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Form 990-PF

LHA For Paperwork Reduction Act Notice, see instructions.

EXTENDED TO NOVEMBER 15, 2016

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.

Department of the Treasury Internal Revenue Service For calendar year 2015 or tax year beginning and ending Name of foundation A Employer identification number COMMONWEALTH FOUNDATION II 62-1668517 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 11900 804-643-4200 800 EAST CANAL STREET City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here RICHMOND VA 23219 G Check all that apply: Initial return Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here x_ Cash I Fair market value of all assets at end of year J Accounting method: Accrual F If the foundation is in a 60-month termination Other (specify) (from Part II, col (c), line 16) under section 507(b)(1)(B), check here (Part I, column (d) must be on cash basis ▶\$ 48 942 853 Analysis of Revenue and Expenses Part I (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) charitable purposes (cash basis only) expenses per books income ıncome Contributions, gifts, grants, etc., received N/A Check X If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 3 429 9,179 SEE STATEMENT 1 Dividends and interest from securities 108,603 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 7 Capital gain net income (from Part IV, line 2) 3,790,322 Net short-term capital gain Income modifications Gross sales less returns 10a and allowances b Less Cost of goods sold c Gross profit or (loss) 11 Other income 513,715 -72.096 SEE STATEMENT 2 12 Total Add lines 1 through 11 514 144 3 836 008 Compensation of officers, directors trustees, etc. 13 Other employee salaries and wages 14 15 Pension plans, employee benefits Expenses NOV 2 8 2016 16a Legal fees **b** Accounting feed c Other professional fees Operating and Administrative 17 Interest 18 Taxes 85,817 91,560 STMT 3 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 4 159 316 281 24 Total operating and administrative expenses. Add lines 13 through 23 85,976 407.841 0. 25 Contributions, gifts, grants paid 150 000 2 150 000 26 Total expenses and disbursements. Add lines 24 and 25 235 976 407.841 2 150 000. ō 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements 278,168 200 b Net investment income (if negative, enter -0-) 3,428,167 C Adjusted net income (if negative, enter -0-) N/A

Form **990-PF** (2015)

Form 99	00-PF(2015) COMMONWEALTH FOUNDATION II			68517 Page 2
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	
	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	5,828.	5,792.	5,792
2	Savings and temporary cash investments			
3	Accounts receivable ►			
ļ	Less: allowance for doubtful accounts			
4	Pledges receivable ►			
ĺ	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			
1	Less: allowance for doubtful accounts	ì		
ω R	Inventories for sale or use			
<u>70.</u>	Prepaid expenses and deferred charges			
¥ 10.	Investments - U.S. and state government obligations			 -
100	·			
	Investments - corporate stock			
	Investments - corporate bonds			
11	investments - land, buildings, and equipment basis 98 038.			
	Less accumulated depreciation	98,038.	98,038.	234,140,
	Investments - mortgage loans			
13	Investments - other STMT 5	19,425,487,	20,703,691,	48,702,921,
14	Land, buildings, and equipment: basis		j.	
1	Less accumulated depreciation			
15	Other assets (describe			
16	Total assets (to be completed by all filers - see the		į	
\bot	instructions. Also, see page 1, item I)	19 529 353.	20 807 521	48 942 853
17	Accounts payable and accrued expenses			
18	Grants payable			
19 يو	Deferred revenue			
Liabilities 20 21 21 20 21	Loans from officers, directors, trustees, and other disqualified persons			
문 21	Mortgages and other notes payable			
ے ا	Other liabilities (describe			
1	,			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.	Į		
8 24	Unrestricted			
Fund Balances	Temporarily restricted			
26 Bal	Permanently restricted			
힐니	Foundations that do not follow SFAS 117, check here			
훈 (and complete lines 27 through 31		į	
<u>ا</u> م	-			
ري وي ا	Capital stock, trust principal, or current funds	0.	0.	
Net Assets	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	
¥ 29	Retained earnings, accumulated income, endowment, or other funds	19,529,353,	20,807,521.	
ž 30	Total net assets or fund balances	19,529,353.	20,807,521.	
	~			
	Total liabilities and net assets/fund balances	19,529,353.	20,807,521.	
Part	Analysis of Changes in Net Assets or Fund Ba	alances		
1 Tota	I net assets or fund balances at beginning of year - Part II, column (a), line	30		
	st agree with end-of-year figure reported on prior year's return)] 1	19,529,353,
	r amount from Part I, line 27a		2	1,278,168,
	er increases not included in line 2 (itemize)		3	· · · · · · · · · · · · · · · · · · ·
	lines 1, 2, and 3		13	20, 907, 521
	reases not included in line 2 (itemize)		5	20,807,521.
	I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (h) line 20	5	0.
<u>6 ota</u>	THE ASSESS OF THE PARAMETERS AT THE OFFICE AT THE STATE OF FRANCIS, CO	ional (D), into 30		20 807 521. Form 990-PF (2015)
523511 11-24-15				10mi 000-1-1 (2015)

