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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 07-01-2015, and ending 06-30-2016

Name of foundation THE NEALL FAMILY CHARITABLE FOUNDATION C/O THOMPSON GREENSPON		A Employer identification number 54-1924107	
Number and street (or P O box number if mail is not delivered to street address) 4035 RIDGE TOP ROAD SUITE 700		B Telephone number (see instructions) (703) 385-8888	
City or town, state or province, country, and ZIP or foreign postal code FAIRFAX, VA 22030		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,143,294		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	209	209		
	4 Dividends and interest from securities	457,318	457,318		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	623,883			
	b Gross sales price for all assets on line 6a 4,747,844				
	7 Capital gain net income (from Part IV, line 2) . . .		623,883		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,081,410	1,081,410		
	13 Compensation of officers, directors, trustees, etc	158,438	7,922		150,516
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	931	0		931
	b Accounting fees (attach schedule).	13,481	0		13,481
	c Other professional fees (attach schedule)	5,102	0		5,102
	17 Interest	51	0		0
	18 Taxes (attach schedule) (see instructions) . . .	37,031	0		0
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.	15,379	769		14,610
	22 Printing and publications				
	23 Other expenses (attach schedule).	39,796	29,629		103
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	270,209	38,320		184,743
	25 Contributions, gifts, grants paid	1,049,000			1,049,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,319,209	38,320		1,233,743
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-237,799			
	b Net investment income (if negative, enter -0-)		1,043,090		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	5,247,460	6,312,637	6,312,637
	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 (attach schedule) (see instructions).	8,488		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	4,453	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,515,835	3,619,230	6,293,162
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)	11,653,802	11,241,043	10,537,495
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	21,430,038	21,172,910	23,143,294	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	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	21,430,038	21,172,910	
	30	Total net assets or fund balances(see instructions)	21,430,038	21,172,910	
31	Total liabilities and net assets/fund balances(see instructions)	21,430,038	21,172,910		

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	21,430,038
2	Enter amount from Part I, line 27a	2	-237,799
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	21,192,239
5	Decreases not included in line 2 (itemize) ▶ _____	5	19,329
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,172,910

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		2016-06-30
b	SHORT TERM LOSS FROM PASSTHROUGHS	P		2016-06-30
c	SECTION 1256 CONTRACTS FROM PASSTHROUGH	P		2016-06-30
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 4,747,844		4,025,118	722,726
b		6	-6
c		98,837	-98,837
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			722,726
b			-6
c			-98,837
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	623,883
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,211,558	25,146,617	0 048180
2013	1,071,736	24,207,089	0 044274
2012	1,130,042	22,695,112	0 049792
2011	667,668	22,543,131	0 029617
2010	12,168	13,852,169	0 000878

2	Total of line 1, column (d).	2	0 172741
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 034548
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	23,087,216
5	Multiply line 4 by line 3.	5	797,617
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,431
7	Add lines 5 and 6.	7	808,048
8	Enter qualifying distributions from Part XII, line 4.	8	1,233,743

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐			
		and enter "N/A" on line 1			
		Date of ruling or determination letter _____			
		(attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	10,431
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	10,431
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	10,431
6		Credits/Payments			
a		2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,988	
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	2,988
8		Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.		8	50
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,493
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 2015 estimated tax Refunded		11	

Part VII-A

Statements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶N/A	13	Yes	
14	The books are in care of ▶THE FOUNDATION Located at ▶4035 RIDGE TOP ROAD SUITE 700 FAIRFAX VA Telephone no ▶(703) 385-8888 ZIP+4 ▶22030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B

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

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here.

c

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

☐ Yes ☒ No

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

6a

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

☐ Yes ☒ No

b

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

☐ 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

5b

6b

7b

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
GEORGE NEALL III 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 5 00	79,219	0	0
IRVING GREENSPON 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 10 00	79,219	0	0
D JOSHUA NEALL 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 1 00	0	0	0

2

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

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

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

0

Part VIII

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

[illegible]

