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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2015 or tax year beginning **MAY 1, 2015**, and ending **APR 30, 2016**

Name of foundation: **CARUTHERS FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **4600 NORTH FAIRFAX DRIVE, SUITE 1000**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **ARLINGTON, VA 22203**

A Employer identification number: **51-0248560**

B Telephone number: **703-524-8811**

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

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

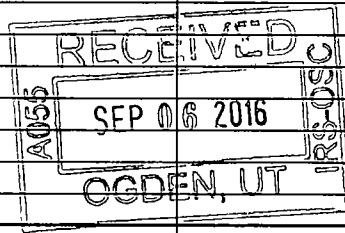
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 746,442.**

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</i>					
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	553.	553.		STATEMENT 1
	4 Dividends and interest from securities	11,569.	11,569.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,393.			
	b Gross sales price for all assets on line 6a	101,207.			
	7 Capital gain net income (from Part IV, line 2)		2,393.		
	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	14,515.	14,515.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,100. STMT 3	4,100.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	8,007. STMT 4	8,007.		0.	
24 Total operating and administrative expenses Add lines 13 through 23	12,107.	12,107.		0.	
25 Contributions, gifts, grants paid	72,500.			72,500.	
26 Total expenses and disbursements. Add lines 24 and 25	84,607.	12,107.		72,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<70,092.>				
b Net investment income (if negative, enter -0-)		2,408.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED SEP 21 2016

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	102,139.	125,765.	125,765.
	2 Savings and temporary cash investments	113,258.	12,698.	12,698.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	148,874.	130,633.	133,517.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	461,652.	486,294.	474,462.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	825,923.	755,390.	746,442.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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	825,923.	755,390.	
	30 Total net assets or fund balances	825,923.	755,390.	
31 Total liabilities and net assets/fund balances	825,923.	755,390.		

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	825,923.
2 Enter amount from Part I, line 27a	2	<70,092.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	755,831.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	441.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	755,390.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	101,207.	98,814.	2,393.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,393.

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	2,393.
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	120,500.	891,158.	.135217
2013	124,958.	895,523.	.139536
2012	136,781.	917,193.	.149130
2011	145,131.	910,339.	.159425
2010	100,000.	927,097.	.107864

2	Total of line 1, column (d)	2	.691172
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	.138234
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	743,064.
5	Multiply line 4 by line 3	5	102,717.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24.
7	Add lines 5 and 6	7	102,741.
8	Enter qualifying distributions from Part XII, line 4 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.	8	72,500.

CARUTHERS FOUNDATION, INC.

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 .011 SH GOOGLE INC CLASS C CASH IN LIEU	P	04/20/15	05/12/15
b .6 SH WESTROCK CO. COMMON - CASH IN LIEU	P	01/23/15	07/24/15
c 80 SH FREEPORT-MCMORAN INC	P	04/20/15	10/09/15
d 90 SH NAVIENT CORP	P	01/23/15	10/09/15
e 9 SH SCHLUMBERGER LTD	P	04/20/15	02/05/16
f 9 SH GOLDMAN SACHS GROUP	P	01/23/15	10/13/15
g 8 SH PRECISION CASTPARTS CORP	P	01/01/15	10/09/15
h 30 SH TEXAS INSTRUMENTS INC	P	04/20/15	10/09/15
i 30 SH SEAGATE TECHNOLOGY	P	04/20/15	02/05/16
j 30 SH COMCAST CORP	P	04/20/15	10/13/15
k 26 SH BRISTOL-MYERS SQUIBB CO	P	04/20/15	10/13/15
l 24 SH EATON CORP	P	04/20/15	10/13/15
m 22 SH ADOBE SYSTEM INC	P	01/23/15	10/13/15
n 20 SH PNC FINANCIAL SERVICES GROUP INC	P	04/20/15	10/13/15
o 20 SH OCCIDENTAL PETROLEUM CO	P	04/22/15	02/05/16