	ribe the kind(s) of	property sold (e.g non stock, 200 shs	., real estate,	. income	(b)	How acq - Purcha - Donati	uired (c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PARTNERSHIP K-1 LT CA	PITAL GAIN				T	P			
b partnership K-1 st Ca	PITAL GAIN					P			
<u>c</u>	 				↓_				
d					+-				
<u>e</u>	40 D		7.10	 	Щ,				<u></u> _
(e) Gross sales price		tion allowed wable)		t or other basis xpense of sale				(h) Gain or (loss (e) plus (f) minus	(g)
a 3,402,903,			ļ						3,402,903
b 387,419,		 	ļ						387,419
C				·					
<u>d</u>		 	,						
Complete only for assets showing	d dain in column	(h) and owned by	the foundation	on 12/31/69			(1) (Councy (Cod. (b) coun	
(i) F.M.V. as of 12/31/69	(j) Adjus	ted basis 2/31/69	(k) Ex	cess of col. (i)			col. (Gains (Col. (h) gain k), but not less thai Losses (from col. (n -0-) or
				,,,,					3 402 003
a b									3,402,903 387,419
C									307,419
d									
е									
2 Capital gain net income or (net ca	pital loss)	If gain, also enter If (loss), enter -0	ın Part I, line - ın Part I, line	7 7	}	2			3,790,322
3 Net short-term capital gain or (los		•			ر ا ر				
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8	column (c).				- P	3		N/A	
Part V Qualification U	nder Sectio	n 4940(e) for	Reduced	Tax on Net	linv	estme	ent Inco		
Nas the foundation liable for the sect f "Yes," the foundation does not qual 1 Enter the appropriate amount in 6	ify under section	4940(e). Do not co	mplete this pa	rt.		 			Yes x No
(a) Base period years Calendar year (or tax year beginnii	ng in) Adju	(b) sted qualifying dis	tributions	Net value of no	(c) onchai		se assets	Distrib (col. (b) div	(d) ution ratio ided by col. (c))
2014		2	366,534,			49,6	513,011,		.047700
2013									
2012								<u> </u>	
2011									
2010								 	"· · · · · · · · · · · · · · · · · · ·
C. Takal of lime to a lime a /d\									
2 Total of line 1, column (d)	E waar basa naria	d duudo the total	on line 2 hy 5	or by the number	r of wo	ara		2	.04770
3 Average distribution ratio for the state the foundation has been in exister	•		on line 2 by 5,	or by the number	r oi ye	ars		3	04770
the loundation has been in exister	ico ir icos man o ,	, cars						-	.04770
4 Enter the net value of noncharitab	le-use assets for	2015 from Part X,	line 5					4	50,014,446
5 Multiply line 4 by line 3								5	2,385,689
6 Enter 1% of net investment incom	ne (1% of Part I, I	ne 27b)						6	34,282
7 Add lines 5 and 6								7	2,419,971
8 Enter qualifying distributions from	n Part XII, line 4							8	2 150 000
If line 8 is equal to or greater than See the Part VI instructions.	line 7, check the	box in Part VI, line	1b, and comp	lete that part usir	ng a 1	% tax rat	e.		
523521 11-24-15								F	orm 990-PF (2015

