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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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation DULANEY FA AND JF CHAR		A Employer identification number 54-6487683	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2907 - TRUST TAX DEPT		B Telephone number (see instructions) (540) 665-4345	
City or town, state or province, country, and ZIP or foreign postal code WILSON, NC 278942907		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,076,881		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	87,513	87,513		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	176,950			
	b Gross sales price for all assets on line 6a 1,639,931				
	7 Capital gain net income (from Part IV, line 2) . . .		176,950		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	264,463	264,463		
	13 Compensation of officers, directors, trustees, etc	48,089	48,089		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule).				0
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions) . . .	17,251	1,270		0
	19 Depreciation (attach schedule) and depletion . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings.		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule).	45	45		
	24 Total operating and administrative expenses. Add lines 13 through 23	65,385	49,404	0	0
	25 Contributions, gifts, grants paid	212,670			212,670
	26 Total expenses and disbursements. Add lines 24 and 25	278,055	49,404	0	212,670
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-13,592			
	b Net investment income (if negative, enter -0-)		215,059		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	45	66	66
	2	Savings and temporary cash investments	158,560	288,564	288,564
	3	Accounts receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	250,640		
	b	Investments—corporate stock (attach schedule)	1,389,884	1,472,962	1,816,386
	c	Investments—corporate bonds (attach schedule)	1,714,009	1,844,672	1,830,502
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans.				
13	Investments—other (attach schedule)	297,297	190,861	141,363	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	3,810,435	3,797,125	4,076,881	
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 (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,810,435	3,797,125	
	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(see instructions)	3,810,435	3,797,125	
31	Total liabilities and net assets/fund balances(see instructions)	3,810,435	3,797,125		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,810,435
2	Enter amount from Part I, line 27a	2	-13,592
3	Other increases not included in line 2 (itemize) ▶ _____	3	352
4	Add lines 1, 2, and 3	4	3,797,195
5	Decreases not included in line 2 (itemize) ▶ _____	5	70
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,797,125

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	176,950
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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 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	212,000	4,448,540	0 047656
2013	215,000	4,388,192	0 048995
2012	209,895	4,266,757	0 049193
2011	207,800	4,342,111	0 047857
2010	200,225	4,205,849	0 047606

2	Total of line 1, column (d).	2	0 241307
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048261
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	4,221,471
5	Multiply line 4 by line 3.	5	203,732
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,151
7	Add lines 5 and 6.	7	205,883
8	Enter qualifying distributions from Part XII, line 4.	8	212,670

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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

2,151

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

2,151

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

9,472

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

0

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

9,472

8

Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.

8

0

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

7,321

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 1,076 Refunded

11

6,245

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

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

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation \$ (2) On foundation managers \$

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$

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

No

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

No

4a

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

4a

No

b

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

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

No

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

Yes

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

Yes

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

Yes

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

No

10

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

10

No

Form 990-PF (2015)

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of		Telephone no	
Located at		ZIP+4		
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		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes	No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes	No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	Yes	No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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		No
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)	2b		No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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?

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

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?

7b

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
BRANCH BANKING AND TRUST COMPANY	TRUSTEE	48,089		
148 S QUEEN STREET	10			
MARTINSBURG, WV 25401				

2

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

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

Total

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

0

Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.	0
--	---

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

[illegible]

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	4,110,890
b	Average of monthly cash balances.	1b	174,867
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,285,757
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	4,285,757
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,286
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,221,471
6	Minimum investment return. Enter 5% of line 5.	6	211,074

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	211,074
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	2,151
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,151
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	208,923
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	208,923
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	208,923

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	212,670
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	212,670
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	2,151
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	210,519

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				208,923
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			212,670	
b Total for prior years 2013 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	0			
b From 2011.	0			
c From 2012.	0			
d From 2013.	0			
e From 2014.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 212,670				
a Applied to 2014, but not more than line 2a			212,670	
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.				0
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 instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				208,923
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	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.	0			
b Excess from 2012.	0			
c Excess from 2013.	0			
d Excess from 2014.	0			
e Excess from 2015.	0			

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 170(c)(2)(B)(i) or 170(c)(2)(B)(ii): ☐ 170(c)(2)(B)(i) or ☐ 170(c)(2)(B)(ii)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

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))

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	212,670
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

l. 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?

(1) Cash.

(2) Other assets.

