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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 12-01-2015

, and ending 11-30-2016

Name of foundation MASSEY FOUNDATION		A Employer identification number 54-6049049
Number and street (or P O box number if mail is not delivered to street address) MASSEY BUILDING - 5002 MONUMENT AVE	Room/suite	B Telephone number (see instructions) (804) 648-1611
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23230		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 60,295,942	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	83	83		
	4 Dividends and interest from securities	379,435	379,435		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,297,772			
	b Gross sales price for all assets on line 6a 11,728,171				
	7 Capital gain net income (from Part IV, line 2)		2,297,772		
	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)	758,767	758,767	0	
	12 Total. Add lines 1 through 11	3,436,057	3,436,057	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	78,150	32,815	0	45,335
	c Other professional fees (attach schedule)	229,134	229,134	0	0
	17 Interest	18,643	18,643	0	0
	18 Taxes (attach schedule) (see instructions)	61,665	2,886	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	194,271	194,271	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	581,863	477,749	0	45,335
	25 Contributions, gifts, grants paid	3,040,000			3,040,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,621,863	477,749	0	3,085,335
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-185,806			
	b Net investment income (if negative, enter -0-)		2,958,308		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	506,470	479,055	479,055
	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)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	713,328	95,972	73,681
	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)	46,211,725	46,670,690	59,743,206
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	47,431,523	47,245,717	60,295,942
	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	47,431,523	47,245,717	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances(see instructions)	47,431,523	47,245,717	
	31	Total liabilities and net assets/fund balances(see instructions) . .	47,431,523	47,245,717	

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 47,431,523
2	Enter amount from Part I, line 27a	2 -185,806
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 47,245,717
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 47,245,717

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,297,772
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	2,864,892	63,132,486	0 045379
2013	2,600,462	61,773,475	0 042097
2012	2,530,395	55,786,130	0 045359
2011	2,505,275	51,850,767	0 048317
2010	2,574,202	52,300,958	0 049219

2	Total of line 1, column (d).	2	0 230371
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 046074
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	60,231,087
5	Multiply line 4 by line 3.	5	2,775,087
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	29,583
7	Add lines 5 and 6.	7	2,804,670
8	Enter qualifying distributions from Part XII, line 4.	8	3,085,335

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	29,583
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	29,583
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	29,583
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	52,000
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	52,000
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	22,417
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 22,417 Refunded ☐	11	0

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)? 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			No
		1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 ► <u>N/A</u>	13	Yes	
14 The books are in care of ► <u>JOSE MENDOZA</u> Telephone no ► <u>(804) 648-1611</u> Located at ► <u>5002 MONUMENT AVENUE RICHMOND VA</u> ZIP +4 ► <u>23230</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		
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)? 1b 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	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	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b

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

5b

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

c

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

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

6b

No

If "Yes " to 6b, file Form 8870

7a

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

☐ Yes ☒ No

b

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

7b

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILVERCREST ASSET MANAGEMENT GROUP LLC 9030 STONY POINT PARKWAY SUITE 570 RICHMOND, VA 23235	INVESTMENT ADVISORY	144,748
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	
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	59,653,099
b	Average of monthly cash balances.	1b	1,495,213
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	61,148,312
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	61,148,312
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	917,225
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	60,231,087
6	Minimum investment return. Enter 5% of line 5.	6	3,011,554

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	3,011,554
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	29,583
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	92,889
c	Add lines 2a and 2b.	2c	122,472
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,889,082
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,889,082
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	2,889,082

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	3,085,335
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	3,085,335
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	29,583
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,055,752

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				2,889,082
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			3,047,690	
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 ► \$ 3,085,335				
a Applied to 2014, but not more than line 2a			3,047,690	
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.				37,645
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:	0			
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				2,851,437
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 Private Operating Foundations (see instructions and Part VII-A, question 9)

b Check box to indicate whether the organization 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	

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Part XV **Supplementary Information (Complete this part only if the organization 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))

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 e-mail address of the person to whom applications should be addressed