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	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	4948	- see i	nstru	ictio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here \(\bigs \) and enter "N/A" on line 1.	1				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)	-	1			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1			68	563.
	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).	Į.				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	<u> L</u>			0.
3	Add lines 1 and 2	3			68	.563.
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			68	.563.
6	Credits/Payments:					
a	2015 estimated tax payments and 2014 overpayment credited to 2015 6a 66,736		1			
	Exempt foreign organizations - tax withheld at source 6b	7	1			
C	Tax paid with application for extension of time to file (Form 8868) 6c 22,000		}			
	Backup withholding erroneously withheld 6d 6d	*	1			
	Total credits and payments. Add lines 6a through 6d	7			9.9	736.
	Enter any penalty for underpayment of estimated tax. Check here x If Form 2220 is attached	8			00	, 130,
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9				
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	† 		20	173.
	Enter the amount of line 10 to be: Credited to 2016 estimated tax	11	 		40	0.
	irt VII-A Statements Regarding Activities					
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervei	le in			Yes	No
	any political campaign?		ľ	1a		х
h	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition	n\?	1	1b		X
·	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publis.	•				_
	distributed by the foundation in connection with the activities.	100 01		,		ļ
^	Did the foundation file Form 1120-POL for this year?			1c		
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		ł	10		X
u			,	İ		1
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	•				
U	managers. > \$					
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		
٤	If "Yes," attach a detailed description of the activities		ł			<u> </u>
2	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation.	or	}	·		ĺ
J	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	UI		3		
40	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		ŀ	4a		<u>x</u>
	If "Yes," has it filed a tax return on Form 990-T for this year?			4b		X
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	ŤΑ	//A	5		
J	If "Yes," attach the statement required by General Instruction T.		}			<u> </u>
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		1	}		
U	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. 	to low				
		ie iaw	ļ			i
7	remain in the governing instrument?	17	-	6	<u>X</u>	
ſ	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 X	V	}	7	X	
0.	Enter the states to which the foundation reports or with which it is registered (see instructions)		1	ļ		
Od	Enter the states to which the foundation reports or with which it is registered (see instructions)					1 1
.	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)					ļ
U		-		0.		
0	of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for call		}	8b		<u> </u>
3	year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	Enual	1			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		ŀ	9 10		<u>x</u>
10	שום מוזץ אין שטוים אינים אינים אינים וויין נוויס נמא עלמו י וו־Yes," attach a schedule listing their names and addresses		For		-PF	X (2015)
			, 011			こしいひょ

