88	114,496 08
Total		1,940,632.08	1,666,434 66	2,772,368 65

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANNE W. KENNY
206 GUN CLUB ROAD
RICHMOND, VA 23221

TELEPHONE NUMBER

804-359-5863

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE IN WRITING AND INCLUDE SPECIFIC DETAILS REGARDING THE PURPOSE FOR THE REQUEST. AFTER CONSIDERATION OF THE INITIAL REQUEST, FURTHER INFORMATION MAY BE REQUESTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS MUST BE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).