



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation COMMONWEALTH FOUNDATIONS		A Employer identification number 46-5103846	
Number and street (or P.O. box number if mail is not delivered to street address) 800 E CANAL STREET NO 1900		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23219		B Telephone number (see instructions) (804) 643-4200	
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) \$ 254,037	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	10,125,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	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	10,125,000	0		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,300	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	84	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	8,384	0		0
	25 Contributions, gifts, grants paid	10,010,212			10,010,212
	26 Total expenses and disbursements. Add lines 24 and 25	10,018,596	0		10,010,212
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	106,404			
	b Net investment income (if negative, enter -0-)		0		
	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	147,633	254,037	254,037		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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)					
	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)					
	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)	147,633	254,037	254,037			
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	147,633	254,037			
30	Total net assets or fund balances (see instructions)	147,633	254,037				
31	Total liabilities and net assets/fund balances (see instructions) .	147,633	254,037				

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	147,633
2	Enter amount from Part I, line 27a	2	106,404
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	254,037
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	254,037

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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))
2015	10,676,044	53,932	197 953794
2014	11,278,661	45,842	246 033354
2013			
2012			
2011			

2 Total of line 1, column (d)	2	443 987148
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	221 993574
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	62,578
5 Multiply line 4 by line 3	5	13,891,914
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	13,891,914
8 Enter qualifying distributions from Part XII, line 4	8	10,010,212

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	0
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	0
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	0
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0
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 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____		
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? <i>If "No," attach explanation</i>	8b	No
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes

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>THE ORGANIZATION</u> Telephone no ► <u>(804) 643-4200</u>			

Located at ► 800 EAST CANAL STREET SUITE 1900 RICHMOND VAZIP+4 ► 23219

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 2016, 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?	16	Yes	No
	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 ►			

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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016).	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 2016?	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)	5b		
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	6b		No
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	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
ALICE T GOODWIN 800 E CANAL ST STE 1900 RICHMOND, VA 23219	DIRECTOR 0 10	0	0	0
WILLIAM H GOODWIN JR 800 E CANAL ST STE 1900 RICHMOND, VA 23219	DIRECTOR, PRESIDENT/TREASURER 0 10	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	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ▶				0

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

3 Five highest-paid independent contractors for professional services (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	
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	0
b	Average of monthly cash balances.	1b	63,531
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	63,531
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	63,531
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	953
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	62,578
6	Minimum investment return. Enter 5% of line 5.	6	3,129

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	3,129
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,129
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,129
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	3,129

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	10,010,212
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	10,010,212
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,010,212

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				3,129
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>10,010,212</u>				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				3,129
e Remaining amount distributed out of corpus	10,007,083			
5 Excess distributions carryover applied to 2016 (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	10,007,083			
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 2015 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 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	10,125,000			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	10,010,212
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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					
4 Dividends and interest from securities.					
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		0	0
13 Total. Add line 12, columns (b), (d), and (e).			13		0

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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
-----------	--	-----------

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

☒ Yes ☐ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best

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.

2017-11-14

Title

Date _____

Title

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

**Paid
Preparer
Use Only**

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>				
50CAN INC 1625 K ST NW STE 400 WASHINGTON, DC 20006		PC	GENERAL SUPPORT	1,000
AMERICAN CIVIL WAR CTR HISTORIC TREDEGA 490 TREDEGAR STREET RICHMOND, VA 23219		PC	GENERAL SUPPORT	50,000
AMERICAN CIVIL WAR MUSEUM 1201 E CLAY STREET RICHMOND, VA 23219		PC	GENERAL SUPPORT	750,000
AMERICAN DIABETES ASSOCIATION 4335 COX ROAD GLEN ALLEN, VA 23060		PC	GENERAL SUPPORT	2,500
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT GLEN ALLEN, VA 23060		PC	GENERAL SUPPORT	5,000
Total ►				10,010,212
3a				