P	art VII-A Statements Regarding Activities (continued)			
	•		Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of		l	
	section 512(b)(13)? If "Yes," attach schedule (see instructions) SEE STATEMENT 7 STMT 8	11	x	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12	<u> </u>	x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	
	Website address ► <u>n/A</u>			
14	The books are in care of Telephone no. ▶804-643-	4200		
	Located at ►800 EAST CANAL STREET, SUITE 1900 RICHMOND, VA ZIP+4 ►23	219		
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	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,		Yes	No
	securities, or other financial account in a foreign country?	_16		x
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the			}
	foreign country			
Pa	art 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.	<u> </u>	Yes	No
18	During the year did the foundation (either directly or indirectly)*	1		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	į į		ĺ
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	1 1		ĺ
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	į į	į	(
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1		İ
	for the benefit or use of a disqualified person)?	1	ĺ	1
	(6) Agree to pay money or property to a government official? (Exception Check "No"	1 1		ĺ
	if the foundation agreed to make a grant to or to employ the official for a period after	}		ĺ
	termination of government service, if terminating within 90 days.)	} }	- {	1
ı	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations		}	1
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		Х
	Organizations relying on a current notice regarding disaster assistance check here	1 1	}	1
(Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1 1	ļ	ļ.
	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	1 1	}	!
	defined in section 4942(j)(3) or 4942(j)(5)):		ļ	
8	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	1	}	
t	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		ļ	
	statement - see instructions.) N/A	2b		
(If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	1 1		
•	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time	1 1		
38		1 1	}	
	during the year? Yes x No	(,		
ľ	of "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,			
4-	Form 4720, to determine if the foundation had excess business holdings in 2015.) N/A	3b		
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u> </u>
	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		1	
	had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b rm 990	DE	X (00.4.5.)
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Form 990-PF (2015) COMMONWEALTH FOUNDATION II Part VII-B Statements Regarding Activities for Which I	Form 4720 May Be I	Required (contin	62-1668517 ued)	Page 6
 5a During the year did the foundation pay or incur any amount to: (1) Carry on propaganda, or otherwise attempt to influence legislation (section) (2) Influence the outcome of any specific public election (see section 4955); of any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes (4) Provide a grant to an organization other than a charitable, etc., organization 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unit section 53.4945 or in a current notice regarding disaster assistance (see instructions) c If the answer is "Yes" to question 5a(4), does the foundation claim exemption for expenditure responsibility for the grant? 	or to carry on, directly or indirectly or educational purposes, or der the exceptions described actions)? There is a secause it maintage.	for Ye In Regulations	es X No es X No es X No es X No es X No es X No es X No	5b
 If "Yes," attach the statement required by Regulations section 53.494. 6a Did the foundation, during the year, receive any funds, directly or indirectly, to a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a part of the foundation, during the year, pay premiums, directly or indirectly, on a part of the foundation and the foundation at the foundation at the foundation are attributed. 7a At any time during the tax year, was the foundation a party to a prohibited tax of the foundation receive any proceeds or have any net income attributed. Part VIII Information About Officers, Directors, Trust 	pay premiums on personal benefit contract? shelter transaction? utable to the transaction?	Ye		6b x
Paid Employees, and Contractors 1 List all officers, directors, trustees, foundation managers and their	componentian			
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.
Compensation of five highest-paid employees (other than those inc. (a) Name and address of each employee paid more than \$50,000 NONE	cluded on line 1). If none, (b) Title, and average hours per week devoted to position	enter "NONE." (c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000			>	0

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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	<u>_</u>	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		
Dort IV D. C. C. D. L.		
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
		Amount
1 <u>N/A</u>		
2		
	-	
All other program-related investments. See instructions.	-	
3		
	7	
	7	
Total. Add lines 1 through 3	>	0.
	Forn	n 990-PF (2015)

Р	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations, se	e instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	50,535,400
ь	Average of monthly cash balances	1b	6.547
C	Fair market value of all other assets	1c	234 140
d	Total (add lines 1a, b, and c)	1d	50,776,087
е	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_	
3	Subtract line 2 from line 1d	3	50,776,087
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4_	761 641
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5_	50,014,446
6	Minimum investment return. Enter 5% of line 5	6_	2,500,722
Р	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	id certain	
1	Minimum investment return from Part X, line 6	1	2,500,722,
2a	Tax on investment income for 2015 from Part VI, line 5		
b	Income tax for 2015. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	68_563
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,432,159,
4	Recoveries of amounts treated as qualifying distributions	4	0,
5	Add lines 3 and 4	5	2,432,159
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	2,432,159
P	Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a_	2,150,000.
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	2,150,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,150,000,
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	qualifies for th	ie section

Part XIII Undistributed Income (see instructions)