Part X

Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	17,134,685
b	Average of monthly cash balances.	1b	6,241,999
c	Fair market value of all other assets (see instructions).	1c	62,114
d	Total (add lines 1a, b, and c).	1d	23,438,798
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	23,438,798
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	351,582
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,087,216
6	Minimum investment return. Enter 5% of line 5.	6	1,154,361

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	1,154,361
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	10,431
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,431
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,143,930
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,143,930
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	1,143,930

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	1,233,743
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	1,233,743
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	10,431
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,223,312

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				1,143,930
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			1,214,222	
b Total for prior years 20____, 20____, 20____		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 ▶ \$ 1,233,743				
a Applied to 2014, but not more than line 2a			1,214,222	
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.				19,521
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				1,124,409
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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

b 85% of line 2a

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

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying
under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

[illegible]

Part XV

Supplementary Information(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,049,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

4. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash.

(2) Other assets.

(1) Sales of assets to a noncharitable exempt organization.

(2) Purchases of assets from a noncharitable exempt organization.

(3) Rental of facilities, equipment, or other assets.

(4) Reimbursement arrangements.

(5) Loans or loan guarantees.

(6) Performance of services or membership or fundraising solicitations.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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	*****	2016-10-03	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	_____ Signature of officer or trustee	_____ Date	_____ Title	

