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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 separate instructions is at www.irs.gov/form990pf.

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning FEB 1, 2015, and ending JAN 31, 2016

Name of foundation
THE TITMUS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
POST OFFICE BOX 10

City or town, state or province, country, and ZIP or foreign postal code
SUTHERLAND, VA 23885

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

H Check type of organization: ☒ 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) **\$ 23,889,453.** (Part I, column (d) must be on cash basis)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

A Employer identification number
54-6051332

B Telephone number
(804) 265-5834

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	2 Check ☒ if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	96,338.	96,338.		STATEMENT 1	
	4 Dividends and interest from securities	755,305.	755,305.			
	5a Gross rents	4,200.	4,200.		STATEMENT 2	
	b Net rental income or (loss)	4,200.				
	6a Net gain or (loss) from sale of assets not on line 10	74,154.				
	b Gross sales price for all assets on line 6a	747,051.				
	7 Capital gain net income (from Part IV, line 2)		74,154.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11.	929,997.	929,997.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	147,500.	61,200.	0.	86,300.	
	14 Other employee salaries and wages	48,882.	24,441.	0.	24,441.	
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	6,500.	2,600.	0.	3,900.
	c Other professional fees	STMT 4	342.	137.	0.	205.
	17 Interest		95.	95.	0.	0.
	18 Taxes	STMT 5	35,053.	11,555.	0.	10,757.
	19 Depreciation and depletion		2,471.	2,471.	0.	
	20 Occupancy		15,640.	6,256.	0.	9,384.
	21 Travel, conferences, and meetings		332.	0.	0.	332.
	22 Printing and publications					
	23 Other expenses	STMT 6	34,064.	17,435.	0.	16,472.
	24 Total operating and administrative expenses. Add lines 13 through 23		290,879.	126,190.	0.	151,791.
	25 Contributions, gifts, grants paid		1,122,635.			1,122,635.
	26 Total expenses and disbursements. Add lines 24 and 25		1,413,514.	126,190.	0.	1,274,426.
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<483,517.>				
b Net investment income (if negative, enter -0-)		803,807.				
c Adjusted net income (if negative, enter -0-)			0.			

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	232,718.	226,515.	226,515.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 2,292,387.			
	Less: allowance for doubtful accounts ▶ 0.	2,383,771.	2,292,387.	2,292,387.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	7,362,990.	6,978,561.	19,758,679.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 743,444.			
	Less: accumulated depreciation ▶	743,444.	743,444.	1,570,500.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 110,653.			
	Less: accumulated depreciation STMT 8 ▶ 69,281.	42,737.	41,372.	41,372.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,765,660.	10,282,279.	23,889,453.
	17 Accounts payable and accrued expenses	2,673.	2,809.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,673.	2,809.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,762,987.	10,279,470.	
	30 Total net assets or fund balances	10,762,987.	10,279,470.	
	31 Total liabilities and net assets/fund balances	10,765,660.	10,282,279.	

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	10,762,987.
2 Enter amount from Part I, line 27a	2	<483,517.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,279,470.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,279,470.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 715,845.		672,897.	42,948.
b 31,206.			31,206.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			42,948.
b			31,206.
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	74,154.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,218,335.	26,346,017.	.046244
2013	1,052,341.	24,465,791.	.043013
2012	1,145,119.	22,560,408.	.050758
2011	980,043.	21,890,786.	.044770
2010	949,681.	20,402,552.	.046547

2 Total of line 1, column (d)	2	.231332
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	.046266
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	24,959,696.
5 Multiply line 4 by line 3	5	1,154,785.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,038.
7 Add lines 5 and 6	7	1,162,823.
8 Enter qualifying distributions from Part XII, line 4	8	1,274,426.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	8,038.
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	8,038.
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	8,038.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	10,820.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,820.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,782.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► EDWARD B. TITMUS Telephone no. ► (804) 265-5834 Located at ► POST OFFICE BOX 10, SUTHERLAND, VA ZIP+4 ► 23885		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		147,500.	0.	0.

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

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

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



0

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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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	21,076,257.
b	Average of monthly cash balances	1b	188,686.
c	Fair market value of all other assets	1c	4,074,850.
d	Total (add lines 1a, b, and c)	1d	25,339,793.
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	25,339,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	380,097.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,959,696.
6	Minimum investment return. Enter 5% of line 5	6	1,247,985.

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	1,247,985.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,038.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,038.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,239,947.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,239,947.
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	1,239,947.

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	1,274,426.
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	1,274,426.
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	8,038.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,266,388.