1. Dischalable amount for 2015 from Part XI, time? 2. Undershould receive years, and of the end of 2016 2. Enter amount for 2014 only 5. Total for family only 5. Total for family only 5. Total of family only 5. Total of family only 6. Total of family 6. Tot			(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
2 Luctariouse reserve, 4 any, as of the med of 2016	1	· 1			<u> </u>	
\$ Total for prior years; 3 Excess distributions carryover, if any, to 2015; a From 2010 b From 2011 c From 2012 d From 2013 e From 2014 1 Total of lines 38 through e 4 Qualifying distributions for 2015 from Part XII, line 4 ** S _ 2, 150, 000 a Applied to andistributed income of prior years (Efection required - see instructions) a Treated as distributions out of corpus c Effects as distributions and of corpus 5 Excess adstratures experience spined to 2016 if a various distributed income of prior years (Efection required - see instructions) d Applied to 2015 distributable amount 5 Excess adstratures experience spined to 2016 if a various distributed out of corpus 5 Excess adstratures experience spined to 2016 if a various distributed income. Subtract lines 5 Drior years' undestributed income. Subtract line 49 from line (2) c First the and total of each column as indicated below: a Corpus Advisor experience spined to 2016 c First the manufactor of york of a corpic of understributed income for 2014. Subtract line 49 from line (2) c First the amount of prior years' a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated below: a Corpus Advisor experience and the column as indicated as distributions of the column as indicated as distribut	2	Undistributed income, if any, as of the end of 2015				
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a From 2010 b From 2013 c From 2012 d From 2013 d From 2013 d From 2013 d From 2014 d From 2014 d From 2016 d Fro	3	Excess distributions carryover, if any, to 2015:		<u> </u>		
e From 2012 d From 2013 d From 2014 1 Total of lines 3a through e 4 Qualifying distributions for 2015 from Part XII, line 41 № \$\$\frac{2}{2}\$\$\frac{150}{2}\$\$\frac{100}{200}\$\$ Applied to 2014, but not more than line 2a Applied to 2014, but not more than line 2a Applied to 2014, but not more than line 2a Applied to 2014, but not more than line 2a Applied to 2014, but not more than line 2a Applied to 2014 Sold stributible more of prior years (Election required - see instructions) 4 Applied 102 Sold stributible amount 8 Remaining amount distributed out of corpus 5 Excess distributions earryove applied to 2015 6 Excess distributions earryove applied to 2015 8 Prior years' undistributed income, Subtract line 46 from line 26 to 40 libration and the common for which a notice of deficiency that been assued, or on which it is section 474(2) but have a previously assessed 8 Subtract line 6 from line 6b. Taxable amount - see instructions 9 Comparation of the common for which a notice of deficiency that been assued, or on which the section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which the section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued, or on which line section 474(2) but have been assued or one which lines 41 and 5 from line 5. Time amount must be distribution be from line 6b. Taxable amount - see instructions) 9 Excess from line 2a 1. This amount must be distribution carryover from 2010 on applied on line 5 or line 7 9 Excess from 2014 10 Express from 2014 11 Express from 2014 12 Express from 2014 13 Express from 2014 13 Express from 2014 14 Express from 2014 15 Express from 2014	a	a From 2010				
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section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014		corpus to satisfy requirements imposed by				
may be required - see instructions) 8 Excess distributions carryover from 2010 not applied on line 5 or line 7 9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014						
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	ا. ه		i i	
not applied on line 5 or line 7 9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014	8	·				
Subtract lines 7 and 8 from line 6a O. Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2014			0.1			
Subtract lines 7 and 8 from line 6a O. Analysis of line 9: a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014	9	· ·				
a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014			o.			
a Excess from 2011 b Excess from 2012 c Excess from 2013 d Excess from 2014	10	Analysis of line 9:				
b Excess from 2012 c Excess from 2013 d Excess from 2014		1				
d Excess from 2013						
d Excess from 2014						
e Excess from 2015	(d Excess from 2014				
	_ (e Excess from 2015				