WILLIAM E MASSEY JR
5002 MONUMENT AVENUE
RICHMOND, VA 23230
(804) 648-1611

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

LETTER STATING REASON FOR REQUEST

c Any submission deadlines

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

MUST BE A QUALIFYING CHARITABLE ORGANIZATION

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	3,040,000
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	83		
4 Dividends and interest from securities.			14	379,435		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.			14	758,767		
8 Gain or (loss) from sales of assets other than inventory			18	2,297,772		
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		3,436,057		0
13 Total. Add line 12, columns (b), (d), and (e).			13		3,436,057	

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

a Transfers from the reporting foundation to a noncharitable exempt organization of

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

- (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]

b If "Yes," complete the following schedule

(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.

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name BETTY CROUCH	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01059588
Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 919 EAST MAIN STREET SUITE 1800 RICHMOND, VA 23219			Phone no (804) 282-2121	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
FANNIE MAE SECURITIES LITIGATION PROCEEDS	P		2016-01-20
PUBLICLY TRADED SECURITIES - ACCT #9060			
CHARLES SCHWAB, ACCNT #9060 - CAPITAL GAIN DISTRIBUTIONS	P		2015-12-31
PAULSON CREDIT OPPORTUNITIES FUND - 11,302 326 SHS	P	2014-01-01	2015-12-31
AXIOM ASIA PRIVATE CAPITAL FUND II LP - 2015 K-1	P		2015-12-31
AXIOM ASIA PRIVATE CAPITAL FUND II LP - 2015 K-1	P		2015-12-31
SILVERCREST COMMODITY STRATEGIES FUND - 2015 K-1	P		2015-12-31
SILVERCREST COMMODITY STRATEGIES FUND - 2015 K-1	P		2015-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
660,502		600,654	59,848
1,407,615		1,709,245	-301,630
70			70
7,144,527		6,422,602	721,925
1,042,963			1,042,963
934,279		667,274	267,005
17,295			17,295
520,403			520,403
		7,106	-7,106
		23,518	-23,518

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			59,848
			-301,630
			70
			721,925
			1,042,963
			267,005
			17,295
			520,403
			-7,106
			-23,518

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
ENERGY TRANSFER EQUITY - 2015 K-1	P		2015-12-31
ENTERPRISE PRODUCT PARTNERS - 2015 K-1	P		2015-12-31
WESTERN GAS EQUITY PARTNERS - 2015 K-1	P		2015-12-31

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

(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)
29			29
411			411
77			77

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			29
			411
			77

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
WILLIAM E MASSEY JR	PRESIDENT/DIRECTOR 1 00	0	0	0
5002 MONUMENT AVENUE RICHMOND,VA 23230				
A TRAVIS MASSEY	DIRECTOR 1 00	0	0	0
5002 MONUMENT AVENUE RICHMOND,VA 23230				
E MORGAN MASSEY	VP & SECR/DIRECTOR 1 00	0	0	0
5002 MONUMENT AVENUE RICHMOND,VA 23230				
CRAIG L MASSEY	DIRECTOR 1 00	0	0	0
5002 MONUMENT AVENUE RICHMOND,VA 23230				
WILLIAM BLAIR MASSEY JR	TREASURER/DIRECTOR 1 00	0	0	0
5002 MONUMENT AVENUE RICHMOND,VA 23230				

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>				
ACTIVE SOUTHERN WEST VIRGINIA 116 N HEBER STREET BECKLEY,WV 25801	NONE	PC	UNRESTRICTED	100,000
BECKLEY WV COMMUNITY FOUNDATION 129 MAIN STREET BECKLEY,WV 25801	NONE	PC	UNRESTRICTED	25,000
BEREA COLLEGE 101 CHESTNUT STREET BEREA,KY 40404	NONE	PC	UNRESTRICTED	15,000
BLUE RIDGE SCHOOL 273 MAYO DRIVE DYKE,VA 22935	NONE	PC	UNRESTRICTED	25,000
BLUEFIELD COLLEGE 3000 COLLEGE AVE BLUEFIELD,VA 24605	NONE	PC	UNRESTRICTED	15,000
Total ▶ 3a				3,040,000

