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Form 990-PF
Department of the Treasury

EXTENDED TO NOVEMBER 15, 2017

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

_	_	ndar year 2016 or tax year beginning	in 990-FF and its separate	, and end		<u></u>	Open to Public Inspection
		f foundation		,	······································	A Employer identificatio	n number
		DUNDATION FKA				,	
C	OMMC	ONWEALTH FOUNDATION II				62-1668517	
Nur	nber a	and street (or PO box number if mail is not delivered to street	t address)	R	loom/suite	B Telephone number	<del></del>
P	٠٥.	BOX 860				804-643-4200	
Cit	or t	own, state or province, country, and ZIP or foreign p	ostal code			C if exemption application is	pending, check here
		OGA SPRINGS, NY 12866				, .,	•
G	Check	all that apply: Initial return	Initial return of a fo	ormer public cha	arity	D 1. Foreign organization	s, check here
		Final return	Amended return				
		x Address change	X Name change			2 Foreign organizations m check here and attach or	eeting the 85% test, omputation
H (	heck	type of organization: X Section 501(c)(3) ex	xempt private foundation			E If private foundation sta	atus was terminated
	Se	ection 4947(a)(1) nonexempt charitable trust	Other taxable private founda	ation		under section 507(b)(1	
I Fa	ır m	arket value of all assets at end of year   J   Account	ing method X Cash	Accrua	ıl	F If the foundation is in a	60-month termination
(fr	om .		ther (specify)			under section 507(b)(1	
	\$	49,282,863. (Part I, colu	ımn (d) must be on cash l	basis)			
Pa	irt l	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and	(b) Net inve		(c) Adjusted net	(d) Disbursements for charitable purposes
		necessarily equal the amounts in column (a) )	expenses per books	ıncom	ne	income	(cash basis only)
	1	Contributions, gifts, grants, etc., received		,	<u></u>	N/A	
	2	Check X if the foundation is not required to attach Sch. B		, , , ,			" "
	3	Interest on savings and temporary cash investments	1.		62,930.		SEE STATEMENT 1
	4	Dividends and interest from securities			87,161.		11.
	5a	Gross rents					
	b	Net rental income or (loss)		•			
Φ	6a	Net gain or (loss) from sale of assets not on line 10					
Revenue	b	Gross sales price for all assets on line 6a					
ě	7	Capital gain net income (from Part IV, line 2)		9	970,636.		<u> </u>
Œ	8	Net short-term capital gain					
	9	Income modifications Gross sales less returns	, , , ,		, ',		
	10a	and allowances	. 1112 1.	* 4 , *	· <u>·                                    </u>	,	- ,
	b	Less Cost of goods sold	,				<u> </u>
		Gross profit or (loss)					
	11	Other income	741,693.		<65,435.	<u> </u>	SEE STATEMENT 2
	12	Total. Add lines 1 through 11	741,694.	1,0	055,292.	·	
	13	Compensation of officers, directors, trustees, etc	0.		0.		0.
	14	Other employee salaries and wages				RECEIV	<u> </u>
g	15	Pension plans, employee benefits				KECEIVI	
enses		Legal fees				18 NOV 277	117 0
ĝ		Accounting fees				NOV 272	1011   100
Ð		Other professional fees					
Ę		Interest			70 671	OGDEN.	UT
Operating and Administrative Expo		Taxes STMT 3	77,830.		79,671.		0.
Ē	19	Depreciation and depletion	J				
nb)	20	Occupancy Travel conferences and meetings	<del> </del>			<del></del>	<b></b>
μÞ	21	Travel, conferences, and meetings	<del> </del>				<del></del>
) an	22	Printing and publications Other expenses STMT 4	25.		311,782.		<del></del>
tinç	23		45.		,11,102.	<del></del>	0.
era	24	Total operating and administrative	77,855.	3	391,453.		_
ď	25	expenses Add lines 13 through 23 Contributions, gifts, grants paid	2,025,000.		,,±,433.	,	2,025,000.
		Total expenses and disbursements.	2,023,000.			<del>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>	2,023,000.
	26	Add lines 24 and 25	2,102,855.	2	391,453.		2 025 000
	27	Subtract line 26 from line 12:	2,102,035.		,,,,,,,,,,		2,025,000.
			<1,361,161.				
		Excess of revenue over expenses and disbursements  Net investment income (if negative enter -0-)	1, 301, 101.		63,839.		
		Adjusted net income (if negative, enter -0-)			, 55 , 555 .	N/A	
62251		-23-16 LHA For Paperwork Reduction Act Notic	e see instructions			M/ ft	Form <b>990-PF</b> (2016)
UZ J J (		LO TO LETTO TO LEDOT WORK HOUSE CHOICE	-,				1 01111 <b>2 2 2 1 1</b> (2 2 1 0)