	TH FOUNDATION II			62-16	68517 Page 10
Part XIV Private Operating F			-A, question 9)	N/A	
1 a If the foundation has received a ruling of		•			
foundation, and the ruling is effective for	,	ū	▶		,
b Check box to indicate whether the found		g foundation described i		4942(j)(3) or	4942(1)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
investment return from Part X for	1		Ì		
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	i		1		
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.			İ		
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" afternative test - enter 2/3 of minimum investment return			1		į.
shown in Part X, line 6 for each year			l		
listed					
c "Support" alternative test - enter:				Í	
(1) Total support other than gross			ł		
investment income (interest,					
dividends, rents, payments on securities loans (section	1				
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		·	<u> </u>		
Part XV Supplementary Info			if the foundat	ion had \$5,000 or	more in assets
at any time during t		uctions.)			
1 Information Regarding Foundatio					
a List any managers of the foundation who			ributions received by	the foundation before the	close of any tax
year (but only if they have contributed m	tore than \$5,000). (See Se	schon 507(d)(2).)			
SEE STATEMENT 10		 	 		
b List any managers of the foundation who other entity) of which the foundation has			or an equally large p	ortion of the ownership of	a partnership or
-,	ya 1070 or grouter interes	L.			
NONE		0 1 1 1 1 1 1 1 1			
2 Information Regarding Contributi					
Check here \(\sum_{\text{x}} \) if the foundation of the foundation makes gifts, grants, etc.					
a The name, address, and telephone num					<u> </u>
a The hame, address, and lelephone hum	שנו טו פ-ווומוו מטטופטט טו נו	ie person to whom appir	cations should be at	Julesseu.	
b The form in which applications should b	e submitted and informat	on and materials they sh	Joniq include.		
•					
c Any submission deadlines:					
d Any restrictions or limitations on awards	, such as by geographica	l areas, charitable fields,	kinds of institutions	, or other factors:	
		·			
523601 11-24-15					Form 990-PF (2015)

Total

523821 11-24-15

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated (a) Business	business income (b)	Excluded (C) Exclu- sion	(d)	(e) Related or exempt
1 Program service revenue:	code	Amount	code	Amount	function income
a					
b	_				
c	1 1				
d	8				
e	1				
f	. <u> </u>	···			
g Fees and contracts from government agencies					
2 Membership dues and assessments		· · · · · · · · · · · · · · · · · · ·			
3 Interest on savings and temporary cash					_
investments			14	429.	
4 Dividends and interest from securities		· · · · · · · · · · · · · · · · · · ·			
5 Net rental income or (loss) from real estate:		 			
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income			14	3,513,715,	
8 Gain or (loss) from sales of assets other					
than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a	_		1		
b					
C	1 1				
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	<u> </u>	0		3 514 144	0.
13 Total Add line 12, columns (b), (d), and (e)				13	3 514 144.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities	to the Accor	nplishment of E	xempt F	Purposes	
Tall XXI B					
Line No Explain below how each activity for which inc			A contribute	ed importantly to the accomp	lishment of
the foundation's exempt purposes (other that	n by providing fund	s for such purposes)			
					_
					
				 	

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

1 Did the o	rganization directly or indir	rectly engage in any c	of the followin	g with any other organizatio	on described in sect	tion 501(c) of	3 4	Yes	No
the Code	(other than section 501(c))(3) organizations) or	ın section 52	7, relating to political organ	ızatıons?		*	* *	. *
a Transfers	from the reporting founda	ation to a noncharitab	le exempt org	ganization of:					
(1) Cash	1						1a(1)		х
(2) Othe	r assets						1a(2)		x
b Other trai	nsactions;						[3, 3]	300	
(1) Sale:	s of assets to a noncharital	ble exempt organızatı	on				1b(1)		х
(2) Puro	hases of assets from a nor	ncharitable exempt oi	rganization				1b(2)		Х
(3) Rent	al of facilities, equipment,	or other assets					1b(3)		х
(4) Rein	nbursement arrangements						1b(4)		х
(5) Loar	ns or loan guarantees						1b(5)		х
(6) Perf	ormance of services or me	mbership or fundrais	ing solicitatio	ons			1b(6)		х
c Sharing o	of facilities, equipment, mai	uling lists, other asset	s, or paid em	ployees			1c		х
_				dule. Column (b) should alv	ways show the fair i	market value of the goods, o	ther ass	ets,	
	·-			ed less than fair market valu		_		•	
	d) the value of the goods,				·				
(a)Line no	(b) Amount involved	(c) Name of	noncharitable	e exempt organization	(d) Descriptio	n of transfers, transactions, and	sharing ari	angeme	ents
		l	N/A		 	 			
	. , , ,								
					 				
					+				
						· · · · · · · · · · · · · · · · · · ·			
					 				
					 	 			
						 			
		ļ			 				
		 							
		 			- 				
									
		 							
		 							
		 			 				
		 			 				