(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 6.		6.	0.
b 38.		35.	3.
c 941.		1,669.	<728.>
d 1,039.		1,763.	<724.>
e 622.		840.	<218.>
f 1,639.		1,637.	2.
g 1,841.		1,635.	206.
h 1,517.		1,753.	<236.>
i 871.		1,756.	<885.>
j 1,781.		1,753.	28.
k 1,587.		1,711.	<124.>
l 1,292.		1,669.	<377.>
m 1,746.		1,627.	119.
n 1,814.		1,835.	<21.>
o 1,318.		1,626.	<308.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			3.
c			<728.>
d			<724.>
e			<218.>
f			2.
g			206.
h			<236.>
i			<885.>
j			28.
k			<124.>
l			<377.>
m			119.
n			<21.>
o			<308.>

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

CARUTHERS FOUNDATION, INC.

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 1121.105 SH STERLING CAPITAL SHORT DURATION BOND	P	04/20/15	10/07/15
b 482.29 SH PIMCO LOW DURATION FUND	P	04/20/15	10/07/15
c 587.544 SH FEDERATED SHORT TERM INCOME	P	04/20/15	10/13/15
d 20 SH NXP SEMICONDUCTORS	P	01/23/15	10/13/15
e 20 SH EXPRESS SCRIPTS HOLDING CO	P	04/20/15	10/09/15
f 14 SH CELGENE CORP	P	01/23/15	10/13/15
g 23 SH BAXALTA INC	P	03/30/12	02/05/16
h 40 SH STARBUCKS CORPORATION	P	12/11/13	10/13/15
i 40 SH KINDER MORGAN INC	P	01/23/15	02/05/16
j 30 SH GENERAL MILLS INC	P	12/11/13	02/05/16
k 26 SH CHEVRON CORP	P	04/03/12	02/05/16
l 25 SH VERIZON COMMUNICATIONS INC	P	08/05/14	10/13/15
m 23 SH BAXTER INTERNATIONAL INC	P	03/30/12	02/05/16
n 21 SH APPLE INC	P	02/19/13	10/13/15
o 19 SH PHILLIP MORRIS INTL	P	06/20/13	02/05/16

(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 9,933.		10,068.	<135.>
b 4,779.		4,876.	<97.>
c 5,000.		5,029.	<29.>
d 1,676.		1,610.	66.
e 1,627.		1,717.	<90.>
f 1,649.		1,734.	<85.>
g 913.		637.	276.
h 2,343.		1,602.	741.
i 586.		1,695.	<1,109.>
j 1,683.		1,529.	154.
k 2,134.		2,790.	<656.>
l 1,090.		1,277.	<187.>
m 867.		747.	120.
n 2,317.		1,402.	915.
o 1,690.		1,761.	<71.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<135.>
b			<97.>
c			<29.>
d			66.
e			<90.>
f			<85.>
g			276.
h			741.
i			<1,109.>
j			154.
k			<656.>
l			<187.>
m			120.
n			915.
o			<71.>

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

CARUTHERS FOUNDATION, INC.