- (1)** Sales of assets to a noncharitable exempt organization.
- (2)** Purchases of assets from a noncharitable exempt organization.
- (3)** Rental of facilities, equipment, or other assets.
- (4)** Reimbursement arrangements.
- (5)** Loans or loan guarantees.
- (6)** Performance of services or membership or fundraising solicitations.

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.

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

[illegible]

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2016-03-21 _____ 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
	Firm's name ☐			Firm's EIN ☐	
	Firm's address ☐				
				Phone no	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
100 ROCKWOOD HOLDINGS INC COMMON		2013-08-07	2015-01-13
50000 BERKSHIRE HATHAWAY FIN DTD 01/11/05 4 85		2009-05-28	2015-01-15
100000 CREDIT SUISSE USA INC DTD 12/15/2004 4 8		2011-04-19	2015-01-15
70 COVIDIEN PLC		2014-05-08	2015-01-27
03 ALBEMARLE CORP COMMON		2015-01-13	2015-02-05
92 MEDTRONIC PLC COMMON		2015-01-27	2015-02-13
150 ABB LTD SPONSORED ADR		2008-11-19	2015-03-25
20 ACUITY BRANDS,INC COMMON		2009-07-13	2015-03-25
60 AMETEK INC COMMON		2009-04-27	2015-03-25
60 AMPHENOL CORP CLA		2009-04-27	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,922		6,508	1,414
50,000		51,120	-1,120
100,000		105,916	-5,916
7,546		5,028	2,518
1		2	-1
69		70	-1
3,224		1,512	1,712
3,257		516	2,741
3,155		864	2,291
3,488		984	2,504

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,414
			-1,120
			-5,916
			2,518
			-1
			-1
			1,712
			2,741
			2,291
			2,504

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
55 ANADARKO PETE CORP			2015-03-25
40 ANSYS INC COMMON		2009-04-27	2015-03-25
120 APPLIED MATERIALS		2008-11-19	2015-03-25
90 ASTRAZENECA PLC SPONS ADR		2009-04-27	2015-03-25
60 BERKSHIRE HATHAWAY INC CL B COMMON			2015-03-25
20 BLACKROCK INC COMMON		2012-07-26	2015-03-25
180 CABOT OIL AND GAS		2012-06-19	2015-03-25
100 CENTENE CORP		2014-02-19	2015-03-25
40 CHEVRON TEXACO CORP COMMON		2008-11-19	2015-03-25
90 COMCAST CORP NEW CL A		2011-12-15	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,514		2,564	1,950
3,476		1,094	2,382
2,777		1,064	1,713
6,383		3,274	3,109
8,627		3,476	5,151
7,314		3,302	4,012
5,251		3,287	1,964
6,988		3,041	3,947
4,207		2,914	1,293
5,134		2,101	3,033

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,950
			2,382
			1,713
			3,109
			5,151
			4,012
			1,964
			3,947
			1,293
			3,033

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
110 CONOCOPHILLIPS COM		2006-02-16	2015-03-25
120 CORNING INCORPORATED		2008-11-19	2015-03-25
70 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE L		2009-04-27	2015-03-25
90 DELTA AIR LINES INC COMMON		2014-09-23	2015-03-25
30 DISNEY WALT COMPANY		2008-11-19	2015-03-25
70 DISCOVER FINL SVCS		2010-11-02	2015-03-25
70 DOW CHEMICAL COMPANY		2011-09-13	2015-03-25
50 EXPRESS SCRIPTS HOLDING CO COMMON		2011-12-15	2015-03-25
40 EXXON MOBIL CORPORATION		2010-01-25	2015-03-25
80 FEI COMPANY COMMON		2010-01-25	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,930		5,070	1,860
2,762		1,037	1,725
4,119		1,682	2,437
4,050		3,402	648
3,154		615	2,539
4,010		1,259	2,751
3,286		1,834	1,452
4,181		2,172	2,009
3,394		2,644	750
6,251		1,735	4,516

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,860
			1,725
			2,437
			648
			2,539
			2,751
			1,452
			2,009
			750
			4,516