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>				
BLUEFIELD STATE FOUNDATION 219 ROCK STREET BLUEFIELD,VA 24605	NONE	PC	UNRESTRICTED	15,000
BOYS AND GIRLS CLUBS OF METRO RICHMOND 5511 STAPLES MILL ROAD RICHMOND,VA 23228	NONE	PC	UNRESTRICTED	10,000
CHILD SAVERS 200 N 22ND STREET RICHMOND,VA 23223	NONE	PC	UNRESTRICTED	15,000
CHILDREN'S HOSPITAL FOUNDATION 2924 BROOK ROAD RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	15,000
COLLEGIATE SCHOOL 103 N MOORELAND RD HENRICO,VA 23229	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

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>				
CROSS OVER MINISTRY 8600 QUIOCCASIN ROAD SUITE 101 RICHMOND,VA 23229	NONE	PC	UNRESTRICTED	50,000
CUMBERLAND COLLEGE 6178 COLLEGE STATION DRIVE WILLIAMSBURG,KY 40769	NONE	PC	UNRESTRICTED	15,000
DAVIDSON COLLEGE 102 N MAIN STREET DAVIDSON,NC 28035	NONE	PC	UNRESTRICTED	15,000
ELIJAH HOUSE ACADEMY 6627-B JAHNKE ROAD RICHMOND,VA 23225	NONE	PC	UNRESTRICTED	40,000
ELK HILL FARM INC 1975 ELK HILL ROAD GOOCHLAND,VA 23063	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

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				
FEEDMORE 1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	50,000
FORWARD SOUTHERN WEST VIRGINIA 325 NEVILLE STREET BECKLEY,WV 25801	NONE	PC	FOR THE NEW RIVER GORGE REGIONAL DEVELOPMENT AUTHORITY	40,000
HAMPDEN SYDNEY COLLEGE PO BOX 127 HAMPDENSYDNEY,VA 23943	NONE	PC	UNRESTRICTED	25,000
HAMPTON UNIVERSITY 100 CEMETERY ROAD HAMPTON,VA 23668	NONE	PC	UNRESTRICTED	50,000
HOSPITAL HOSPITALITY HOUSE 612 E MARSHALL STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

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>				
J SERGEANT REYNOLDS COMMUNITY COLLEGE EDUCATIONAL FOUNDATION PO BOX 85622 RICHMOND,VA 23285	NONE	PC	UNRESTRICTED	15,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVENUE HENRICO,VA 23228	NONE	PC	UNRESTRICTED	100,000
MARSHALL UNIVERSITY FOUNDATION ONE JOHN MARSHALL DRIVE HUNTINTON,WV 25755	NONE	PC	UNRESTRICTED	25,000
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	50,000
MASSEY CANCER CENTER FOUNDATION 401 COLLEGE STREET RICHMOND,VA 23298	NONE	PC	UNRESTRICTED	770,000
Total ▶ 3a				3,040,000

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				
NEEDLE'S EYE MINISTRIES INC 104 BERRINGTON COURT RICHMOND,VA 23221	NONE	PC	UNRESTRICTED	30,000
NEW COMMUNITY SCHOOL 4211 HERMITAGE ROAD RICHMOND,VA 23227	NONE	PC	UNRESTRICTED	150,000
NEW LIFE FOR YOUTH 2320 BROAD ROCK BLVD RICHMOND,VA 23224	NONE	PC	UNRESTRICTED	30,000
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	50,000
RICHMOND CHAPT AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,040,000

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>				
RICHMOND MONTESSORI SCHOOL 499 N PARHAM ROAD HENRICO,VA 23229	NONE	PC	UNRESTRICTED	5,000
RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS RICHMOND,VA 23230	NONE	PC	UNRESTRICTED	30,000
RICHMOND SYMPHONY 612 EAST GRACE STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	10,000
RIVERSIDE SCHOOL 2110 MCRAE ROAD RICHMOND,VA 23235	NONE	PC	UNRESTRICTED	5,000
STEWARD SCHOOL 11600 GAYTON ROAD HENRICO,VA 23229	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