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>				
AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND, VA 23219		PC	GENERAL SUPPORT	2,500
AN ACHIEVABLE DREAM INC 10858 WARWICK BLVD STE A NEWPORT NEWS, VA 23601		PC	GENERAL SUPPORT	10,000
ART ON WHEELS 3108 WEST LEIGH STREET 7 RICHMOND, VA 23230		PC	GENERAL SUPPORT	1,000
ASK 5211 WEST BROAD STREET RICHMOND, VA 23230		PC	GENERAL SUPPORT	2,500
BOLLING HAXALL HOUSE FOUNDATION 211 E FRANKLIN ST RICHMOND, VA 23219		PC	GENERAL SUPPORT	1,000
Total ▶ 3a				10,010,212

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>				
BON SECOURS RICHMOND HEALTH CARE FNDTN 7229 FOREST AVENUE SUITE 200 RICHMOND, VA 23226		PC	GENERAL SUPPORT	40,000
BOYS & GIRLS CLUBS OF HILTON HEAD 151 GUMTREE ROAD HILTON HEAD, SC 29926		PC	GENERAL SUPPORT	1,000
BSA TROOP 444 4200 CARY STREET RD RICHMOND, VA 23221		PC	GENERAL SUPPORT	500
CENTERSTAGE FOUNDATION 111 VIRGINIA ST 100 RICHMOND, VA 23219		PC	GENERAL SUPPORT	7,000
CHILDREN'S MUSEUM OF RICHMOND 2626 WEST BROAD STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	2,000
Total ► 3a				10,010,212

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>				
CHILDSAVERS 200 N 22ND STREET RICHMOND, VA 23223		PC	GENERAL SUPPORT	3,000
CHRISTOPHER NEWPORT UNIVERSITY 1 AVENUE OF THE ARTS NEWPORT NEWS, VA 23606		PC	GENERAL SUPPORT	50,000
COLLEGE OF CHARLESTON FOUNDATION 66 GEORGE ST CHARLESTON, SC 29424		PC	GENERAL SUPPORT	5,000
COLLEGIATE SCHOOL NORTH MOORELAND ROAD RICHMOND, VA 23229		PC	GENERAL SUPPORT	1,025,000
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 WEST MARSHALL ST STE 2 RICHMOND, VA 23230		PC	GENERAL SUPPORT	1,000
Total 				10,010,212
3a				

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 HEALTH CARE MINISTRY 8600 QUIOCCASIN ROAD STE 102 RICHMOND, VA 23229		PC	GENERAL SUPPORT	1,000
DARDEN SCHOOL FOUNDATION P O BOX 7726 CHARLOTTESVILLE, VA 22906		PC	GENERAL SUPPORT	1,670,000
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755		PC	GENERAL SUPPORT	20,000
ELK HILL FARM P O BOX 99 GOOCHLAND, VA 23063		PC	GENERAL SUPPORT	30,000
FELLOWSHIP OF CHRISTIAN ATHLETES 308 CROWELL LANE LYNCHBURG, VA 24502		PC	GENERAL SUPPORT	1,000
Total ▶ 3a				10,010,212

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>				
FIELD SCHOOL OF CHARLOTTESVILLE P O BOX 4234 CHARLOTTESVILLE, VA 22905		PC	GENERAL SUPPORT	2,500
FIGHTSMA 8016 STAPLES MILL ROAD RICHMOND, VA 23228		PC	GENERAL SUPPORT	2,500
FIRST TEE OF GREATER RICHMOND 9211 FOREST HILL ROAD STE 104 RICHMOND, VA 23235		PC	GENERAL SUPPORT	215,750
FRANKLIN-SOUTHAMPTON AREA UNITED WAY P O BOX 366 FRANKLIN, VA 23851		PC	GENERAL SUPPORT	1,000
GRAND TETON NATIONAL PARK FOUNDATION 25 S WILLOW SUITE 10 JACKSON, WY 83001		PC	GENERAL SUPPORT	2,500
Total 				10,010,212
3a				