Paid Preparer Use Only	Print/Type preparer's name NATHAN S WHITE IV CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00127091
	Firm's name ☐ THOMPSON GREENSPON			Firm's EIN ☐ 54-1029635	
	Firm's address ☐ 4035 RIDGE TOP RD SUITE 700 FAIRFAX, VA 22030			Phone no ☐ (703) 385-8888	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BLUE RIDGE WILDLIFE CENTER PO BOX 326 MILLWOOD,VA 22646		PC	GENERAL CHARITABLE PURPOSES	5,000
SHELTERBOX USA 8374 MARKET STREET 203 LAKEWOOD RANCH,FL 34202		PC	GENERAL CHARITABLE PURPOSES	10,000
WEST VIRGINIA CITIZEN ACTION EDUCATION FUND 1500 DIXIE STREET CHARLESTON,WV 25311		PC	GENERAL CHARITABLE PURPOSES	5,000
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD VERONA,VA 24482		PC	GENERAL CHARITABLE PURPOSES	15,000
CASA OF DORCHESTER AND TALBOT COUNTIES 1 SOUTH WASHINGTIN STREET EASTON,MD 21601		PC	GENERAL CHARITABLE PURPOSES	15,000
DORCHESTER CTY DEPT OF SOCIAL SERVICES 627 RACE STREET CAMBRIDGE,MD 21613		PC	GENERAL CHARITABLE PURPOSES	5,000
ELKTON AREA UNITED SERVICES 173 W SPOTSWOOD AVENUE ELKTON,VA 22827		PC	GENERAL CHARITABLE PURPOSES	15,000
HARRISONBURG FREE CLINIC 25 WEST WATER STREET HARRISONBURG,VA 22801		PC	GENERAL CHARITABLE PURPOSES	15,000
JMU SUITCASE CLINIC 601 UNIVERSITY BOULEVARD HARRISONBURG,VA 22807		PC	GENERAL CHARITABLE PURPOSES	15,000
NORTHERN VIRGINIA FAMILY SERVICES 10455 WHITE GRANITE DRIVE OAKTON,VA 22124		PC	GENERAL CHARITABLE PURPOSES	15,000
ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON,VA 22204		PC	GENERAL CHARITABLE PURPOSES	15,000
VIENNA WOMEN'S CENTER 133 PARK STREET SE VIENNA,VA 22180		PC	GENERAL CHARITABLE PURPOSES	15,000
EMBREY RUCKER SHELTER 11975 BOWMAN TOWNE DRIVE RESTON,VA 20190		PC	GENERAL CHARITABLE PURPOSES	20,000
MISSION LIFE CENTER 10721 MAIN STREET SUITE 1200 FAIRFAX,VA 22030		PC	GENERAL CHARITABLE PURPOSES	15,000
JEWISH COMMUNITY CENTER OF NORTHERN VIRGINIA 8900 LITTLE RIVER TURNPIKE FAIRFAX,VA 22031		PC	GENERAL CHARITABLE PURPOSES	25,000
Total			3a	1,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OHIO VALLEY ENVIRONMENTAL COALITION PO BOX 6753 HUNTINGTON,WV 25773		PC	GENERAL CHARITABLE PURPOSES	35,000
DOCTORS WITHOUT BORDERS PO BOX 5030 HAGERSTOWN,MD 21741		PC	GENERAL CHARITABLE PURPOSES	30,000
CHILDREN'S INN AT NIH 7 WEST DRIVE BETHESDA,MD 20814		PC	GENERAL CHARITABLE PURPOSES	35,000
AN ACHIEVABLE DREAM 10858 WARWICK BOULEVARD NEWPORT NEWS,VA 23601		PC	GENERAL CHARITABLE PURPOSES	50,000
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX,VA 22030		PC	GENERAL CHARITABLE PURPOSES	50,000
JAMES MADISON UNIVERSITY LEELOU ALUMNI CENTER HARRISONBURG,VA 22807		PC	GENERAL CHARITABLE PURPOSES	50,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136		PC	GENERAL CHARITABLE PURPOSES	25,000
UNIVERSITY OF VIRGINIA 400 RAY C HUNT DRIVE CHARLOTTESVILLE,VA 22904		PC	GENERAL CHARITABLE PURPOSES	100,000
VIRGINIA POLYTECHNIC INSTITUTE 3046 TORGERSON HALL BLACKSBURG,VA 24061		PC	GENERAL CHARITABLE PURPOSES	100,000
ENDOCRINE DISRUPTION EXCHANGE PO BOX 1407 PAONIA,CO 81428		PC	GENERAL CHARITABLE PURPOSES	10,000
THE CENTER FOR INVESTIGATIVE REPORTING 1400 65TH SUITE 200 EMERYVILLE,CA 94608		PC	GENERAL CHARITABLE PURPOSES	10,000
GOVERNMENT ACCOUNTABILITY PROJECT 1612 K STREET NW SUITE 1100 WASHINGTON,DC 20006		PC	GENERAL CHARITABLE PURPOSES	15,000
NATIONAL PUBLIC RADIO 1111 NORTH CAPITOL STREET NE WASHINGTON,DC 20002		PC	GENERAL CHARITABLE PURPOSES	10,000
SOUTH EAST ALASKA CONSERVATION COUNCIL 224 GOLD STREET JUNEAU,AK 99801		PC	GENERAL CHARITABLE PURPOSES	20,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN ST SUITE 14 CHARLOTTESVILLE,VA 22902		PC	GENERAL CHARITABLE PURPOSES	25,000
Total			3a	1,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BAT CONSERVATION INTERNATIONAL PO BOX 162603 AUSTIN,TX 78716		PC	GENERAL CHARITABLE PURPOSES	10,000
10000 DEGREES 1650 LOS GAMOS DRIVE SUITE 110 SAN RAFAEL,CA 94903		PC	GENERAL CHARITABLE PURPOSES	10,000
BLANDY EXPERIMENTAL FARM UNIVERSITY OF VIRGINIA CHARLOTTESVILLE,VA 22904		PC	GENERAL CHARITABLE PURPOSES	15,000
VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION 300 ARBORETUM PLACE SUITE 200 RICHMOND,VA 23236		PC	GENERAL CHARITABLE PURPOSES	105,000
CHARITY NAVIGATOR 139 HARRISTOWN RD SW GLENROCK,NJ 07452		PC	GENERAL CHARITABLE PURPOSES	2,000
ENVIRONMENTAL DEFENSE FUND 1875 CONNECTICUT AVWNW STE 600 WASHINGTON,DC 20009		PC	GENERAL CHARITABLE PURPOSES	5,000
A FIRST RESPONSE TO DOMESTIC VIOLENCE 129 FRANKLIN ST HARRISONBURG,VA 22801		PC	GENERAL CHARITABLE PURPOSES	10,000
FRACK TRACKER ALLIANCE 1845 MARKET ST SUITE 204 CAMP HILL,PA 17011		PC	GENERAL CHARITABLE PURPOSES	10,000
GUIDESTAR USA INC 4801 COURTHOUSE ST SUITE 220 WILLIAMSBURG,VA 23188		PC	GENERAL CHARITABLE PURPOSES	2,000
HABITAT FOR HUMANITY VIRGINIA 4224 COX ROAD GLEN ALLEN,VA 23060		PC	GENERAL CHARITABLE PURPOSES	10,000
HOLMES COMMUNITY COLLEGE PO BOX 527 GOODMAN,MS 39079		PC	GENERAL CHARITABLE PURPOSES	20,000
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON,MA 02780		PC	GENERAL CHARITABLE PURPOSES	10,000
UNIVERSITY OF ARKANSAS 425 ADMINISTRATION BLDG FAYETTEVILLE,AR 72701		PC	GENERAL CHARITABLE PURPOSES	20,000
UNIVERSITY OF NEW MEXICO MCS05 3300 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE,NM 87131		PC	GENERAL CHARITABLE PURPOSES	20,000
WATERORG 920 MAIN STREET SUITE 1800 KANSAS CITY,MO 64105		PC	GENERAL CHARITABLE PURPOSES	10,000
Total			3a	1,049,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST VIRGINIA UNIVERSITY 1500 UNIVERSITY AVE MORGANTOWN, WV 26508		PC	GENERAL CHARITABLE PURPOSES	20,000
Total ▶ 3a				1,049,000