	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End o	of year
Par	Column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
7	Cash - non-interest-bearing	5,792.	5,768.	5,768.
2	Savings and temporary cash investments			
3	Accounts receivable			
	Less: allowance for doubtful accounts			
4	Pledges receivable >		,	
	Less: allowance for doubtful accounts			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other			
	disqualified persons			
7	Other notes and loans receivable			, , , , , , , , , , , , , , , , , , ,
	Less: allowance for doubtful accounts			
\$   B	Inventories for sale or use			
92	Prepaid expenses and deferred charges			
₹   10	a Investments - U.S. and state government obligations			<del></del>
Ì	b Investments - corporate stock			
	c Investments - corporate bonds			
11	Investments - land buildings and equipment basis	- ,	ŧ .	٠,
	Less accumulated depreciation	98,038.	98,038.	234,140.
12	Investments - mortgage loans			
13	•	20,703,691.	19,342,554.	49,042,955.
14	Land, buildings, and equipment: basis	. ,	** * * ·	
1	Less accumulated depreciation			<del></del>
1	Other assets (describe )			
16	Total assets (to be completed by all filers - see the		40 446 969	
-	instructions. Also, see page 1, item I)	20,807,521.	19,446,360.	49,282,863.
- 1	Accounts payable and accrued expenses			
18	<b>,</b>			
Liabilities 51	· · · · · · · · · · · · · · · · · · ·		<del></del>	
#   20		····	<del></del>	
La	Mortgages and other notes payable	···		, , ,
"	Other liabilities (describe )			
23	Total liabilities (add lines 17 through 22)	0.	0 _	
-1-	Foundations that follow SFAS 117, check here		<u>-</u>	
	and complete lines 24 through 26 and lines 30 and 31.			
8 24				
24 25	h in the second of the second			
	' ' '			
힏	Foundations that do not follow SFAS 117, check here			
교	and complete lines 27 through 31.			, a
Ö 27		0.	0.	
∯   28		0.	0.	, 1
¥ 29	· · · · · · · · · · · · · · · · · · ·	20,807,521.	19,446,360.	
Net Assets or Fund Ba		20,807,521.	19,446,360.	
				e y e. y e
31	Total liabilities and net assets/fund balances	20,807,521.	19,446,360.	
Parl	Analysis of Changes in Net Assets or Fund B	alances		
			<del></del>	-
	al net assets or fund balances at beginning of year - Part II, column (a), line	30		
•	ist agree with end-of-year figure reported on prior year's return)		1	20,807,521.
	er amount from Part I, line 27a		2	<1,361,161.>
	er increases not included in line 2 (itemize)	<del></del>		19 445 360
	l lines 1, 2, and 3 reases not included in line 2 (itemize)		4 5	19,446,360.
	al net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (h) line 30	6	0. 19,446,360.
- 101	and account or form caramous at one or your time 7 minus line of Falt II, ou	(5), 1110 00		Form <b>990-PF</b> (2016)