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>				
SCIENCE MUSEUM OF VIRGINIA FOUNDATION 2500 W BROAD STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	15,000
SEMPER FI FUND 715 BROADWAY STREET QUANTICO,VA 22134	NONE	PC	UNRESTRICTED	10,000
ST ANDREWS SCHOOL 227 S CHERRY STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	25,000
ST CATHERINE'S FOUNDATION 6001 GROVE AVENUE RICHMOND,VA 23226	NONE	PC	UNRESTRICTED	25,000
ST CHRISTOPHER'S FOUNDATION 711 ST CHRISTOPHERS ROAD RICHMOND,VA 23226	NONE	PC	UNRESTRICTED	25,000
Total			▶ 3a	3,040,000

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>				
THE HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND,VA 23224	NONE	PC	UNRESTRICTED	30,000
THE VIRGINIA HOME (FOR INCURABLES) 1101 HAMPTON STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	25,000
UNITED WAY OF SOUTHERN WEST VIRGINIA 110 CROFT STREET BECKLEY,WV 25801	NONE	PC	UNRESTRICTED	25,000
UNIVERSITY OF PIKEVILLE 147 SYCAMORE STREET PIKEVILLE,KY 41501	NONE	PC	UNRESTRICTED	25,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND,VA 23173	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,040,000

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				
UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE 1 COLLEGE AVENUE WISE,VA 24293	NONE	PC	UNRESTRICTED	15,000
UNITED NETWORK FOR ORGAN SHARING 700 N 4TH STREET RICHMOND,VA 23219	NONE	PC	UNRESTRCITED	15,000
UVA DARDEN SCHOOL OF BUSINESS 100 DARDEN BOULEVARD CHARLOTTESVILLE,VA 22903	NONE	PC	UNRESTRICTED	25,000
UVA MCINTIRE SCHOOL OF COMMERCE PO BOX 400173 CHARLOTTESVILLE,VA 22904	NONE	PC	UNRESTRICTED	75,000
UNIVERSITY OF VIRGINIA ENGINEERING FOUNDATION PO BOX 400256 CHARLOTTESVILLE,VA 22904	NONE	PC	UNRESTRICTED	100,000
Total ▶ 3a				3,040,000

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>				
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	10,000
VCU PARKINSON'S DISEASE CENTER BOX 980539 RICHMOND,VA 23298	NONE	PC	UNRESTRICTED	25,000
VCU SCHOOL OF ENGINEERING FOUNDATION 601 WEST MAIN STREET RICHMOND,VA 23284	NONE	PC	UNRESTRICTED	50,000
THE VIRGINIA COLLEGE FUND 4900 AUGUSTA AVENUE RICHMOND,VA 23230	NONE	PC	UNRESTRICTED	15,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 901 EAST BYRD STREET RICHMOND,VA 23219	NONE	PC	UNRESTRICTED	40,000
Total ▶ 3a				3,040,000

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>				
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	10,000
VIRGINIA HOME FOR BOYS & GIRLS 8716 W BROAD STREET HENRICO,VA 23294	NONE	PC	UNRESTRICTED	25,000
VIRGINIA INSTITUTE OF MARINE SCIENCE 1208 GREATE ROAD GLOUCESTER POINT,VA 23062	NONE	PC	UNRESTRICTED	100,000
VIRGINIA MILITARY INSTITUTE 319 LETCHER AVENUE LEXINGTON,VA 24450	NONE	PC	UNRESTRICTED	50,000
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,040,000

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>				
VIRGINIA TECH FOUNDATION INC 902 PRICES FORK ROAD BLACKSBURG,VA 24061	NONE	PC	FOR THE DEPARTMENT OF MINING AND MINERALS ENGINEERING	50,000
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	15,000
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN,WV 26506	NONE	PC	UNRESTRICTED	50,000
YMCA OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND,VA 23220	NONE	PC	UNRESTRICTED	25,000
YMCA - SOUTHERN WEST VIRGINIA 121 E MAIN STREET BECKLEY,WV 25801	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