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				1,239,947.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,270,422.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 1,274,426.				
a Applied to 2014, but not more than line 2a			1,270,422.	
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				4,004.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				1,235,943.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1,122,635.
Total			3a	1,122,635.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	96,338.	
4 Dividends and interest from securities			14	755,305.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	4,200.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	74,154.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		929,997.	0.
13 Total. Add line 12, columns (b), (d), and (e)				929,997.	929,997.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Edward B. Titmus 6/14/2016 President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name WILLIAM A. YOUNG, JR., CPA	Preparer's signature <i>William A. Young</i>	Date 6/14/16	Check ☐ if self-employed	PTIN P00074605
	Firm's name ▶ MITCHELL, WIGGINS & COMPANY LLP			Firm's EIN ▶ 54-0565834	
	Firm's address ▶ 100 FLANK ROAD PETERSBURG, VA 23805-9152			Phone no. 804-733-5566	

Form **990-PF** (2015)

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	OFFICE EQUIPMENT											
1	TYPEWRITER IBM	013181	SL	5.00	16	1,076.			1,076.	1,076.		0.
2	FILE CABINET	072987	SL	10.00	16	138.			138.	138.		0.
3	DRAPERIES	072793	SL	10.00	16	856.			856.	856.		0.
4	CABINETS FOR OFFICE	081093	SL	10.00	16	1,466.			1,466.	1,466.		0.
5	CARPET & BLINDS	081393	SL	10.00	16	1,895.			1,895.	1,895.		0.
6	LATERAL FILE 4 DR	090293	SL	10.00	16	939.			939.	939.		0.
7	COAT RACK	090293	SL	10.00	16	195.			195.	195.		0.
8	SIDE CHAIRS 6	090293	SL	10.00	16	3,390.			3,390.	3,390.		0.
9	ELECTRIC RANGE	022294	SL	10.00	16	652.			652.	652.		0.
10	REFRIGERATOR	022294	SL	10.00	16	1,282.			1,282.	1,282.		0.
11	AMERICAN CHEST	120296	SL	10.00	16	8,047.			8,047.	8,047.		0.
12	WALNUT DESK	120296	SL	10.00	16	4,598.			4,598.	4,598.		0.
13	CHIPPENDALE CHAIR	120296	SL	10.00	16	690.			690.	690.		0.
14	WALNUT CANDLE STAND	120296	SL	10.00	16	460.			460.	460.		0.
15	OFFICE FURNITURE	031897	SL	10.00	16	1,563.			1,563.	1,563.		0.
16	OFFICE CABINETS DELL DIMENSION 8300	042701	SL	10.00	16	3,625.			3,625.	3,538.		0.
17	COMPUTER	093003	SL	10.00	16	1,950.			1,950.	1,950.		0.

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
22	OFFICE FURNITURE	040105	SL	7.00	16	2,624.			2,624.	2,624.		0.
25	COMPUTER	081810	SL	5.00	16	1,473.			1,473.	1,303.		170.
29	VACUUM CLEANER	022211	SL	5.00	16	735.			735.	576.		147.
32	COMPUTER (HP 23"	072115	SL	5.00	16	1,106.			1,106.			111.
32	INTEL CORE)											
	* 990-PF PG 1 TOTAL											
	- OFFICE EQUIPMENT					38,760.		0.	38,760.	37,238.	0.	428.
	LEASHOLD											
	IMPROVEMENTS											
	FARM HOUSE											
18	RENOVATION	090293	SL	39.00	16	11,172.			11,172.	6,118.		286.
19	LANDSCAPING	013195	SL	20.00	16	11,696.			11,696.	11,696.		0.
20	WHIPPERNOCK NEW	080800	SL	39.00	16	10,368.			10,368.	3,846.		266.
20	ROOF											
	AIR CONDITIONING											
21	UNIT CK30	050901	SL	39.00	16	1,350.			1,350.	479.		35.
23	GENERATOR	042606	SL	10.00	16	6,734.			6,734.	5,889.		673.
	HEAT PUMP											
24	WHIPPERNOCK FARM	123110	SL	39.00	16	4,575.			4,575.	478.		117.
	BASEMENT											
28	RENOVATIONS	042111	SL	39.00	16	7,468.			7,468.	717.		191.
	IMPROVEMENTS -											
30	WHIPPERNOCK FARM (FL050613	SL	39.00	16		3,464.			3,464.	156.		89.
	VINYL SIDING -											
31	FOUNDATION OFFICE	073114	SL	39.00	16	15,066.			15,066.	193.		386.
	* 990-PF PG 1 TOTAL											
	- LEASHOLD IMPROVE					71,893.		0.	71,893.	29,572.	0.	2,043.
	* GRAND TOTAL					110,653.		0.	110,653.	66,810.	0.	2,471.
	990-PF PG 1 DEPR											

2015 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	CURRENT ACTIVITY											
	BEGINNING BALANCE					109,547.		0.	109,547.	66,810.		
	ACQUISITIONS					1,106.		0.	1,106.	0.		
	DISPOSITIONS					0.		0.	0.	0.		
	ENDING BALANCE					110,653.		0.	110,653.	66,810.		
	ENDING ACCUM DEPR									69,281.		
	ENDING BOOK VALUE									41,372.		