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 18. SH GILEAD SCIENCES INC	P	12/11/13	10/13/15
b 16 SH THE TRAVELERS COMPANIES INC	P	11/20/11	02/05/16
c 16 SH MCDONALDS CORP	P	12/11/13	10/13/15
d 14 SH MONSANTO CO	P	02/19/13	10/09/15
e 11 SH TIME WARNER CABLE INC	P	08/05/14	10/13/15
f 10 SH PERRIGO CO PLC	P	12/11/13	10/09/15
g 1 SH PHILLIP MORRIS INTL INC	P	06/20/13	10/09/15
h 1136.231 SH STERLING CAPITAL SHORT DURATION BOND	P	VARIOUS	10/08/15
i 215.008 SH COHEN & STEERS REALTY SHARES	P	VARIOUS	10/08/15
j 1031.333 SH PIMCO LOW DURATION FUND	P	VARIOUS	10/08/15
k 24.026 SH COHEN & STEERS REALTY SHARES	P	VARIOUS	01/20/16
l CAPITAL GAINS DIVIDENDS			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,808.		1,331.	477.
b 1,697.		918.	779.
c 1,623.		1,544.	79.
d 1,234.		1,438.	<204.>
e 2,057.		1,629.	428.
f 1,592.		1,522.	70.
g 82.		93.	<11.>
h 10,067.		10,976.	<909.>
i 10,000.		7,930.	2,070.
j 10,221.		10,790.	<569.>
k 1,051.		854.	197.
l 3,436.			3,436.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			477.
b			779.
c			79.
d			<204.>
e			428.
f			70.
g			<11.>
h			<909.>
i			2,070.
j			<569.>
k			197.
l			3,436.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,393.
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 VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	48.
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	48.
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	48.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	48.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>JUSTIN MILLER</u> Telephone no. ▶ <u>703-524-8811</u> Located at ▶ <u>4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA</u> ZIP+4 ▶ <u>22203</u>		
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 <u>N/A</u>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <u>N/A</u>		
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3 ▶ 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	608,210.
b	Average of monthly cash balances	1b	146,170.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	754,380.
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	754,380.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,316.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	743,064.
6	Minimum investment return. Enter 5% of line 5	6	37,153.

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	37,153.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	48.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	48.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,105.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,105.
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	37,105.

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	72,500.
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	72,500.
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	72,500.

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				37,105.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	54,149.			
b From 2011	100,352.			
c From 2012	91,359.			
d From 2013	81,266.			
e From 2014	76,372.			
f Total of lines 3a through e	403,498.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	72,500.			
a Applied to 2014, but not more than line 2a			0.	
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				37,105.
e Remaining amount distributed out of corpus	35,395.			
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	438,893.			
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				0.
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	54,149.			
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a	384,744.			
10 Analysis of line 9:				
a Excess from 2011	100,352.			
b Excess from 2012	91,359.			
c Excess from 2013	81,266.			
d Excess from 2014	76,372.			
e Excess from 2015	35,395.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
JUSTIN MILLER, 703-524-8811, JUSTIN@CARUTHERSPROP.COM
4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203

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

c Any submission deadlines:
APRIL 30

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
NO

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DOORWAYS FOR WOMEN AND FAMILIES P.O. BOX 100185 ARLINGTON, VA 22210		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	25,000.
YOUTH LEADERSHIP FOUNDATION 5034 WISCONSIN AVENUE NW WASHINGTON, DC 20016		PUBLIC	COMMUNITY	12,500.
CULPEPPER GARDEN 4435 N. PERSHING DRIVE ARLINGTON, VA 22203		PUBLIC	COMMUNITY	10,000.
ARLINGTON COMMUNITY FOUNDATION 818 N. QUINCY STREET, STE 103 ARLINGTON, VA 22203		PUBLIC	COMMUNITY	10,000.
COMMUNITIES IN SCHOOLS OF NOVA 1615 DUKE STREET, 3RD FLOOR ALEXANDRIA, VA 22314		PUBLIC	EDUCATION	5,000.
Total	SEE CONTINUATION SHEET(S)			72,500.
b Approved for future payment				
NONE				
Total				0.