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>				
BOY SCOUTS OF AMERICA - HEART OF VIRGINIA COUNCIL PO BOX 6809 RICHMOND,VA 23230	NONE	PC	UNRESTRICTED	50,000
NATIONAL COAL HERITAGE FOUNDATION PO BOX 15 OAK HILL,WV 25901	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,040,000

TY 2015 Accounting Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF FORM 990-PF	15,650	1,565	0	14,085
ACCOUNTING FEES	62,500	31,250	0	31,250

TY 2015 Investments Corporate Stock Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB, ACCNT #6437 - KINDER MORGAN INC.	0	0
CHARLES SCHWAB, ACCNT #6437 - TEEKAY OFFSHORE PRTN	95,972	73,681
CHARLES SCHWAB, ACCNT #6437 - WILLIAMS COMPANIES	0	0
CHARLES SCHWAB, ACCNT #6437 - PLAINS GP HLDGS LP	0	0

TY 2015 Investments - Other Schedule

Name: MASSEY FOUNDATION
EIN: 54-6049049

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PAULSON CREDIT OPPORTUNITES LTD CLASS C	AT COST	0	0
AXIOM ASIA PRIVATE CAPITAL FUND II, LP	AT COST	3,329,799	5,464,899
1,586.711337 SHS VIKING LONG FUND III	AT COST	2,193,201	5,633,595
14,862.1799 SHS STEADFAST INTERNATIONAL LTD, CLASSES I & K	AT COST	2,000,964	2,917,446
PAULSON REAL ESTATE RECOVERY FUND	AT COST	2,258,863	3,256,911
66,065 SHS ARISAIG ASIA CONSUMER FUND LTD	AT COST	3,000,000	4,191,164
PAULSON REAL ESTATE (OFFSHORE) II, LP	AT COST	2,305,218	2,597,587
HRE RETAIL INCOME FUND I, LP	AT COST	2,603,455	3,663,594
HRE RETAIL FUND II, LP	AT COST	480,727	483,687
RIVERSIDE MICRO-CAP FUND III, LP	AT COST	1,760,192	2,165,617
RIVERSIDE MICRO-CAP FUND IV, LP	AT COST	312,338	353,263
RIVERSIDE CAPITAL APPRECIATION FUND VI LP	AT COST	1,278,498	1,539,376
MILLENNIUM INTERNATIONAL LTD	AT COST	2,000,000	2,538,474
ACCOLADE PARTNERS V LP	AT COST	564,705	547,219
SILVERCREST COMMODITY STRATEGIES FUND LP	AT COST	965,821	993,905
BUCKEYE PARTNERS PART LP - 3240 UNITS	AT COST	178,297	208,462
DCP MIDSTREAM PARTNERS- 7575 UNITS	AT COST	188,129	262,322
DELEK LOGISTIC LP - 1635 UNITS	AT COST	56,641	41,774
ENABLE MIDSTREAM PRT LP - 4830 UNITS	AT COST	47,052	75,445
ENBRIDGE ENERGY PARTNERS LP - 8390 UNITS	AT COST	138,911	207,233
ENERGY TRANSFER EQUITY LP - 9020 UNITS	AT COST	43,968	153,611
ENERGY TRANSFER PARTNERS LP - 4185 UNITS	AT COST	163,745	146,977
ENLINK MIDSTREAM PARTNERS LP - 7935 UNITS	AT COST	123,484	139,021
ENTERPRISE PRODUCTS LP - 0 UNITS	AT COST	0	0
EQT MIDSTREAM PNTRS LP - 2500 UNITS	AT COST	193,567	183,075
GENESIS ENERGY LP - 4485 UNITS	AT COST	77,347	156,706
MPLX LP - 7585 UNITS	AT COST	328,548	249,167
PHILLIPS 66 PARTNERS LP - 4555 UNITS	AT COST	257,271	205,567
TC PIPELINES LP - 3410 UNITS	AT COST	151,638	181,241
TALLGRASS ENERGY LP - 3640 UNITS	AT COST	145,986	170,498