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	96,338.	96,338.	96,338.
TOTAL TO PART I, LINE 3	96,338.	96,338.	96,338.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	4,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,200.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	2,600.	0.	3,900.
TO FORM 990-PF, PG 1, LN 16B	6,500.	2,600.	0.	3,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	342.	137.	0.	205.
TO FORM 990-PF, PG 1, LN 16C	342.	137.	0.	205.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	14,755.	6,552.	0.	8,203.	
REAL ESTATE TAXES	4,257.	1,703.	0.	2,554.	
OTHER TAXES	3,300.	3,300.	0.	0.	
FEDERAL INCOME TAXES	12,741.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	35,053.	11,555.	0.	10,757.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HEALTH INSURANCE	30,392.	13,920.	0.	16,472.	
NON DEDUCTIBLE EXPENSES	157.	0.	0.	0.	
OTHER EXPENSES	3,515.	3,515.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	34,064.	17,435.	0.	16,472.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE			6,978,561.	19,758,679.
TOTAL TO FORM 990-PF, PART II, LINE 10B			6,978,561.	19,758,679.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,538.	87.
DELL DIMENSION 8300 COMPUTER	1,950.	1,950.	0.
FARM HOUSE RENOVATION	11,172.	6,404.	4,768.
LANDSCAPING	11,696.	11,696.	0.
WHIPPERNOCK NEW ROOF	10,368.	4,112.	6,256.
AIR CONDITIONING UNIT CK30	1,350.	514.	836.
OFFICE FURNITURE	2,624.	2,624.	0.
GENERATOR	6,734.	6,562.	172.
HEAT PUMP WHIPPERNOCK FARM	4,575.	595.	3,980.
COMPUTER	1,473.	1,473.	0.
BASEMENT RENOVATIONS	7,468.	908.	6,560.
VACCUM CLEANER	735.	723.	12.
IMPROVEMENTS - WIPPERNOCK FARM (FLOORING)	3,464.	245.	3,219.
VINYL SIDING - FOUNDATION			
OFFICE	15,066.	579.	14,487.
COMPUTER (HP 23" INTEL CORE)	1,106.	111.	995.
TOTAL TO FM 990-PF, PART II, LN 14	110,653.	69,281.	41,372.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	72,500.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	500.	0.	0.
JOHN J. MULDOWNY RICHMOND, VA 23221	TREASURER 1.00	500.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	36,500.	0.	0.
KIMBERLY T. PRZYBYL RALEIGH, NC 27612	SECRETARY 30.00	36,500.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	500.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		147,500.	0.	0.

Part IV - Capital Gains and Losses for Tax on Investment Income

Page 1 of 1

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
3,000 000	BRISTOL MYERS SQUIBB CO	02/02/07	05/25/15	206,245 13	39,001 69	167,243 44
1,000 000	CHEMOURS COMPANY	05/30/13	07/22/15	11,764 77	13,072 04	(1,307 27)
7,500 000	DNP SEL INCM FD INC	02/02/07	08/12/15	75,141 11	84,927 60	(9,786 49)
4,000 000	FREEPORT MCMORAN INC	02/21/14	06/01/15	78,298 55	144,011 00	(65,712 45)
1,825 000	HALLIBURTON COMPANY	02/02/07	08/12/15	74,575 02	24,029 51	50,545 51
5,000 000	LINN ENTERGY LLC UNIT	09/25/13	08/12/15	15,830 20	141,244 60	(125,414 40)
5,000 000	CAMPBELL SOUP COMPANY		01/07/16	253,990 30	226,610 68	27,379 62
						-
						-
	Total Long Term Sales			715,845 08	672,897 12	42,947 96
Short Term						
						-
	Total Short Term Sales			-	-	-
Grand Totals				715,845 08	672,897 12	42,947 96
Capital Gain Distributions from 1099-DIV						
				Capital Gain	Non dividend	
	Scott & Stringfellow			32,748 01		
	DNP Select Income Fd Inc					943 50
	Tortoise MLP Fund					3,004 24
	Wash Real Estate Inv Tru					1,937 40
	LINN Energy, LLC			(1,469 00)		-
	NuStar Energy LP			(148 00)		-
	Plains All American Pipeline			75 00		
	Totals			31,206 01		5,885 14
Total Capital Gains					74,153 97	

February 1, 2015 – January 31, 2016
54-6051332

Date	Name & Address	Foundation Status	Purpose	Amount
06/17/15	Alice Lloyd College 100 Purpose Rd., Pippa Passes, Kentucky 41844	E	Scholarships for need based students for VA	5,000.00
014/14/16	American Kidney Fund 11921 Rockville Pike, Suite 300, Rockville, MD 20852	C	Assistance to those with need of dialysis	5,000.00
10/06/15	American Red Cross-Southside Area Chpt. 22 West Washington St., Petersburg, VA 23803	C	South Carolina Disaster Relief	5,000.00
06/03/15	Apple Ridge Farm Inc. 541 Luck Ave., SW, Roanoke, VA 24016	E	Summer Camp exp. for low-income youth & children	2,500.00
03/27/15	APVA 204 West Franklin St., Richmond, VA 23220-5012	C	Matching gift to Cabell Challenge grant of 1:1 matching funds	5,000.00
01/06/16	Ashbury United Methodist Church PO Box 351, McKenney, VA 23872	R	Matching funds for Haiti Jobs Creation Project	1,130.00
08/20/15	Baptist News Global 2828 Emerywood Pkwy, Henrico, VA 23294	R	New Mid-Atlantic Bureau	5,000.00
10/19/15	Barton College P.O. Box 5000, Wilson, NC 27893	E	1 st pmt. on \$100,000. pledge	25,000.00
04/07/15	Beech Branch Baptist Church 2608 32 nd Street, Northport, AL 35476	R	Memoriam	1,500.00
07/28/15	Benedictine Sisters of Virginia 9535 Linton Hall Rd., Bristow, VA 20136-1217	R	Caring for Our Sister's Project	5,000.00
06/16/15	Bethany House of Northern Virginia, Inc. 6121 Lincolnia Rd., Ste. 303, Alexandria, VA 22312	R	Family Assistance Program	5,000.00
11/19/15	Billy Graham Evangelistic Association 1 Billy Graham Parkway, Charlotte, NC 28201	R	Decision America Tour	5,000.00
10/19/15	Big Brothers Big Sisters of Greater Rich. 1707 Summit Ave., Ste 200, Richmond, VA 23230	C	15 mentoring relationships	15,000.00
07/02/15	Birthright of Woodbridge, Inc. 4207 Dale Boulevard, Woodbridge, VA 22193	C	Capital campaign for office purchase	5,000.00