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>				
GUARDIAN ANGELS INC 17115 RIPPLING MILL DRIVE SUGAR LAND, TX 77498		PC	GENERAL SUPPORT	1,000
HEART OF VA COUNCIL BSA 4015 FITZHUGH AVENUE RICHMOND, VA 23230		PC	GENERAL SUPPORT	7,500
HIGH STREET UNITED METHODIST CHURCH P O BOX 218 FRANKLIN, VA 23851		PC	GENERAL SUPPORT	15,000
HILTON HEAD HEROES 6 RED MAPLE ROAD HILTON HEAD, SC 29928		PC	GENERAL SUPPORT	9,000
HOLLINGS CANCER CENTER 86 JONATHAN LUCAS STREET MSC 955 CHARLESTON, SC 29425		PC	GENERAL SUPPORT	10,000
Total 				10,010,212
3a				

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>				
HUNTERS FOR THE HUNGRY PO BOX 304 BIG ISLAND, VA 24526		PC	GENERAL SUPPORT	500
JR BRD SHELTERING ARMS PHYS REHAB HOSP P O BOX 8762 RICHMOND, VA 23226		PC	GENERAL SUPPORT	1,000
JUNIOR ACHIEVEMENT OF CENRAL VIRGINIA 7217 WEST BROAD STREET RICHMOND, VA 23294		PC	GENERAL SUPPORT	65,000
JUNIOR LEAGUE OF RICHMOND 205 WEST FRANKLIN STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	1,000
KENAN-FLAGLER BUSINESS SCHOOL FOUNDATION THE KENAN CENTER CB 3440 CHAPEL HILL, NC 27599		PC	GENERAL SUPPORT	80,000
Total 3a				10,010,212

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>				
KIAWAH ISLAND CONSERVANCY 80 KESTREL COURT KIAWAH ISLAND, SC 29455		PC	GENERAL SUPPORT	1,000
KNOWLEDGE IS POWER PROGRAM MASSACHUSETTS 90 HIGH ROCK STREET LYNN, MA 01902		PC	GENERAL SUPPORT	5,000
LAFAYETTE COLLEGE 307 MARKLE HALL EASTON, PA 18042		PC	GENERAL SUPPORT	15,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE HENRICO, VA 23228		PC	GENERAL SUPPORT	4,500
MARTHA JEFFERSON HOSPITAL FOUNDATION 459 LOCUST AVENUE CHARLOTTESVILLE, VA 22902		PC	GENERAL SUPPORT	10,000
Total 				10,010,212
3a				

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>				
MARY BALDWIN COLLEGE 318 PROSPECT ST STAUNTON, VA 24401		PC	GENERAL SUPPORT	45,000
MASSEY CANCER CENTER P O BOX 980037 RICHMOND, VA 23298		PC	GENERAL SUPPORT	1,760
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	275,000
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905		PC	GENERAL SUPPORT	50,000
MCV FOUNDATION 1228 E BROAD ST RICHMOND, VA 23298		PC	GENERAL SUPPORT	2,000
Total ▶ 3a				10,010,212

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>				
MEN'S SHELTER OF CHARLOTTE 1210 N TRYON STREET CHARLOTTE, NC 28206		PC	GENERAL SUPPORT	45,000
METRO RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS STE 300 RICHMOND, VA 23230		PC	GENERAL SUPPORT	53,000
MILLER SCHOOL OF ALBEMARLE 1000 SAMUEL MILLER LOOP CHARLOTTESVILLE, VA 22903		PC	GENERAL SUPPORT	48,500
MONROE PARK CONSERVANCY P O BOX 25926 RICHMOND, VA 23260		PC	GENERAL SUPPORT	50,000
NATIONAL MS SOCIETY 4200 INNSLAKE DRIVE STE 301 GLEN ALLEN, VA 23060		PC	GENERAL SUPPORT	5,000
Total ► 3a				10,010,212