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TARGA RESOURCES LP - 0 UNITS	AT COST	0	0
TESORO LOGISTICS LP - 5360 UNITS	AT COST	242,969	252,617
WESTERN GAS EQUITY LP - 4325 UNITS	AT COST	164,587	185,715
WILLIAMS PARTNERS LP - 6690 UNITS	AT COST	244,741	244,185
DRIEHAUS ACTIVE INCOME FUND	AT COST	0	0
ARTISAN INTL VALUE FUND	AT COST	2,300,025	2,037,785
BROWN CAP MGMT SMALL CO	AT COST	1,802,302	2,344,202
FEDERATED STRATEGIC VALUE DIVIDEND INSTL	AT COST	2,500,025	2,597,691
FRANKLIN MUTUAL EUROPEAN FUND	AT COST	3,242,060	2,619,377
MAINSTAY LARGE CAP FUND	AT COST	0	0
MATTHEWS ASIA DIVIDEND FUND	AT COST	2,565,100	2,880,347
WELLS FARGO ADVTG FUND	AT COST	0	0
POWERSHARES KBW BANK ETF	AT COST	1,963,224	2,183,640
VANGUARD GROWTH ETF	AT COST	1,648,834	2,570,575
VANGUARD TOTAL STOCK	AT COST	1,108,397	1,137,800
ACI WORLDWIDE INC	AT COST	22,112	21,960
ALTRA INDUSTRIAL MOT	AT COST	43,936	52,150
ANALOGIC CORP	AT COST	41,590	46,996
BANCORPSOUTH INC	AT COST	58,371	70,518
BRUNSWICK CORP	AT COST	44,421	51,624
C V B FINANCIAL CORP	AT COST	51,600	63,972
CALLON PETROLEUM CO	AT COST	32,773	40,748
COLUMBIA SPORTSWEAR	AT COST	33,353	35,259
EMCOR GROUP INC	AT COST	51,437	60,352
ENTEGRIS INC	AT COST	60,581	66,235
FORUM ENERGY TECH	AT COST	30,658	34,582
FULLER H B CO	AT COST	36,984	40,881
GLATFELTER	AT COST	45,266	48,237
HILLENBRAND INC	AT COST	29,647	33,950
HORACE MANN EDUCATOR	AT COST	50,538	56,612

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
I C U MEDICAL INC	AT COST	71,074	76,628
IBERIABANK CORP	AT COST	60,075	76,221
INC RESEARCH HOLDING	AT COST	46,846	53,460
INDEPENDENT BANK CO	AT COST	60,349	71,610
J & J SNACK FOOD COR	AT COST	43,156	43,715
KNOLL INC	AT COST	41,742	50,899
LA-Z-BOY INC	AT COST	41,640	48,150
LANCASTER COLONY CO	AT COST	22,170	23,037
LITTELFUSE INC	AT COST	86,228	90,390
MA COM TECH SOLUTN	AT COST	51,100	69,250
MATADOR RESOURCES CO	AT COST	33,078	38,362
MGE ENERGY INC	AT COST	28,250	29,008
MINERALS TECH INC	AT COST	48,338	58,320
MKS INSTRUMENTS INC	AT COST	75,613	85,750
MSA SAFETY INC	AT COST	58,134	64,025
PACWEST BANCORP	AT COST	37,945	44,588
PORTLAND GENERL ELEC	AT COST	38,116	37,440
STANDEX INTERNATL CO	AT COST	38,499	41,407
US ECOLOGY INC	AT COST	44,840	48,773
WOLVERINE WORLD WIDE	AT COST	45,562	48,440
EASTGROUP PROPERTIES	AT COST	41,525	42,352
PEBBLEBROOK HOTEL TR	AT COST	42,113	48,604
PHYSICIANS REALTY TR	AT COST	50,401	46,931