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
70 FIDELITY NATIONAL INFORMATION SERVICES I		2011-12-15	2015-03-25
40 GENUINE PARTS COMPANY		2009-10-27	2015-03-25
12 GOOGLE INC CL A			2015-03-25
2323 557 HARDING LOEVNER INTERNATIONAL EQUITY INS		2013-01-17	2015-03-25
30 HENKEL KGAA		2011-12-15	2015-03-25
40 IHS INC COMMON		2009-04-27	2015-03-25
90 INTEL CORPORATION		2006-05-31	2015-03-25
30 LABORATORY CORP OF AMERICAN HOLDINGS		2009-04-27	2015-03-25
4 MARKEL CORP		2009-04-27	2015-03-25
70 NATIONAL-OILWELL INC		2014-12-18	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,750		1,772	2,978
3,740		1,459	2,281
6,844		4,640	2,204
43,265		37,665	5,600
3,569		1,689	1,880
4,426		1,643	2,783
2,703		1,626	1,077
3,861		1,851	2,010
3,088		1,141	1,947
3,427		4,535	-1,108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,978
			2,281
			2,204
			5,600
			1,880
			2,783
			1,077
			2,010
			1,947
			-1,108

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
40 NESTLE SA ADR		2009-04-27	2015-03-25
70 NOBLE ENERGY INC		2009-07-13	2015-03-25
90 OCEANEERING INTL INC		2010-01-25	2015-03-25
70 ORACLE SYSTEM CORPORATION		2008-11-19	2015-03-25
50 PALL CORPORATION COMMON		2009-04-27	2015-03-25
90 PFIZER INCORPORATED		2012-06-19	2015-03-25
40 PHILLIPS 66 COMMON		2006-02-16	2015-03-25
50 ROBERT HALF INTL COMMON		2011-08-19	2015-03-25
20 ROPER INDS INC COMMON		2010-01-25	2015-03-25
150 SALLY BEAUTY COMPANY INC COMMON		2011-05-26	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,080		1,282	1,798
3,237		1,909	1,328
4,792		2,550	2,242
3,016		1,166	1,850
5,028		1,277	3,751
3,108		2,044	1,064
3,182		1,096	2,086
3,031		1,069	1,962
3,419		1,027	2,392
5,201		2,490	2,711

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,798
			1,328
			2,242
			1,850
			3,751
			1,064
			2,086
			1,962
			2,392
			2,711

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
40 SANDISK CORP		2014-09-23	2015-03-25
90 SCHLUMBERGER LTD		2008-11-19	2015-03-25
70 A O SMITH CORPORATION CLASS B		2012-07-26	2015-03-25
40 STERICYCLE INC		2009-07-13	2015-03-25
40 STRYKER CORP COMMON		2011-12-15	2015-03-25
40 TARGET CORP COM			2015-03-25
30 THE TRAVELERS COMPANIES INC		2006-02-16	2015-03-25
50 TRIPADVISOR INC COMMON		2014-12-18	2015-03-25
70 UNITED RENTALS INC		2012-07-26	2015-03-25
40 V F CORP COMMON		2010-01-25	2015-03-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,304		3,994	-690
7,508		4,466	3,042
4,454		1,724	2,730
5,569		1,972	3,597
3,719		1,865	1,854
3,257		1,900	1,357
3,245		1,305	1,940
4,219		3,737	482
6,284		1,906	4,378
2,985		727	2,258

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-690
			3,042
			2,730
			3,597
			1,854
			1,357
			1,940
			482
			4,378
			2,258

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
70 WASTE CONNECTIONS		2009-04-27	2015-03-25
100 WOLVERINE WORLD WIDE INC COMMON		2009-10-27	2015-03-25
50 ARCH CAPITAL GROUP LTD		2009-04-27	2015-03-25
330 ENSCO PLC		2014-12-18	2015-03-25
66 MEDTRONIC PLC COMMON		2015-01-27	2015-03-25
80 TE CONNECTIVITY LTD		2012-07-26	2015-03-25
150 ABB LTD SPONSORED ADR		2008-11-19	2015-03-30
20 ACUITY BRANDS,INC COMMON		2009-07-13	2015-03-30
60 AMETEK INC COMMON		2009-04-27	2015-03-30
20 AMGEN INCORPORATED		2011-09-13	2015-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,357		1,197	2,160
3,210		1,323	1,887
3,108		929	2,179
7,159		9,740	-2,581
5,191		5,013	178
5,703		2,577	3,126
3,211		1,512	1,699
3,404		516	2,888
3,150		864	2,286
3,272		1,090	2,182

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,160
			1,887
			2,179
			-2,581
			178
			3,126
			1,699
			2,888
			2,286
			2,182