TY 2015 Accounting Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON
EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - 990-PF PREPARATION	13,481	0		13,481

TY 2015 General Explanation Attachment

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Identifier	Return Reference	Explanation
CO-TRUSTEE HOURS DEVOTED TO POSITION	FORM 990-PF	IN ADDITION TO THE AVERAGE HOURS PER WEEK DEVOTED TO THE CO-TRUSTEE POSITIONS REFLECTED ON FORM 990-PF, PART VIII, LINE 1(B), EACH CO-TRUSTREE SPENDS SIGNIFICANT TIME, AS NEEDED, REVIEWING AND MODIFYING INVESTMENTS, MONTHLY MEETINGS, AND RESEARCHING AND DECIDING UPON QUALIFIED DONEES

TY 2015 Investments Corporate Stock Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON
EIN: 54-1924107

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,619,230	6,293,162

TY 2015 Investments - Other Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	9,533,812	8,733,569
INVESTMENT PARTNERSHIP INTERESTS	AT COST	1,707,231	1,803,926

TY 2015 Legal Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON
EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	931	0		931

TY 2015 Other Decreases Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION

C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Amount
REDUCTION OF ORIGINAL FUNDING	19,329

TY 2015 Other Expenses Schedule**Name:** THE NEALL FAMILY CHARITABLE FOUNDATION

C/O THOMPSON GREENSPON

EIN: 54-1924107

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	23,748	23,748		0
PENALTIES	1,576	0		0
INVESTMENT EXPENSE FROM PASSTHROUGHS	5,881	5,881		0
OFFICE EXPENSES	103	0		103
BAD DEBT EXPENSE	8,488	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Other
Notes/Loans Receivable
Long Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON
EIN: 54-1924107

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NEALL JOINT & SURVIVOR IRREVOCABLE TRUST	CO-TRUSTEE	4,453	0	2015-06	2015-06	REPAY AS SOON AS POSSIBLE	0 %	N/A	ERRORONEOUSLY DEPOSITED INTO ACCOUNT	N/A	0

TY 2015 Other Professional Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION

C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL EXPENSE	2,411	0		2,411
CONSULTING EXPENSE	2,691	0		2,691

TY 2015 Taxes Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	11,988	0		0
FEDERAL/STATE INCOME TAX	25,043	0		0