06/16/15	Boy's & Girls Club of H & R County P.O. Box 1223, Harrisonburg, VA 22803	E	Implementation of after school homework assistance program	5,000.00
06/03/15	Braille Circulating Library 2700 Stuart Ave, Richmond, VA 23220-3305	E	Publishing Cost	2,500.00
08/19/15	Capital Caring 2900 Telestar Court, Falls Church, VA 22042	C	Patient Care Fund Program	5,000.00
03/24/15	CARES P.O. Box 1167, Petersburg, VA 23804-1167	C	General Support	7,600.00
12/17/15	Chowan University One University Place, Murfreesboro, NC 27855	E	Sharee C. Atkinson Scholarship Fund	5,000.00
03/27/15	Christ For The Island World 1400 Battleground Ave., Ste. 116-H, Greensboro, NC 27408	R	Living Water for Indonesia	5,000.00
06/30/15	Cerebral Palsy of Virginia 5825 Arrowhead Dr., Ste. 201, Virginia Beach, VA 23462	C	Social & Recreation Program	2,500.00
05/27/15	Chesterfield-Colonial Heights Alliance for Social Ministry P.O. Box 1741, Chesterfield, VA 23832	R	Client Support	5,000.00
08/03/15	Circle Center Adult Day Services 4900 West Marshall St., Richmond, VA 23230	E	Scholarships for low income & disabled adults	5,000.00
06/23/15	Conexus 11618 Busy St., Richmond, VA 23236	E	Launch Campaign	5,000.00
09/17/15	Crater Community Hospice, Inc. 3916 S. Crater Rd., Petersburg, VA 23805	C	Medical & Health Supplies	5,000.00
09/23/15	Dinwiddie County High School-FFA 11501 Boisswau Rd., Dinwiddie, VA 23841	E	National Convention Trip	1,000.00
08/14/15	Dinwiddie Cow Bell Booster Club 4725 Woodstream Dr., Petersburg, VA 23803	E	General Support	500.00
08/19/15	Dinwiddie Cow Bell Booster Club 4725 Woodstream Dr., Petersburg, VA 23803	E	End Zone Camera System	2,150.00
10/28/15	Doctors Without Borders 333 Seventh Ave., 2 nd floor, New York, NY 10001-5004	C	General Support	5,000.00
11/23/15	Dorcas Ministries 187 High House Rd., Cary, NC 27511	R	Final pmt. on pledge	50,000.00
04/07/15	First McCoy Baptist Church 2608 32 nd Street, Northport, AL 35476	R	Memoriam	1,500.00

01/06/16	Ford Volunteer Fire Department PO Box 186, Church Road, VA 23833	C	Annual Fund Drive	5,000.00
06/29/15	ForKids 4200 Colley Ave., Ste. A, Norfolk, VA 23508	C	Short term emergency assistance	5,000.00
07/22/15	Free Clinic of Danville 133 South Ridge St., Danville, VA 24543	C	Respiratory Care Program	3,209.20
02/23/15	Girl Scouts of the Commonwealth of VA 4900 Augusta Ave., Ste. 200, Richmond, VA 23230	E	2015 Girl Scout Leadership Scholarship	1,000.00
06/23/15	Gloucester Mathews Free Clinic P.O. Box 684, Gloucester, VA 23061-5130	C	Matching funds toward M. Morton Parsons Foundation grant	5,000.00
06/30/15	Grace Inside 2828 Emerywood Parkway, Richmond, VA 23294-3718	R	Prison Ministry where most needed	5,000.00
12/07/15	Harnett County Historical Society Found. PO Box 247, Buies Creek, NC 27506	C	Maintenance	5,000.00
07/01/15	Heart Havens 912 Moorefield Park Dr., Ste. 301, Richmond, VA 23236	C	Partial funding of a nurse coordinator	5,000.00
06/23/15	Henrico County CASA 3001 Hungary Spring Rd., Ste. A, Henrico, VA 23228	C	To help support volunteers who will advocate for abused & neglected children	2,500.00
07/01/15	Henrico Education Foundation 3820 Nine Mile Rd., Henrico, VA 23223-0420	E	The Community Learning Center Initiative	5,000.00
10/13/15	Heritage High School 1150 Forestville Rd., Wake Forest, NC 27587	E	New Band Equip.	4,515.00
01/11/16	Heritage Middle School 3400 Rodgers Road, Wake Forest, NC 27587	E	Patriot Pride	2,500.00
08/06/15	Hospice of Wake County 250 Hospice Circle, Raleigh, NC 27607	C	To help pur. 2 med. Carts	5,000.00
06/29/15	Hospital Hospitality House 612 E. Marshall St., Richmond, VA 23219	C	FY2016 Family Assistance Program	5,000.00
07/02/15	IVNA 5008 Monument Ave., Richmond, VA 23230	C	Healing at Home	5,000.00
07/02/15	Interfaith Assistance Ministry P.O. Box 2562, Hendersonville, NC 28793-2562	R	Capital Campaign to be used toward matching sponsorship challenge	5,000.00