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
60 AMPHENOL CORP CL A		2009-04-27	2015-03-30
40 ANSYS INC COMMON		2009-04-27	2015-03-30
20 ANTHEM INC COMMON		2008-11-19	2015-03-30
140 APPLIED MATERIALS		2008-11-19	2015-03-30
70 ARM HOLDINGS PLC -SPONS ADR		2012-10-18	2015-03-30
30 BERKSHIRE HATHAWAY INC CL B COMMON		2009-07-13	2015-03-30
30 BRITISH AMERICAN TOB COMMON		2009-04-27	2015-03-30
225 CORNING INCORPORATED		2008-11-19	2015-03-30
110 CROWN HOLDINGS INC COMMON		2009-10-27	2015-03-30
30 DISNEY WALT COMPANY		2008-11-19	2015-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,505		984	2,521
3,516		1,094	2,422
3,139		666	2,473
3,199		1,242	1,957
3,452		2,009	1,443
4,356		1,693	2,663
3,192		1,397	1,795
5,182		1,944	3,238
5,839		2,913	2,926
3,195		615	2,580

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,521
			2,422
			2,473
			1,957
			1,443
			2,663
			1,795
			3,238
			2,926
			2,580

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
100 DOWCHEMICAL COMPANY		2011-09-13	2015-03-30
50 FIDELITY NATIONAL INFORMATION SERVICES I		2011-12-15	2015-03-30
40 FISERV		2009-04-27	2015-03-30
40 GENUINE PARTS COMPANY		2009-10-27	2015-03-30
40 JOHNSON & JOHNSON		2004-03-16	2015-03-30
30 LABORATORY CORP OF AMERICAN HOLDINGS		2009-04-27	2015-03-30
4 MARKEL CORP		2009-04-27	2015-03-30
40 NESTLE SA ADR		2009-04-27	2015-03-30
30 NOVARTIS AG		2009-04-27	2015-03-30
80 ORACLE SYSTEM CORPORATION		2008-11-19	2015-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,865		2,620	2,245
3,417		1,266	2,151
3,173		733	2,440
3,756		1,459	2,297
4,066		1,704	2,362
3,815		1,851	1,964
3,056		1,141	1,915
3,072		1,282	1,790
3,034		1,106	1,928
3,470		1,333	2,137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,245
			2,151
			2,440
			2,297
			2,362
			1,964
			1,915
			1,790
			1,928
			2,137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
30 PALL CORPORATION COMMON		2009-04-27	2015-03-30
42 PHILLIPS 66 COMMON			2015-03-30
90 ROBERT HALF INTL COMMON		2011-08-19	2015-03-30
90 ROCHE HOLDING LTD ADR		2011-12-15	2015-03-30
20 ROPER INDS INC COMMON			2015-03-30
30 SNAP ON INC FKA SNAP ON TOOLS		2009-10-27	2015-03-30
50 TARGET CORP COM		2011-06-17	2015-03-30
30 THE TRAVELERS COMPANIES INC		2006-02-16	2015-03-30
50 V F CORP COMMON		2010-01-25	2015-03-30
70 WASTE CONNECTIONS		2009-04-27	2015-03-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,049		766	2,283
3,338		785	2,553
5,467		1,924	3,543
3,080		1,914	1,166
3,467		975	2,492
4,366		1,097	3,269
4,118		2,333	1,785
3,279		1,305	1,974
3,759		908	2,851
3,360		1,197	2,163

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,283
			2,553
			3,543
			1,166
			2,492
			3,269
			1,785
			1,974
			2,851
			2,163

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 ARCH CAPITAL GROUP LTD		2009-04-27	2015-03-30
100000 FED NATL MTG ASSN DTD 3/30/05 5% 04/15/2		2006-02-22	2015-04-15
130 ADT CORP COMMON		2015-03-30	2015-04-27
48 ALBEMARLE CORP COMMON		2015-01-13	2015-04-27
50 AMERICAN EXPRESS COMPANY		2014-09-23	2015-04-27
40 APPLE COMPUTER CORPORATION COMMON		2011-05-26	2015-04-27
115 428 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2013-01-22	2015-04-27
460 BANK OF AMER CORP COMMON		2014-12-18	2015-04-27
306 259 CAUSEWAY INTERNATL VALUE-INS		2014-05-14	2015-04-27
1277 626 CAUSEWAY INTERNATL VALUE-INS		2014-02-24	2015-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,122		929	2,193
100,000		100,692	-692
5,293		5,435	-142
2,840		2,855	-15
3,869		4,458	-589
5,313		1,920	3,393
3,027		2,655	372
7,220		8,022	-802
5,044		5,035	9
21,043		20,800	243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,193
			-692
			-142
			-15
			-589
			3,393
			372
			-802
			9
			243