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
BB&T WEALTH	19.	19.	
JOHN MARSHALL BANK	534.	534.	
TOTAL TO PART I, LINE 3	553.	553.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	15,005.	3,436.	11,569.	11,569.	
TO PART I, LINE 4	15,005.	3,436.	11,569.	11,569.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	4,100.	4,100.		0.
TO FORM 990-PF, PG 1, LN 16B	4,100.	4,100.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T WEALTH INVESTMENT FEES	7,981.	7,981.		0.
STATE CORPORATE COMMISSION	25.	25.		0.
BB&T WEALTH ADR FEES	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	8,007.	8,007.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
FOREIGN TAXES WITHHELD			11.
2014 990PF			430.
TOTAL TO FORM 990-PF, PART III, LINE 5			441.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
26 SH CHEVRON CORP	0.	0.
16 SH PEPSICO INC	1,068.	1,647.
16 SH THE TRAVELERS COMPANIES INC	0.	0.
35 SH ABBOTT LABORATORIES	1,026.	1,362.
50 SH PFIZER INC	978.	1,636.
23 SH BAXTER INTERNATIONAL INC	0.	0.
24 SH POLARIS INDUSTRIES	2,040.	2,349.
409 SH DARLING INTERNATIONAL	6,062.	5,926.
108 SH NEWFIELD EXPLORATION	3,528.	3,915.
58 SH CENTENE CORPORATION	1,303.	3,594.
95 SH AGCO CORPORATION	5,103.	5,080.
97 SH CHICAGO BRIDGE & IRON CO	5,499.	3,904.
90 SH THE TIMKEN COMPANY	3,559.	3,207.
141 SH TRINITY INDUSTRIES	3,286.	2,751.
21 SH APPLE INC	0.	0.
85 SH BROADRIDGE FINANCIAL SOLUTION	2,604.	5,086.
22 SH QUALCOMM INC	1,440.	1,111.
14 SH MONSANTO CO	0.	0.
128 SH HANESBRANDS INC	2,244.	3,716.
24 SH LOWE'S COMPANIES	1,744.	1,824.
16 SH MCDONALDS CORP	1,544.	2,024.
40 SH STARBUCKS CORP	0.	0.
30 SH GENERAL MILLS INC	0.	0.
20 SH PHILLIP MORRIS INTL INC	0.	0.
9 SH SCHLUMBERGER LTD COMMON	840.	723.
45 SH SPECTRA ENERGY	1,506.	1,407.
120 SH TIDEWATER INC	6,414.	1,051.
18 SH GILEAD SCIENCES INC	0.	0.
18 SH NOVARTIS A G ADR	1,416.	1,367.
10 SH PERRIGO COMPANIES	0.	0.
90 SH CLEAN HARBORS INC	4,740.	4,446.
76 SH FLOWSERVE CORP	4,597.	3,710.
43 SH IDEX CORP	2,320.	3,522.
40 SH PENTAIR PLC	3,088.	2,323.
4 SH ALPHABET INC CL C	2,132.	2,772.