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>				
NEXTUP 7501 BOULDERS VIEW DRIVE SUITE 110 RICHMOND, VA 23225		PC	GENERAL SUPPORT	150,000
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DRIVE STE 101 RICHMOND, VA 23225		PC	GENERAL SUPPORT	1,000
PAUL D CAMP COMMUNITY COLLEGE 100 N COLLEGE DR FRANKLIN, VA 23851		PC	GENERAL SUPPORT	1,000
PEABODY SCHOOL 1232 STONEY RIDGE ROAD CHARLOTTESVILLE, VA 22902		PC	GENERAL SUPPORT	112,300
POSITIVE VIBE FOUNDATION 2825 HATHAWAY ROAD RICHMOND, VA 23225		PC	GENERAL SUPPORT	2,500
Total ▶ 3a				10,010,212

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 BALLET 407 EAST CANAL STREET RICHMOND, VA 23219		PC	GENERAL SUPPORT	4,000
RICHMOND SPCA 2519 HERMITAGE RD RICHMOND, VA 23220		PC	GENERAL SUPPORT	2,000
RICHMOND SYMPHONY 612 EAST GRACE STREET STE 401 RICHMOND, VA 23219		PC	GENERAL SUPPORT	5,000
ROANOKE CATHOLIC SCHOOL 621 NORTH JEFFERSON STREET ROANOKE, VA 24016		PC	GENERAL SUPPORT	172,000
ROBERT E LEE MEMORIAL ASSOCIATION 483 GREAT HOUSE ROAD STRATFORD, VA 22558		PC	GENERAL SUPPORT	7,300
Total ► 3a				10,010,212

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>				
RONALD MCDONALD HOUSE 2330 MONUMENT AVE RICHMOND, VA 23220		PC	GENERAL SUPPORT	2,500
SCIENCE MUSEUM OF VIRGINIA FOUNDATION P O BOX 11624 RICHMOND, VA 23230		PC	GENERAL SUPPORT	2,500
SPARC 2106-A N HAMILTON STREET RICHMOND, VA 23230		PC	GENERAL SUPPORT	1,000
SPECIAL OLYMPICS VIRGINIA 3212 SKIPWITH ROAD SUITE 100 RICHMOND, VA 23294		PC	GENERAL SUPPORT	5,000
SPORTABLE 1365 OVERBROOK RD ROOM 2 RICHMOND, VA 23220		PC	GENERAL SUPPORT	1,500
Total ▶ 3a				10,010,212

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>				
ST ANDREW'S SCHOOL 227 S CHERRY STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	2,500
ST ANNE'S - BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE, VA 22903		PC	GENERAL SUPPORT	268,000
ST STEPHEN'S EPISCOPAL CHURCH 6000 GROVE AVENUE RICHMOND, VA 23226		PC	GENERAL SUPPORT	225,000
THE FAISON CENTER 1701 BYRD AVENUE RICHMOND, VA 23230		PC	GENERAL SUPPORT	258,000
THE LAWRENCEVILLE SCHOOL PO BOX 6125 LAWRENCEVILLE, NJ 08648		PC	GENERAL SUPPORT	45,000
Total ▶ 3a				10,010,212

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 RICHMOND FORUM 6968 FOREST HILL AVENUE RICHMOND, VA 23225		PC	GENERAL SUPPORT	1,520
THE THOMAS JEFFERSON FOUNDATION P O BOX 316 CHARLOTTESVILLE, VA 22902		PC	GENERAL SUPPORT	21,000
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	79,300
THISTLE FARMS 5122 CHARLOTTE AVE NASHVILLE, TN 37209		PC	GENERAL SUPPORT	10,000
TREASURER CHESTERFIELD COUNTY PO BOX 26585 RICHMOND, VA 23285		PC	GENERAL SUPPORT	500
Total ▶ 3a				10,010,212