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 CITRIX SYSTEMS		2015-03-30	2015-04-27
30 EOG RESOURCES INC		2014-09-11	2015-04-27
70 FACEBOOK INC-A COMMON		2015-03-30	2015-04-27
70 FLOWSERVE CORP COM		2015-03-30	2015-04-27
40 GILEAD SCIENCES INC		2014-09-23	2015-04-27
221 822 HARBOR INTERNATIONAL FUND		2014-09-11	2015-04-27
348 382 HARDING LOEVNER INTERNATIONAL EQUITY INS		2013-01-17	2015-04-27
100 HILTON WORLDWIDE HOLDINGS INC COMMON		2015-03-30	2015-04-27
70 MEADWESTVACO CORP		2015-03-30	2015-04-27
130 METLIFE COMMON		2015-03-30	2015-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,360		3,211	149
2,923		3,076	-153
5,795		5,777	18
4,043		4,003	40
4,173		4,241	-68
16,140		15,847	293
6,811		5,647	1,164
3,038		2,969	69
3,318		3,524	-206
6,615		6,627	-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			149
			-153
			18
			40
			-68
			293
			1,164
			69
			-206
			-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
470 092 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2014-02-24	2015-04-27
776 759 PIMCO COMMODITY REAL RETURN STRATEGY INS		2014-09-11	2015-04-27
20 PRECISION CASTPARTS CORP		2014-09-23	2015-04-27
70 RAYONIER ADVANCED MATERIALS COMMON		2009-07-13	2015-04-27
110 ROYAL DUTCH SHELL PLC ADR CL B		2014-12-18	2015-04-27
210 THE TIMKEN COMPANY COMMON			2015-04-27
170 VODAFONE GROUP PLC -SP ADR		2014-12-18	2015-04-27
60 PENTAIR PLC			2015-04-27
033 GOOGLE INC CLASS C COMMON		2013-08-07	2015-05-12
70 ABBOTT LABORATORIES		2015-04-27	2015-06-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,299		16,881	418
3,449		4,210	-761
4,057		4,797	-740
1,087		1,281	-194
7,040		7,525	-485
8,535		9,307	-772
5,995		5,984	11
3,749		4,315	-566
18		15	3
3,481		3,370	111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			418
			-761
			-740
			-194
			-485
			-772
			11
			-566
			3
			111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
120 CBRE GROUP INC COMMON		2015-03-30	2015-06-24
53 999 CAUSEWAY INTERNATL VALUE-INS		2015-03-25	2015-06-24
7321 883 CAUSEWAY INTERNATL VALUE-INS		2014-02-24	2015-06-24
677 156 COHEN & STEERS REALTY SHARES INSTITUTION		2014-02-19	2015-06-24
40 DIRECTV COMMON		2015-04-27	2015-06-24
190 FORD MOTOR COMPANY		2015-03-25	2015-06-24
60 GENERAL MILLS, INCORPORATED		2015-04-27	2015-06-24
80 HCP INC COMMON		2015-03-25	2015-06-24
160 HOST MARRIOTT CORP NEW COM		2015-03-30	2015-06-24
50000 JPMORGAN CHASE & CO DTD 06/24/2010 3 4%		2011-03-25	2015-06-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,486		4,354	132
870		843	27
118,029		119,200	-1,171
32,605		29,788	2,817
3,730		3,610	120
2,961		3,096	-135
3,398		3,371	27
2,980		3,369	-389
3,324		3,234	90
50,000		50,355	-355

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			132
			27
			-1,171
			2,817
			120
			-135
			27
			-389
			90
			-355

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 MEDNAX INC COMMON		2015-03-25	2015-06-24
130 MICRON TECHNOLOGY INCORPORATED COMMON		2014-09-23	2015-06-24
90 MYRIAD GENETICS INC COMMON		2015-04-27	2015-06-24
60 PHILIP MORRIS INTERNATIONAL		2014-05-08	2015-06-24
3 PRICELINE GROUP INC/THE COMMON		2015-03-25	2015-06-24
50 SCOTTS CO CL A		2014-12-18	2015-06-24
170 SPECTRA ENERGY CORPORATION			2015-06-24
30 UNITED PARCEL SERVICES B		2014-12-18	2015-06-24
50 VENTAS INC COMMON		2015-03-25	2015-06-24
242 TALEN COMMON ENERGY CORP		2014-12-18	2015-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,706		3,633	73
3,152		4,057	-905
3,108		3,051	57
4,885		5,163	-278
3,458		3,460	-2
2,974		3,106	-132
5,676		6,534	-858
2,997		3,310	-313
3,168		3,630	-462
5		5	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			73
			-905
			57
			-278
			-2
			-132
			-858
			-313
			-462