04/02/15	International Cooperating Ministries 1901 North Armistead Ave., Hampton, VA 23666-4311	R	\$1. For \$1. Matching grant from another foundation for Bastar School	5,000.00
09/28/15	Jackson-Feild Homes 2800 Patterson Ave., Ste 302, Richmond, VA 23221	E	Gym Ceiling Repairs	25,925.00
07/20/15	Journey of Hope, Inc. 11411 Gravier Rd., Midlothian, VA 23112	R	Program support to help children & adults with Disabilities	3,000.00
07/20/15	Jubilee Family Development Center 1512 Florida Ave., Lynchburg, VA 24501-4112	C	YES Program	3,000.00
06/24/15	Just Neighbors 5827 Columbia Pike, Ste. 320, Falls Church, VA 22041	C	Community Clinic Support	5,000.00
06/10/15	King University 1350 King College Rd., Bristol, TN 37620-2699	E	Scholarship fund for B.S. Nursing Program	5,000.00
06/30/15	Lutheran Family Services of Virginia 2609 McVitty Rd., Roanoke, VA 24018	R	PAESL	5,000.00
06/26/15	Lynchburg College 1501 Lakeside Dr., Lynchburg, VA 24501-3199	E	Medical training equip. for Physician Assistant Program	5,000.00
04/07/15	Marmora Baptist Church 2901 Exeter Mill Rd., Church Road, VA 23833	R	General Support	5,000.00
01/06/16	Mars Hill University P.O. Box 6792, Blackwell, NC 28754	E	Final pmt. on pledge for nursing scholarship	50,000.00
07/02/15	Maymont Foundation 1700 Hampton St., Richmond, VA 23220	E	Formal Educational Programs	5,000.00
03/27/15	Mechanicsville Baptist Church 8016 Atlee Rd., Mechanicsville, VA 23111	R	Passport Mission Base in Birmingham, AL	5,000.00
11/05/15	Miriam's House 409 Magnolia St., Lynchburg, VA 24503-0196	C	Completion of fence project	1,956.00
11/19/15	Mountain Area Health Education Center 121 Hendersonville Rd., Asheville, NC 28803	E	Ultrasound Machine	5,000.00
03/23/15	Ocran United Methodist Church 20221 Cox Rd., Sutherland, VA 23885	R	Imagine No Malaria	1,000.00
03/23/15	Ocran United Methodist Church 20221 Cox Rd., Sutherland, VA 23885	R	Painting youth room floor	510.00
07/20/15	Ocran United Methodist Church P.O. Box 309, Sutherland, VA 23885	R	Educational Fund	1,000.00

09/01/15	Ocran United Methodist Church 20221 Cox Rd., Sutherland, VA 23885	R	Pre-School Scholarship Fund	1,800.00
11/02/15	Ocran United Methodist Church 20221 Cox Rd., Sutherland, VA 23885	R	South Carolina Flood Relief	5,000.00
12/03/15	Pathways 1200 West Washington St., Petersburg, VA 23803	E	Matching Olson Gift	5,000.00
07/20/15	Patrick Henry Boys and Girls Plantation P.O. Box 1398, Brookneal, VA 24528-1398	E	1 st pmt. on matching challenge grant for Hat Creek Camps & Conferences	25,000.00
06/29/15	Peter Paul Development Center 1708 North 22 nd St., Richmond, VA 23223	E	Campaign for the Children of Richmond's East End	5,000.00
06/10/15	Petersburg Area Art League 7 East Old St., Petersburg, VA 23803	E	To purchase art supplies for educational program	2,500.00
01/06/16	Piedmont Virginia Community College 501 College Drive, Charlottesville, VA 22902-7589	E	Annual Fund	5,000.00
12/15/15	Pine Grove Baptist Church 22218 Dabney Mill Road, Dinwiddie, VA 23803	R	Honduras Mission Trip	4,800.00
08/03/15	Pregnancy Support Ctr. Of the Tri-Cities 700 South Sycamore St., Ste. 12, Petersburg, VA 23803	C	Computers & Software updates, counseling services & training expenses, educational materials, cribs, & printing needs	5,000.00
12/22/15	Preservation NC PO Box 27644, Raleigh, NC 27611-7644	C	General Support	5,000.00
06/23/15	Prince George Dept. of Social Services P.O. Box 68, Prince George, VA 23875	E	To purchase school supplies in bulk & add to the supplies donated from area businesses & citizens	1,000.00
06/10/15	ProjectHomes 88 Carnation St., Richmond, VA 23225	C	Homes Renew Crew volunteer program	5,000.00
04/20/15	Quickstart Tennis of Central Virginia P.O. Box 422, Ivy, VA 22945	E	Quickstart Courts for Cumberland	2,500.00
01/06/16	Randolph-Macon College P.O. Box 5005, Ashland, VA 23005-5505	E	4 th pmt. on \$100,000. pledge	40,000.00
08/19/15	Ravenscroft School, Inc. 7409 Falls of Neuse Rd., Raleigh, NC 27615	E	New English Educational Instructional effort	2,000.00
05/05/15	Rebuilding Together Petersburg Inc. P.O. Box 1005, Petersburg, VA 23804	C	Mod. to the homes of low-income, etc.	3,000.00