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>				
TUCKAHOE VOLUNTEER RESCUE SQUAD 1101 HORSEPEN RD RICHMOND, VA 23229		PC	GENERAL SUPPORT	250
U-TURN INC 2101 MAYWILL ST RICHMOND, VA 23230		PC	GENERAL SUPPORT	2,500
US SKI AND SNOWBOARD FOUNDATION BOX 100 PARK CITY, UT 84060		PC	GENERAL SUPPORT	9,000
UNITED WAY P O BOX 91706 RICHMOND, VA 23291		PC	GENERAL SUPPORT	25,000
UNITED WAY OF COASTAL GEORGIA P O BOX 877 BRUNSWICK, GA 31521		PC	GENERAL SUPPORT	1,000
Total ▶ 3a				10,010,212

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>				
UNIVERSITY OF VIRGINIA P O BOX 400807 CHARLOTTESVILLE, VA 22904		PC	GENERAL SUPPORT	51,000
UP RVA 4609 WYTHE AVENUE RICHMOND, VA 23226		PC	GENERAL SUPPORT	146,200
UVA ALUMNI ASSOCIATION P O BOX 400314 CHARLOTTESVILLE, VA 22904		PC	GENERAL SUPPORT	2,500
UVA CENTER FOR POLITICS BOX 400806 CHARLOTTESVILLE, VA 22904		PC	GENERAL SUPPORT	2,500
UVA COLLEGE AT WISE 1 COLLEGE AVE WISE, VA 24293		PC	GENERAL SUPPORT	1,000
Total ► 3a				10,010,212

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>				
UVA FUND PO BOX 400314 CHARLOTTESVILLE, VA 22904		PC	GENERAL SUPPORT	112,500
UVA HEALTH FOUNDATION P O BOX 800773 CHARLOTTESVILLE, VA 22908		PC	GENERAL SUPPORT	406,000
VA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD STE B RICHMOND, VA 23229		PC	GENERAL SUPPORT	2,500
VIRGINIA ATHLETICS FOUNDATION P O BOX 400883 CHARLOTTESVILLE, VA 22904		PC	GENERAL SUPPORT	182,800
VIRGINIA BEACH SPCA 3040 HOLLAND ROAD VIRGINIA BEACH, VA 23453		PC	GENERAL SUPPORT	2,000
Total ▶ 3a				10,010,212

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 BUSINESS HIGHER ED COUNCIL 1108 E MAIN ST 1100 RICHMOND, VA 23219		PC	GENERAL SUPPORT	2,500
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL RD STE 202 RICHMOND, VA 23228		PC	GENERAL SUPPORT	2,500
VIRGINIA HISTORICAL SOCIETY P O BOX 7311 RICHMOND, VA 23221		PC	GENERAL SUPPORT	69,167
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD STREET RICHMOND, VA 23294		PC	GENERAL SUPPORT	5,000
VIRGINIA MUSEUM OF FINE ARTS 200 NORTH BOULEVARD RICHMOND, VA 23220		PC	GENERAL SUPPORT	7,906
Total ► 3a				10,010,212

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 902 PRICES FORK RD SUITE 4500 BLACKSBURG, VA 24060		PC	GENERAL SUPPORT	2,505,000
VIRGINIA THEOLOGICAL SEMINARY 3737 SEMINARY ROAD ALEXANDRIA, VA 22304		PC	GENERAL SUPPORT	5,000
VIRGINIA WAR MEMORIAL EDUCATION FNDTN 621 SOUTH BELVIDERE STREET RICHMOND, VA 23220		PC	GENERAL SUPPORT	5,000
WASHINGTON & LEE UNIVERSITY 204 W WASHINGTON ST LEXINGTON, VA 24450		PC	GENERAL SUPPORT	267,019
WESTMINISTER CANTERBURY FOUNDATION 1600 WESTBROOK AVE RICHMOND, VA 23227		PC	GENERAL SUPPORT	5,000
Total ► 3a				10,010,212