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Part IV Capital Gains a	ind Losses for Tax on Ir	nvestmen	t Income						
	be the kind(s) of property sold (e.g. ehouse; or common stock, 200 shs			1 P	How acquired - Purchase - Donation	1 (	(c) Date acquire (mo., day, yr.		(d) Date sold (mo., day, yr.)
1a PARTNERSHIP K-1 ST CAP	ITAL GAIN				P				
b PARTNERSHIP K-1 LT CAP	ITAL GAIN				P				
C				<u> </u>					···
<u>d</u>								<b></b> }-	<del></del>
<u>e</u>				ــــــــــــــــــــــــــــــــــــــ		_ـــــــــــــــــــــــــــــــــــــ	<del></del>		
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				(h) Gain or ( (e) plus (f) mi		<u> </u>
a 597,213.									597,213.
b 373,423.									373,423.
<u> </u>		<del></del>							
d		<u> </u>							
Complete only for assets showing	gain in column (h) and owned by t	the foundation	on 12/31/60			(1) (	Course (Cal. (b)		
Complete only for assets snowing	(i) Adjusted basis						Gains (Col. (h) k), but not less		
(i) F.M.V. as of 12/31/69	as of 12/31/69		cess of col. (1) col. (1), if any	j			Losses (from	col. (h)	ı)
									597,213.
b									373,423.
c			<del></del>						
d									<del></del>
e									<del></del>
<u> </u>	C If goin also enter	un Dort I line	7	<u> </u>					
2 Capital gain net income or (net cap	ital loss) { If gain, also enter If (loss), enter -0-	in Part i line - in Part i line	<i>1</i> 7	- } }	2				970,636.
, ,	•		,	7					
3 Net short-term capital gain or (loss if gain, also enter in Part I, line 8, ci	,	iu (o).		٦١					
If (loss), enter -0- in Part I, line 8	3147117 (6).			}	3		N/	'A	
Part V   Qualification Un	ider Section 4940(e) for	Reduced	Tax on Net	Inv	estment	Inco	me		
(For optional use by domestic private f	oundations subject to the section 4	1940(a) tax on	net investment in	ncome	9.)				
		• •			•				
If section 4940(d)(2) applies, leave this	s part blank.								
Was the foundation liable for the section	on 4942 tax on the distributable am	ount of any ye	ear in the base per	riod?					Yes X No
If "Yes," the foundation does not qualify									
	ich column for each year; see the in	istructions be	fore making any e	ntries					
(a) Base period years	(b)			(c)			Dı	o) stribut	ion ratio
Calendar year (or tax year beginning	g in) Adjusted qualifying dist	tributions	Net value of no	nchar	ritable-use as	sets	(col. (b	) divide	ed by col. (c))
2015		,150,000.			50,014				.042988
2014	2	,366,534.			49,613	,011.			.047700
2013									
2012									<del></del>
2011									
2 Total of line 1, column (d)							2		.090688
3 Average distribution ratio for the 5-	•	on line 2 by 5,	or by the number	of yea	ars				
the foundation has been in existence	e if less than 5 years						3		.045344
							1 1		
4 Enter the net value of noncharitable	use assets for 2016 from Part X, l	ine 5					4		47,511,206.
5 Multiply line 4 by line 3							5		2,154,348.
							[ [		
6 Enter 1% of net investment income	(1% of Part I, line 27b)					,	6		6,638.
7 Add lines 5 and 6						İ	7		2,160,986.
8 Enter qualifying distributions from f	Part XII, line 4						8		2,025,000.
If line 8 is equal to or greater than li See the Part VI instructions.	ne 7, check the box in Part VI, line	1b, and comp	lete that part usin	g a 1%	% tax rate.				

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	948	- see inst	ruction	ons)
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)		ļ <sup>*</sup> .	•	,
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔲 and enter 1%	1	L	1	3,277.
of Part I, line 27b	,	` , ,		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	1	17. 19		
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		13	3,277.
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		13	3,277.
6 Credits/Payments:		~ · ·	***	
a 2016 estimated tax payments and 2015 overpayment credited to 2016 6a 76,003.	1.	ನಡೆ ಕ್ರಾಮಿಕ		/s. =
b Exempt foreign organizations - tax withheld at source	, ,,	1	,	
c Tax paid with application for extension of time to file (Form 8868)	2 7	1 ( ) ( ) ( ) ( )	. ,	· .
d Backup withholding erroneously withheld	, "		,	
7 Total credits and payments. Add lines 6a through 6d	7	<b></b>	76	5,003.
8 Enter any penalty for underpayment of estimated tax. Check here 🗶 if Form 2220 is attached	8	<u></u>		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	ļ		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	ļ	62	2,726.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax   62,726. Refunded	11	L		0.
Part VII-A Statements Regarding Activities			-15.4-	
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın	<u> </u>		s No
any political campaign?	_	1a		<u> </u>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition		16		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ied or		·	1 ::
distributed by the foundation in connection with the activities		( )	`     `	1 _ "
c Did the foundation file Form 1120-POL for this year?		1 <u>c</u>	+	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		``	1	
(1) On the foundation.  \$\begin{align*} 0. (2) On foundation managers \$\begin{align*} 0. (2) On foundation managers \$\begin{align*} 0. (3) On the foundation managers \$\begin{align*} 0. (4) On the foundation managers \$\begin{align*} 0. (5) On the foundation managers \$\begin{align*} 0. (6) On the foundation managers \$\begin{align*} 0. (7) On the foundation managers \$\begin{align*} 0. (8) On the foundation managers \$\begin{align*} 0. (9) On the				1
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				1
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	╁	X
<ul> <li>Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, o</li> </ul>	_	· .	.]	
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	l	3	· ·	x
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	+	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/	<b>——</b>	+	+
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	,	5	+-	X
If "Yes," attach the statement required by General Instruction T		-	+;	<del> </del>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			ľ	
By language in the governing instrument, or			1	
<ul> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state</li> </ul>	law		1	1. 1
remain in the governing instrument?		6	x	1
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	T <sub>X</sub>	<del> </del>
(2), 200		<u> </u>	<del> </del>	<del></del>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE				1
· · · · · · · · · · · · · · · · · · ·				1
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)		l	-	
of each state as required by General Instruction G? If "No," attach explanation SEE STATEMENT 6		86		x
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for caler	ndar	<u> </u>	1	
year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		Х
		Form <b>99</b>	0-PF	(2016)