06/03/15	Richmond Friends of the Homeless 4600 Jaydee Dr., Moseley, VA 23120	C	General Support	5,000.00
01/06/16	Roanoke College 221 College Lane, Salem, VA 24153-3794	E	4 th pmt. on \$100,000. pledge	20,000.00
06/23/15	St. Andrew's School 227 South Cherry St., Richmond, VA 23220	E	Scholarships	5,000.00
10/09/15	St. Elpis Greek Orthodox Church 107 Memorial Ave., Hopewell, VA 23860	R	General Support	5,000.00
03/25/15	St. Jude Children's Research Hospital 501 St. Jude Place, Memphis, TN 38105-9959	E	Research	5,000.00
04/07/15	St. Peter's R.Z.U.A. Church 15000 Cox Rd., Church Road, VA 23833	R	Building Fund	2,500.00
01/06/16	Safe Alliance 601 East Fifth Street, Suite 400, Charlotte, NC 28202	C	Shelter's youngest residents	5,000.00
10/06/15	Samaritan's Purse 801 Bamboo Rd., Boone, NC 28607	C	International Emergency Relief Program	5,000.00
09/28/15	Science Museum of Virginia P.O. Box 11624, Richmond, VA 23230-0624	E	1 st pmt. on \$100,000. pledge	25,000.00
07/20/15	Scottish Rite Childhood Language Center 4202 Hermitage Rd., Richmond, VA 23227-3755	C	Access to Care Programs	3,000.00
04/07/15	Second McCoy Baptist Church 2608 32 nd Street, Northport, AL 35476	R	Memoriam	1,500.00
04/02/15	Serenity P.O. Box 131, Petersburg, VA 23804	C	Client Services	5,000.00
10/13/15	Society of St. Andrew 3383 Sweet Hollow Rd., Big Island, VA 24526-8517	R	Gleaning Programs	5,000.00
11/23/15	Southeast 4-H Educational Center 15189 Airfield Rd., Wakefield, VA 23888	E	Campers' Fees	50,000.00
01/14/16	Southeast 4-H Educational Center 15189 Airfield Road, Wakefield, VA 23888	E	Matching gift for Capital Campaign	50,000.00
01/20/16	Southside Center for Violence Prevention 609 Church Street, Blackstone, VA 23824	E	Support for Madeline's House	5,000.00
06/17/15	Southside Storm 86 Stonewall Dr., Farmville, VA 23901	C	Nations World Series	1,000.00
10/15/15	Special Olympics of North Carolina 2200 Gateway Centre Blvd., Ste 201, Morrisville, NC 27560	C	General Support	5,000.00

01/06/16	Special Olympics Virginia 3212 Skipwith Road, Suite 100, Richmond, VA 23294	C	28 athletes participation in statewide competition	4,900.00
10/19/15	Sutherland Elementary School-SRO 21001 Cox Road, Sutherland, VA 23885	E	General Support	500.00
06/16/15	Swim RVA 5050 Ridgedale Parkway, Richmond, VA 23234	E	Swim lessons for underserved youth	4,000.00
09/28/15	The College of William & Mary P.O. Box 1693, Williamsburg, VA 23187-1693	E	3 rd pmt. on \$100,000. pledge	20,000.00
07/22/15	The Fenwick Foundation 23 North Fenwick St., Arlington, VA 22201	C	Lee Health & Rehab at Pennington Gap, VA	2,500.00
06/24/15	The Friends of Barnabas Foundation, Inc. P.O. Box 4804, Midlothian, VA 23112	R	Care of children in Honduras	5,000.00
01/07/16	The James House 6610 Commons Drive, Suite C, Prince George, VA 23875	C	Denim Day	5,000.00
07/23/15	The New Community School 4211 Hermitage Rd., Richmond, VA 23227	E	Financial Aid Program	5,000.00
12/08/15	The Old Brunswick Circuit Foundation PO Box 385, Lawrenceville, VA 23868-0385	C	Dromgoole House Project	5,000.00
10/06/15	The Salvation Army P.O. Box 1959, Atlanta, GA 30301	C	East Coast Floods	5,000.00
07/01/15	Tidewater Youth Services Foundation 2404 Airline Boulevard, Portsmouth, VA 23701	E	Matching grant of DCJS	5,000.00
01/21/16	UNC Lineberger Comprehensive Cancer Center School of Medicine, CB #7295, Chapel Hill, NC 27599-7295	E	Final pmt. on pledge of \$150,000. for Clinic Trials	150,000.00
08/06/15	Union Baptist Church 3701 Namozine Rd., Church Road, VA 23833	R	General Support	300.00
09/28/15	Union Branch Baptist Church 3356 Union Branch Rd., South Prince George, VA 23805	R	Andrew J. White Com. Empowerment Center	5,000.00
11/03/15	University of Virginia School of Nursing P.O. Box 400220, Charlottesville, VA 22904-4220	R	TTF Rural Fellowship Fund	5,000.00
09/01/15	Valor Unlimited, Inc. 6501 Rocky Mill Dr., S. Chesterfield, VA 23803	C	To benefit soldiers	2,000.00
01/06/16	VCU-Massey Cancer Center PO Box 843042, Richmond, VA 23286-0441	E	Research	30,000.00