50 SH MAXIM INTEGRATED PRODUCTS INC	1,410.	1,786.
35 SH MICROSOFT CORP	1,342.	1,745.
28 SH VISA INC	1,470.	2,163.
210 SH WESTERN UNION COMPANY	3,246.	4,200.
54 SH WESTROCK CORP	3,134.	2,260.
144 SH OGE ENERGY CORP	4,730.	4,261.
30 SH COMCAST CORP	0.	0.
36 SH MURPHY USA INC	2,517.	2,067.
22 SH OMNICOM GROUP COMMON	1,651.	1,825.
40 SH THOR INDS INC	2,219.	2,561.
11 SH TIME WARNER CABLE INC	1,629.	2,333.
40 SH UNILEVER PLC-SPONSORED ADR	1,714.	1,794.
40 SH KINDER MORGAN INC	0.	0.
20 SH OCCIDENTAL PETROLEUM CO	0.	0.
20 SH AMERICAN EXPRESS CO	1,697.	1,309.
9 SH GOLDMAN SACHS GROUP INC	0.	0.
90 SH NAVIENT CORP	0.	0.
20 SH PNC FINANCIAL SERVICES GROUP INC	0.	0.
35 SH WELLS FARGO & CO	1,873.	1,749.
12 SH ANTHEM INC	1,698.	1,689.
26 SH BRISTOL-MYERS SQUIBB CO	0.	0.
14 SH CELGENE CORP	0.	0.
146 SH ADT CORP	4,982.	6,129.
8 SH PRECISION CASTPARTS CORP	0.	0.
20 SH EXPRESS SCRIPTS HOLDING CO	0.	0.
14 SH UNITED PARCEL SERVICES B	1,447.	1,471.
24 SH EATON CORP PLC	0.	0.
22 SH ADOBE SYSTEMS INC	0.	0.
20 SH FACEBOOK INC-A	1,657.	2,352.
30 SH TEXAS INSTRUMENTS INC	0.	0.
30 SH SEAGATE TECHNOLOGY	0.	0.
20 SH NXP SEMICONDUCTORS NV	0.	0.
80 SH FREEPORT-MCMORAN INC	0.	0.
40 SH VERIZON COMMUNICATIONS INC	2,044.	2,038.
17 SH GENERAL MOTORS	499.	541.
61 SH PULTE GROUP INC.	995.	1,122.
60 SH COCA-COLA	2,486.	2,688.
18 SH MONSTER BEVERAGE CORP	2,426.	2,596.
35 SH INVESCO LTD	970.	1,085.
9 SH JOHNSON & JOHNSON CO	930.	1,009.
19 SH MERCK & CO INC	955.	1,042.
9 SH HONEYWELL	904.	1,028.
91 SH CISCO SYSTEMS	2,492.	2,502.
231 SH KNOWLES CORP	4,958.	3,088.
66 SH ORACLE CORP	2,477.	2,631.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>130,633.</u>	<u>133,517.</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8814.040 SH STERLING CAPITAL SHORT DURATION BOND FUND	COST	83,293.	77,652.
534.074 SH LAZARD EMERGING MKTS PORTFOLIO	COST	9,951.	8,037.
8881.11 SH FEDERATED SHORT TERM INCOME FD	COST	76,269.	75,489.
569.916 SH FORWARD SALIENT INTL SMALL CAN	COST	8,575.	10,025.
1837.232 SH PIMCO LOW DURATION FUND	COST	19,026.	18,170.
2817.667 SH PRUDENTIAL SH/TRM CORP BD FUND	COST	32,399.	31,502.
276.594 SH OPPENHEIMER DEVELOPING MKTS	COST	8,766.	8,527.
239.034 SH COHEN & STEERS REALTY SHARES	COST	0.	0.
4534.776 SH GOLDMAN SACHS ENHANCED INCOME FUND	COST	42,748.	42,672.
481.355 SH STERLING CAPITAL SPECIAL OPPORTUNITIES	COST	10,215.	10,667.
1200.012 SH GUGGENHEIM FLOAT RATE STRATEGIES	COST	31,896.	30,672.
3600.191 SH CAMBIAR INTERNATIONAL	COST	88,718.	87,521.
223 SH ISHARES RUSSELL TOP 200 VALUE INDEX FUND	COST	9,768.	9,455.
194 SH ISHARES RUSSELL TOP 200 GROWTH INDEX FUND	COST	9,945.	10,296.
1482.703 SH AMERICAN CENTURY SHORT DURATION	COST	15,000.	15,168.
487.27 SH ALGER CAPITAL APPRECIATION FUND	COST	13,256.	12,362.
654.434 SH ALLIANZ NFJ LARGE CAP VALUE FUND	COST	13,256.	13,213.
746.075 SH DANA LARGE CAP EQUITY	COST	13,213.	13,034.
TOTAL TO FORM 990-PF, PART II, LINE 13		486,294.	474,462.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. CREASY 1577 SHOTWELL ROAD CLAYTON, NC 27520	TRUSTEE 0.00	0.	0.	0.
PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	TRUSTEE 0.00	0.	0.	0.
JUSTIN W. MILLER 1507 N. HARTFORD STREET ARLINGTON, VA 22201	TRUSTEE 0.00	0.	0.	0.
STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207	PRESIDENT 0.00	0.	0.	0.
LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102	TRUSTEE 0.00	0.	0.	0.
DANA J. SNYDER 904 MACKALL AVENUE MCLEAN, VA 22101	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.