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>				
WORLD GOLF FOUNDATION - THE FIRST TEE 1 WORLD GOLF PLACE ST AUGUSTINE, FL 32092		PC	GENERAL SUPPORT	100,000
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DRIVE STE 304 RICHMOND, VA 23226		PC	GENERAL SUPPORT	1,940
Total ▶ 3a				10,010,212

TY 2016 Accounting Fees Schedule**Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,300	0		0

TY 2016 Explanation of Non-Filing with Attorney General Statement

Name: COMMONWEALTH FOUNDATIONS

EIN: 46-5103846

Statement:

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

TY 2016 General Explanation Attachment**Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		FOOTNOTE TO FORM 990- PF	COMMONWEALTH FOUNDATIONS HEREBY ELECTS TO BE TREATED AS A CONDUIT FOUNDATION WITHIN THE MEANING OF IRC SECTION 170(B)(1)(F) FOR TAX YEAR ENDED 12/31/16, COMMONWEALTH FOUNDATIONS HAS DISTRIBUTED IN 2016 (AND BEFORE MARCH 15, 2017) AND TREATED AS A DISTRIBUTION OUT OF CORPUS FROM THE 2016 QUALIFYING DISTRIBUTIONS MADE BY COMMONWEALTH FOUNDATIONS THE AMOUNT OF \$10,125,000 IN ACCORDANCE WITH THE RULES OF IRC SECTION 4942(H) AND THE REGULATIONS THEREUNDER THESE DISTRIBUTIONS FROM CORPUS EQUAL THE AMOUNT OF THE CONTRIBUTIONS RECEIVED BY COMMONWEALTH FOUNDATIONS DURING 2016 OF \$10,125,000

TY 2016 Other Expenses Schedule**Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	84	0		0

**TY 2016 Substantial Contributors
Schedule****Name:** COMMONWEALTH FOUNDATIONS**EIN:** 46-5103846

Name	Address
COMMONWEALTH FOUNDATION I (EIN 62-1668516)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
H7 FOUNDATION (EIN 62-1668517) FKA COMMONWEALTH FOUNDATION II	PO BOX 860 SARATOGA SPRINGS, NY 12866
COMMONWEALTH FOUNDATION III (EIN 62-1668518)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION IV (EIN 62-1668519)	800 E CANAL ST STE 1900 RICHMOND, VA 23219
COMMONWEALTH FOUNDATION V (EIN 62-1668521)	800 E CANAL ST STE 1900 RICHMOND, VA 23219

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2016

Name of the organization COMMONWEALTH FOUNDATIONS	Employer identification number 46-5103846
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization COMMONWEALTH FOUNDATIONS	Employer identification number 46-5103846
---	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	COMMONWEALTH FOUNDATION I (EIN 62-1668516)	\$ 2,025,000	Person ☒
	800 E CANAL ST STE 1900		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	H7 FOUNDATION (EIN 62-1668517) FKA COMMONWEALTH FOUNDATION II	\$ 2,025,000	Person ☒
	PO BOX 860		Payroll ☐
	SARATOGA SPRINGS, NY 12866		Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	COMMONWEALTH FOUNDATION III (EIN 62-1668518)	\$ 2,025,000	Person ☒
	800 E CANAL ST STE 1900		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	COMMONWEALTH FOUNDATION IV (EIN 62-1668519)	\$ 2,025,000	Person ☒
	800 E CANAL ST STE 1900		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	COMMONWEALTH FOUNDATION V (EIN 62-1668521)	\$ 2,025,000	Person ☒
	800 E CANAL ST STE 1900		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐
			Payroll ☐
			Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

46-5103846

Part II	Noncash Property
----------------	-------------------------

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization COMMONWEALTH FOUNDATIONS	Employer identification number 46-5103846
---	---

Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
-----------------	--

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	