04/03/15	VCU School of Dentistry P.O. Box 843042, Richmond, VA 23286-0441	E	Scholarship Fund	5,000.00
04/24/15	Virginia Commonwealth Baseball League 500 Fleet St., Petersburg, VA 23803	C	Baseball Shirts	200.00
04/29/15	Virginia Cooperative Extension P.O. Box 399, Dinwiddie, VA 23841	E	Scholarship Funds	1,000.00
04/29/15	Virginia Cooperative Extension P.O. Box 399, Dinwiddie, VA 23841	E	Dinwiddie County 4-H Program	4,000.00
03/26/15	Virginia Forestry Educational Foundation 3808 Augusta Ave., Richmond, VA 23230-3910	E	Project Learning Tree	2,000.00
06/10/15	Virginia Supportive Housing P.O. Box 8585, Richmond, VA 23226	C	Supportive services, transportation & tenant assistance services.	5,000.00
10/28/15	Virginia War Memorial Inc. 621 South Belvidere St., Richmond, VA 23220	E	Educational Program	2,500.00
01/21/16	Wake Forest United Methodist Ch. 905 South Main St., Wake Forest, NC 27587	R	Final pmt. on pledge	100,000.00
01/14/16	Wake Forest United Methodist Church 905 South Main St., Wake Forest, NC 27587	R	Stop Hunger Now	5,000.00
06/30/15	William Byrd Community House 224 South Cherry St., Richmond, VA 23220	E	Early childhood & school age Summer Camp Program	4,000.00
09/01/15	Williams Christmas Kids Foundation 506 Battista Court #201, Chester, VA 23836	C	General Support	1,000.00
06/29/15	Wilson-Hebron-Ford Ruritan Club P.O. Box 948, Colonial Heights, VA 23834	C	Harmon-Watkins Fund	5,000.00
09/17/15	Women's Center 133 Park St., NE, Vienna, VA 22180	C	Longer-Term mental health counseling	5,000.00
10/05/15	Zion Baptist Church 225 Byrne St., Petersburg, VA 23803-4239	R	Andrew J. White & Gracie J. White Multi Purpose Room	5,000.00
01/31/2016	Nustar Energy 2015 Form K-1			\$118.00
01/31/2016	Plains All American Pipeline LP 2015 Form K-1			\$22.00
Total as of January 31, 2016				\$1,122,635.20

Equities

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
ABBOTT LABORATORIES	ABT	7,500		1	37.850	283,875.00
ABBVIE INC	ABBV	7,500		1	54.900	411,750.00
AT&T INC	T	14,000		1	26.050	364,840.00
BANK MCKENNEY VA	BCLK	6,500		1	9.910	64,415.00
B&T CORP DEP SHS REPSTG 1/1000TH SER E NON CUMUL	BSTE	22,000		1	25.820	568,040.00
PERPETUAL PFD 5.625%						
BP PLC	BP	5,000		1	32.370	161,850.00
SPONSORED ADR						
BRISTOL MYERS SQUIBB COMPANY	BMY	7,000		1	62.130	435,120.00
CHEVRON CORP	CVX	8,000		1	36.470	691,760.00
COLGATE-PALMOLIVE COMPANY	CL	8,000		1	67.550	540,240.00
COLUMBIA PIPELINE GROUP INC	CPGX	8,000		1	18.550	148,400.00
CONOCOPHILLIPS	COP	15,000		1	39.050	585,200.00
DNP SELECT INCOME FUND INC	DNP	6,000		1	9.350	56,100.00
DOMINION RESOURCES INC VA NEW	D	20,000		1	72.170	1,443,400.00