		1	1.4.4.4						
		-		or more tax-exempt organi	zations described	Г .	- 1		٦
	n 501(c) of the Code (other		(3)) or in sect	tion 52/?		LX	Yes	L	J No
b If "Yes," o	complete the following sch			(h) Tuno of occasionation		(a) Dansuntum of colotion of			
	(a) Name of org			(b) Type of organization		(c) Description of relationsh	пр		
	TH FOUNDATION I (509(A)	SEE STATEME	NT 11			
	TH FOUNDATION III			509(A)	 _				
	TH FOUNDATION IV			509(A)					
	TH FOUNDATION V (509(A)	<u> </u>				
	TH FOUNDATIONS (E			509(A)	1				
l and b	er penanties of perjury, I declare opened in the control of the co	that I have examined this mplete. Declaration of pre	s return, includir eparer (other tha	ng accompanying schedules and in taxpayer) is based on all inform	statements, and to the nation of which prepare	r han any knowledge	the IRS d		
Sign L	In All			1 1 1		sho	wn below (
Here	my / Ju	<u> </u>		11114116	DIRECTOR	<u>X</u>	∐ Yes	L_	No
Sig	nature of officer or trustee			Date	Title				
	Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check if PTIN			
Daid	}		_	~ ^	, ,	self- employed			
Paid	TIMOTHY G. BENU		ســـــــــــــــــــــــــــــــــــــ		117/16		81123		
Preparer	Firm's name TIMO	THY G. BENUSA	& ASSOCIA	ATES, CPA		Firm's EIN			
Use Only		<u> </u>							
	Firm's address ► 690					1			
	MID	DLOTHIAN, VA 23	3113			Phone no. 804-897-			
	-					Fo	rm 990	-PF(2015)

FORM 990-PF INTEREST ON SAVI	NGS AND TE	MPORARY	CASH	INVESTMENTS	STATEMENT 1
SOURCE	REV	A) ENUE BOOKS		(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHECKING ACCT		1. 428.		1. 428.	
TOTAL TO PART I, LINE 3		429.		429.	
FORM 990-PF	OTHER	INCOME			STATEMENT 2
DESCRIPTION		(A) REVENT PER BOO		(B) NET INVEST- MENT INCOME	
PARTNERSHIP K-1 DIVIDENDS	-	3 ,	513,715.	0	
TOTAL TO FORM 990-PF, PART I,	LINE 11 =	3 ,	513,715.	0	
FORM 990-PF	ТА	XES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	NET II	3) NVEST- INCOME		
FORM 990-PF EXCISE TAX PARTNERSHIP K-1 FOREIGN TAXES	85,81	7. 0.	85,817 5,743		0.
TO FORM 990-PF, PG 1, LN 18	85,81		91,560		

FORM 9.90-PF	OTHER EXPENSES			STATEMENT 4		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC	EST-	(C) ADJUSTED NET INCOM		
MISCELLANEOUS PARTNERSHIP K-1 INVESTMENT EXPENSES	159.	31	159. L6,122.		0.	
TO FORM 990-PF, PG 1, LN 23	159.	31	16,281.			0.
FORM 990-PF	OTHER INV	ESTMENTS			STATEMENT	5
DESCRIPTION		LUATION ETHOD	вос	K VALUE	FAIR MARKE VALUE	т
EQUITY INVESTMENT IN PARTNERS	SHIP	COST		20,703,691.	48,702,	921.
TOTAL TO FORM 990-PF, PART I	I, LINE 13			20,703,691.	48,702,	921.
FORM 990-PF EXPLANATION CO	ONCERNING PA	 РФ VTT-A	T.TNE	' 8B	STATEMENT	6

EXPLANATION

VA CODE 57-49 REQUIRES NONPROFIT REGISTRATION/ANNUAL FILING WITH THE ATTORNEY GENERAL ONLY IF THE NONPROFIT WILL SOLICIT CONTRIBUTIONS IN VIRGINIA. COMMONWEALTH FOUNDATION II DOES NOT SOLICIT CONTRIBUTIONS BY ANY MEANS IN ANY STATE, AND IS NOT REQUIRED TO FILE ITS FORM 990-PF WITH THE VA ATTORNEY GENERAL'S OFFICE.