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COMMONWEALTH FOUNDATION II

Yes   No	L	art VII-A   Statements Regarding Activities (continued)			
section 512(b)(13)2 if Yes, attach schedule (see instructions)  11			1	Yes	No
12   Duther foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?   13   Duther foundation comply with the public inspection requirements for its annual returns and exemption application?   13   Duther foundation comply with the public inspection requirements for its annual returns and exemption application?   14   The blocks are in case of   P TIEL ORGANIZACION     15   Section 4947(a)(1) nonexemptic directable trusts thing Form 1990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrual during the year and enter the amount of tax-exempt interest received or accrual during the year and enter the amount of tax-exempt interest received or accrual during the year and enter the amount of tax-exempt interest received or accrual during the year and enter the amount of tax-exempt interest received or accrual during the year so other financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign country?   See the mentiocomplex of the financial account in a foreign or indicative the financial account in a foreign country.   See the mention of the financial account in a financial accountry of the financial accountry of the financial account in a financial accountry of the financial	11				
If Yes, attach statement (see instructions)   12   X			11	Х	
13 but the foundation comply with the public inspection requirements for its annual returns and exemption application?   Website address   M/A     The books are in care of   TIEL ORGANIZACION   Telophone no.   90.4-643-4200	12	<u>Did t</u> he foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?		l	l
Wessex address   N/A			12	L	X
14 The books are in care of	13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	<u> </u>
Located at   \$ 900 EAST_CANAL STREET, SOLTE \$1900, RICHBOND, VA					
15 Section 4947(a)(1) nonexempt charitable trusts thing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 16 At any time during calledar 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?  See the instructions for exceptions and fining requirements for FinCEN Form 114, II "Yes," enter the name of the foreign country?  See the instructions for exceptions and fining requirements for FinCEN Form 114, II "Yes," enter the name of the foreign country?  Part VI-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 inforectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay componensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or the work of the company of the person seed of the company of the person seed of	14				
And enter the amount of tax-exempt, interest received or accrued during the year  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?  See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.  1 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?  (2) Borrow money from, lend money to, or therewes extend credit to (or accept them)  a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of other available for the themetic rus et al disqualified person (or make any of other available for the themetic rus et al disqualified person?  (6) Agree to pay money or property to a government official? (Exception, Check "No"  (7) If the foundation argiese to make a grant to rot employ the official for a period after termination of government service, if terminating within 90 days.)  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exception ads., that were not corrected before the first day of the axis part of the acts assistance check here  c Drill the foundation engage in a prior year many 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?  1 Taxes on fasture to distribute income (section 4942(a)(2) or 4942(b)(3):  a At the end of tax year 2016, did the foundation is not applying section 4942(a)(2) or fallog foundat			219		
16 A lary time during calendar year 2016, dot the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the forcing country.  Part VII-8   Statements Regardling 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):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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) (or make any of either available for the benefit or use of a disqualified person)?  (6) Agree to pay money or property to a povernment 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 disks).  b If any answer is "Yes" to 1a(1)-(6), did any of the acts fall to qualify under the exceptions described in Regulations section 34941(6)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance (see instructions)?  If "Yes," its the years beginning in 2016 as a result of (1) any purchase by the foundation was a private operating foundation defined in sesset) and the vary and perioning in 2016 as a result of (1) any purchase by the foundation or d	15				
See the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, *enter the name of the foreign country.⟩    Part VII-E   Statements Regarding Activities for Which Form 4720 May Be Required		<del></del>	Ŋ,		
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the forcing country.  Part VILE 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):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept them) a disqualified person?  (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (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 (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of expension of government service, if terminating within 90 days.)  If any answer is "Yes" to 14 (1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations sections \$4.94 (1)-(3) or 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 years here.  2 Takes on failar to this titus income (section 49	16			Yes	No
Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required			16		X
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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?  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(i)(3) or 4942(i)(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?  If "Yes," list the years \			10		<u> </u>
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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) N/A  1 Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 1 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? 4 b X	30	· · · · · · · · · · · · · · · · · · ·	1		
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had not been removed from jeopardy before the first day of the tax year beginning in 2016?			<del>  ~~  </del>		
			4.	- 1	x
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H7 FOUNDATION FKA					
Form 990-PF (2016) COMMONWEALTH FOUNDATION II			62-1668517	р	age 6
Part VII-B   Statements Regarding Activities for Which I	Form 4720 May Be	Required (contin	nued)	<del></del>	3
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y	es X No	1 1	
(2) Influence the outcome of any specific public election (see section 4955), o		ectiv.		1 1	
any voter registration drive?			es X No	- 1 1	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Π̈́γ	es X No	1 1	
(4) Provide a grant to an organization other than a charitable, etc., organizatio				1 1	
4945(d)(4)(A)? (see instructions)			es X No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational nurnoses, or				
the prevention of cruelty to children or animals?	or occount name per percent, or		es X No	- 1 1	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	<del></del>		.	
section 53.4945 or in a current notice regarding disaster assistance (see instru	· ·	m mogalacións	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h	•			<del>**</del>	<del></del>
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi		uned			
expenditure responsibility for the grant?			es 🔲 No 🕒		,
If "Yes," attach the statement required by Regulations section 53 494		, <u></u> ,			•
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to	• •			1 1	,
a personal benefit contract?	pay promising on		es X No		-
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal henefit contract?	٠. ا	63 (3) 140	6b	х
If "Yes" to 6b, file Form 8870	orsonal bonone contract.		<u> </u> -	<del></del>	<del></del>
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?		es X No	1 1	
b If "Yes," did the foundation receive any proceeds or have any net income attribu		L 1'	· · · · · · · · · · · · · · · · · · ·	7b	
Part VIII   Information About Officers, Directors, Trust		nagers Highl		70	
Paid Employees, and Contractors	ccs, i cuitadación me	magers, rugin	y		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Exper	nse
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deterred compensation	account, c	other ces
		<del>                                     </del>	compensation		
		Į			
SEE STATEMENT 9		0.	0.		Ο.
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		<b>,</b>			
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."	<u> </u>	<del></del>	
	(L) Title and average	T	(d) Contributions to	(a) Eyper	100