TY 2015 Other Expenses Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXIOM ASIA K-1 - OTHER PORTFOLIO DEDUCTIONS	138,680	138,680	0	0
ACCOLADE PARTNERS V K-1 - OTHER PORTFOLIO DEDUCTIONS	14,711	14,711	0	0
RIVERSIDE CAP APPRECIATION FUND - OTHER PORTFOLIO DEDUCTIONS	9,715	9,715	0	0
RIVERSIDE MICRO-CAP FUND III- OTHER PORTFOLIO DEDUCTIONS	23,592	23,592	0	0
RIVERSIDE MICRO-CAP FUND IV- OTHER PORTFOLIO DEDUCTIONS	246	246	0	0
PAULSON REAL ESTATE (OFFSHORE) FUND II - OTHER PORTFOLIO DEDUCTIONS	2,994	2,994	0	0
SILVERCREST COMMODITIES STRATEGIES FUND - OTHER PORTFOLIO DEDUCTIONS	4,333	4,333	0	0

TY 2015 Other Income Schedule

Name: MASSEY FOUNDATION

EIN: 54-6049049

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACCOLADE PARTNERS V LP K-1 - INTEREST	12	12	
ATLAS PIPELINE PARTNERS LP - INTEREST	140	140	
AXIOMA ASIA PRIVATE CAPITAL FUND II K-1 DIVIDENDS, INTEREST AND OTHER INCOME	35,184	35,184	
BUCKEYE PARTNERS LP - INTEREST AND DIVIDENDS	114	114	
ENABLE MIDSTREAM PARTNERS LP - INTEREST	6	6	
ENERGY TRANSFER EQUITY K-1 INTEREST, DIVIDENDS AND ROYALTY	1,751	1,751	
ENTERPRISE PRODUCTS PRTNRS K-1 - INTEREST	23	23	
EQT MIDSTREAM PARTNERS LP K-1 - INTEREST	102	102	
GENESIS ENERGY K-1 INTEREST	775	775	
HRE RETAIL INCOME FUND K-1 - INTEREST	25	25	
MAGELLAN MIDSTREAM PARTNERS LP K-1 - INTEREST	10	10	
MPLX K-1 - INTEREST AND DIVIDENDS	91	91	
PAULSON REAL ESTATE (OFFSHORE) FUND II - K-1 INTEREST	179,358	179,358	
PAULSON REAL ESTATE (OFFSHORE) FUND II - K-1 OTHER PORTFOLIO INCOME	807	807	
PAULSON REAL ESTATE RECOVERY (OFFSHORE) FUND - K- 1 DIVIDENDS	48,075	48,075	
PAULSON REAL ESTATE RECOVERY (OFFSHORE) FUND - K- 1 INTEREST	424,371	424,371	
PHILLIPS 66 PARTNERS LP K-1 - INTEREST & DIVIDENDS	562	562	
RIVERSIDE CAPITAL APPRECIATION FUND K-1 - OTHER INCOME	11,310	11,310	
RIVERSIDE MICRO-CAP FUND III LP K-1 - INTEREST	53,243	53,243	
SILVERCREST COMMODITIES STRATEGIES FUND LP K-1 - INTEREST & DIVIDENDS	1,279	1,279	

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SILVERCREST COMMODITIES STRATEGIES FUND LP K-1 - OTHER PORTFOLIO INCOME	1,078	1,078	
TARGA RESOURCES PARTNERS LP K-1 - INTEREST	176	176	
TC PIPELINES LP K-1 INTEREST	11	11	
TESORO LOGISTICS LP K-1 - INTEREST	105	105	
WESTERN GAS EQUITY K-1 INTEREST	159	159	

TY 2015 Other Professional Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SILVERCREST ASSET MANAGEMENT GROUP - INVESTMENT ADVISORY FEES	144,748	144,748	0	0
RIVERSIDE MICRO-CAP FUND III INVESTMENT MANAGEMENT FEES	37,646	37,646	0	0
RIVERSIDE MICRO-CAP FUND IV INVESTMENT MANAGEMENT FEES	1,522	1,522	0	0
RIVERSIDE CAP APPRECIATION FUND INVESTMENT MANAGEMENT FEES	28,601	28,601	0	0
ACCOLADE PARTNERS V LP INVESTMENT MANAGEMENT FEES	16,617	16,617	0	0

TY 2015 Taxes Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX - 2015 ESTIMATES	58,779	0	0	0
FOREIGN TAXES PAID ON DIVIDENDS	2,886	2,886	0	0