FORM 990-PF TRANSFERS FROM CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 7
NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
COMMONWEALTH FOUNDATIONS, GP	54-1856257
ADDRESS	
800 E CANAL ST, STE 1900 RICHMOND, VA 23219	
DESCRIPTION OF TRANSFER	
CASH DISTRIBUTION	
	AMOUNT OF TRANSFER
	2,235,511.
TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES	2,235,511.

800 E CANAL ST, STE 1900

800 E CANAL ST, STE 1900

RICHMOND, VA 23219

RICHMOND, VA 23219

PETER O. GOODWIN

				02-1008517	
	CONTROLLED ENTI VII-A, LINE 11		STAT	EMENT 8	
NAME OF CONTROLLED ENTITY			EMPLOY:	ER ID NO	
COMMONWEALTH FOUNDATIONS, GP			54-1	856257	
ADDRESS	EXCESS E	BUSINESS HOLDING	G [] YES	[x] NO	
800 E CANAL ST, STE 1900 RICHMOND, VA 23219					
	IST OF OFFICERS ND FOUNDATION M		STAT	EMENT 9	
NAME AND ADDRESS		COMPEN-	EMPLOYEE BEN PLAN CONTRIB	EXPENSE	
WILLIAM H. GOODWIN, JR. 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR, F	PRESIDENT/TREASU	J 0.	0.	
ALICE T. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR, S	SECRETARY	0.	0.	
W. HUNTER GOODWIN, III 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.	
MATTHEW T. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.	
MOLLY G. HARDIE	DIRECTOR				

0.10

0.10

DIRECTOR

0. 0.

0. 0.

0.

0.

COMMONWEALTH FOUNDATION II			62-1668517	
SARAH C. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	6, PART VIII	0.	0.	0.
	RT XV - LINE 1A FOUNDATION MANAGERS		STATEMENT	10

NAME OF MANAGER

WILLIAM H. GOODWIN, JR. ALICE T. GOODWIN

11

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION I (EIN: 62-1668516)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION III (EIN: 62-1668518)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION IV (EIN: 62-1668519)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION V (EIN: 62-1668521)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATIONS (EIN: 46-5103846)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

GENERAL EXPLANATION

STATEMENT 12

FORM/LINE IDENTIFIER

FOOTNOTE TO FORM 990-PF

EXPLANATION:

DURING 2015, THE TAXPAYER MADE GRANTS TOTALING \$2,150,000 TO COMMONWEALTH FOUNDATIONS, A US NON-OPERATING PRIVATE FOUNDATION. DURING ITS TAX YEAR ENDED 12/31/2015 (AND BEFORE MARCH 15, 2016), COMMONWEALTH FOUNDATIONS MADE QUALIFYING DISTRIBUTIONS FROM CORPUS EQUAL TO THE \$2,150,000 IN GRANTS IT RECEIVED FROM THE TAXPAYER. THE TAXPAYER HAS OBTAINED RECORDS AND OTHER EVIDENCE SHOWING THE COMMONWEALTH FOUNDATIONS MADE SUCH QUALIFYING DISTRIBUTIONS. ACCORDINGLY, UNDER THE "TWELVE-MONTH PASS-THROUGH" RULE CONTAINED IN IRC SEC. 4942(G)(3), THE TAXPAYER HAS TREATED SUCH GRANTS AS QUALIFYING DISTRIBUTIONS WHICH WERE INCLUDED IN PART XV, LINE 3A.

GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PART VII-A, LINE 11 - TRANSFERS FROM CONTROLLED ENTITIES

EXPLANATION:

NAME OF CONTROLLED ENTITY COMMONWEALTH FOUNDATIONS, GP

EMPLOYER ID NO. 54-1856257

ADDRESS 800 E. CANAL ST., SUITE 1900 RICHMOND, VA 23219

DESCRIPTION ON TRANSFER CASH DISTRIBUTION

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES: \$2,235,511

EXCESS BUSINESS HOLDING - NO