Equities (continued)						
Security Description	Symbol Cusip	Quantity Long	Quantity Short	Account Type	Current Market Price	Current Market Value
CONNELLEY R R & SONS COMPANY	RRD	5,600		1	13.970	78,232.00
DOW CHEMICAL COMPANY	DOW	10,000		1	42.000	420,000.00
DUPONT ELIE NEMOURS & COMPANY	DD	5,000		1	52.760	263,800.00
DUKE ENERGY CORP NEW	DUK	10,000		1	75.500	755,000.00
EXXON MOBIL CORP	XOM	25,000		1	77.850	1,946,250.00
FORD MOTOR COMPANY NEW	F	10,000		1	11.910	119,400.00
GENERAL ELECTRIC COMPANY	GE	21,000		1	29.100	611,100.00
HALLIBURTON COMPANY	HAL	3,175		1	31.700	100,533.25
HERSHEY COMPANY	HSY	5,000		1	33.110	165,550.00
HONEYWELL INTL INC	HON	4,000		1	103.200	412,800.00
KELLOGG COMPANY	K	5,000		1	73.440	367,200.00
KROGER & COMPANY INC NEW	KRN	10,000		1	50.670	506,700.00
NISOURCE INC	NII	5,000		1	21.010	105,050.00
PEPSICO INC	PEP	25,000		1	59.300	1,482,500.00
PFIZER INC	PFE	13,000		1	30.460	395,970.00
PHILLIPS 66	PSX	7,500		1	80.150	601,125.00
PLUM CREEK TIMBER COMPANY INC	PCL	5,000		1	40.510	202,550.00
POTASH CORP OF SASKATCHEWAN INC	POT	10,000		1	16.300	163,000.00

Equities (continued)

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
PROCTER & GAMBLE COMPANY PG	PG	3,000		1	91.650	215,070.00
SCHLUMBERGER LTD	SLB	6,000		1	72.270	433,620.00
SPECTRA ENERGY CORP	SE	5,000		1	27.450	137,250.00
TORTOISE ENERGY INFRASTRUCTURE CORP	TIG	4,000		1	24.340	97,360.00
TORTOISE MLP FUND INC	NTG	4,000		1	15.070	60,280.00
UDR INC	UDR	40,000		1	35.560	1,423,600.00
VERIZON COMMUNICATIONS INC	VZ	15,000		1	49.970	649,610.00
WALGREENS BOOTS ALLIANCE INC	WBA	4,000		1	79.720	318,880.00
WASHINGTON REAL ESTATE INVESTMENT TRUST SBI	WRE	10,000		1	25.230	252,300.00
WELLS FARGO & COMPANY NEW PFD DIVIDEND EQUALIZATION	WFCNP	24		1	0.650	15.60
Total for Equities						19,547,565.85
Total for Equities with Cost Data						19,547,550.25

Limited Partnerships

Security Description	Symbol Cusip	Quantity Long	Short	Account Type	Current Market Price	Current Market Value
MUSTAR ENERGY LTD PARTNERSHIP	NS	2,500		1	32.430	81,075.00

Limited Partnerships (continued)						
Security Description	Symbol	Quantity	Account Type	Current Market Price	Current Market Value	
PLAINS ALL AMERICAN PIPELINE LP	PAA	6185	1	21.110	130,637.60	
Total for Limited Partnerships					211,112.60	
Total for Limited Partnerships with Cost Data					211,112.60	
Total Equities					19,547,565.85+	
Total Limited Partnerships					211,112.60+	
						19,758,678.45*

The Titmus Foundation, Inc.
Book Value of Investments - Corporate Stock
Part II, Line 10b, Column b
01/31/2016

Page 1 of 1

Abbott Labs	133,264 34
Abbvie Inc	144,513 79
AT & T - Bellsouth	137,883 86
Bank of McKenney Va Cap Stk	36,616 51
BB&T Corp Dep SHS Repstg 1/1000	532,490 74
BP PLC	208,967 34
Bristol Myers Squibb	91,003 93
Chevron Corp	525,593 51
Colgate-Palmolive Co	40,252 19
Columbia Pipeline Group Inc.	43,847 60
ConocoPhillips	246,241 80
DNP Select Income Fund Inc.	64,178 82
Dominion Resources Inc.	196,562 00
Donnelley RR & Sons Company	87,408 54
Dow Chemical Company	365,009 50
Du Pont E.I De Nemour & Compan	239,172 73
Duke Energy Corporation	241,515 53
Exxon Mobil Corporation	546,693 06
Ford Motor Company	129,155 00
General Electric	50,250 47
Halliburton Company	41,804 76
Hershey Food Corp	92,671 08
Honeywell, Intl	120,792 49
Kellogg Company	143,691 92
Merck & Company	148,510 36
Nisource, Inc.	24,557 40
Nustar Energy LP - Valero LP	20,409 04
Pepsico, Inc.	43,902 00
Pfizer, Inc.	392,761 18
Phillips 66	73,179 39
Plains All American Pipeline LP	18,331 40
Plum Creek Timber Company Inc.	200,605 00
Potash Corp of Saskatchewan Inc	356,902 38
Procter & Gamble Company	164,771 38
Schlumberger Limited	42,022 36
Spectra Energy	114,650 14
Tortoise Energy Infrastructure	36,827 43
Tortoise MLP Fund Inc	82,555 21
United Dominion Realty Trust	297,596 22
Verizon Communications	223,329 10
Walgreens Boots Alliance, Inc.	127,423 41
Washington R Est In Tru Sh Ben	150,646 24

6,978,561 15