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50000 US TREASURY BOND DTD 8/15/05 4 25% 08/15		2005-09-23	2015-08-15
70 PALL CORPORATION COMMON		2009-04-27	2015-08-31
100000 BANK OF AMERICA CORP DTD 08/20/10 3 7% 0		2011-04-27	2015-09-01
19 CHEMOURS CO/THE COMMON		2008-11-19	2015-09-11
210 RAYONIER INC COMMON		2009-07-13	2015-09-11
11 TALEN COMMON ENERGY CORP		2014-12-18	2015-09-11
50000 HEWLETT-PACKARD CO DTD 09/13/2010 2 125%		2011-03-31	2015-09-13
5869 55 PIMCO COMMODITY REAL RETURN STRATEGY INS			2015-11-19
1192 236 PIMCO COMMODITY REAL RETURN STRATEGY INS		2015-06-24	2015-11-19
50 SPDR GOLD TRUST		2008-11-19	2015-11-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		50,014	-14
8,904		1,787	7,117
100,000		100,987	-987
174		123	51
4,746		3,543	1,203
142		215	-73
50,000		50,000	
39,385		63,253	-23,868
8,000		10,253	-2,253
5,174		3,633	1,541

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			7,117
			-987
			51
			1,203
			-73
			-23,868
			-2,253
			1,541

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
14 BIOGEN INC COMMON		2015-03-25	2015-11-25
6130 483 CAUSEWAY INTERNATL VALUE-INS		2015-03-25	2015-11-25
300 CLEAN HARBORS INC COMMON			2015-11-25
60 CLEAN HARBORS INC COMMON		2014-05-08	2015-11-25
1180 DARLING INTERNATIONAL INC COMMON			2015-11-25
570 DARLING INTERNATIONAL INC COMMON			2015-11-25
90 DEVON ENERGY CORPORATION NEW		2014-12-18	2015-11-25
200 HALLIBURTON COMPANY		2014-12-18	2015-11-25
100 HILTON WORLDWIDE HOLDINGS INC COMMON		2015-03-30	2015-11-25
100 NCR CORPORATION - W/I		2015-03-30	2015-11-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,084		6,043	-1,959
89,444		95,697	-6,253
12,899		16,603	-3,704
2,580		3,613	-1,033
12,543		17,779	-5,236
6,059		10,695	-4,636
4,137		5,320	-1,183
7,891		7,821	70
2,335		2,969	-634
2,723		3,016	-293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,959
			-6,253
			-3,704
			-1,033
			-5,236
			-4,636
			-1,183
			70
			-634
			-293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 RYMAN HOSPITALITY PROPERTIES INC COMMON		2015-04-27	2015-11-25
40 TRIPADVISOR INC COMMON		2015-06-24	2015-11-25
80 WILLIAMS COS INC		2015-03-30	2015-11-25
100000 THERMO FISHER SCIENTIFIC DTD 02/22/2011			2015-12-15
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,708		3,011	-303
3,314		3,580	-266
2,905		4,032	-1,127
100,580		100,745	-165
			15,478

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-303
			-266
			-1,127
			-165

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTER PO BOX 2112 WINCHESTER,VA 22604	NONE	EXEMPT	CHARITABLE	42,534
BLUE RIDGE AREA FOOD BANK ATTN MICHAEL MCKEE CEO VERONA,VA 24482	NONE	EXEMPT	CHARITABLE	42,534
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	42,534
FREE MEDICAL CLINIC OF WINC ATTN VICKI MCCLELLAND EXEC DIR WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	42,534
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER,VA 22601	NONE	EXEMPT	CHARITABLE	42,534
Total.  3a				212,670

TY 2015 Other Decreases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
DIFFERENCE IN MUTUAL FUNDS RECEIVED/REPORTED	70

TY 2015 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
COST BASIS ADJUSTMENT	349
ROUNDING	3