		1	)	
2 Compensation of five highest-paid employees (other than those inc	cluded on line 1). If none	enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deterred compensation	(e) Expense account, other allowances
NONE				
	1		1 1	1
	1		}	
		<b> </b>		
	1		,	
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	j		1	
			[ ]	i
Total number of other employees paid over \$50,000	·		<u></u>	

Form **990-PF** (2016)

Part VIII Information About Officers, Directors, Trustees, Found Paid Employees, and Contractors (continued)	ation Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, ent	er "NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	(2) 1) 10 10 10 10 10 10 10 10 10 10 10 10 10	(a) compandation
	<b></b> }	
	<del></del>	<del></del>
	<del>-</del>	
	_	
Total number of others receiving over \$50,000 for professional services		<b>D</b>
Part IX-A   Summary of Direct Charitable Activities	<del></del>	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statinumber of organizations and other beneficiaries served, conferences convened, research papers pro	stical information such as the oduced, etc.	Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year or	n lines 1 and 2	Amount
1 N/A	·	
2		
All other avegrees related reporter Control to the control of the		
All other program-related investments. See instructions. 3	i	
Total. Add lines 1 through 3	<b>•</b>	0.
		Form <b>990-PF</b> (2016)

COMMONWEALTH FOUNDATION II

Page 8

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	1	
а		1a	47,994,798
b	Average of monthly cash balances	1b	5,789
С	Fair market value of all other assets	1c	234,140
d	Total (add lines 1a, b, and c)	1d	48,234,727
е	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	48,234,727
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	723,521
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,511,206
6	Minimum investment return Enter 5% of line 5	6	2,375,560
P	<b>art XI</b> Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here  and do not complete this part.)	nd certain	
1	Minimum investment return from Part X, line 6	1	2,375,560
2a	Tax on investment income for 2016 from Part VI, line 5	- I	
þ	Income tax for 2016. (This does not include the tax from Part VI.)	1 1	
C	Add lines 2a and 2b	2c	13,277
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,362,283.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,362,283.
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	2,362,283.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	2,025,000.
þ	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:		
а	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	2,025,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		
	income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	2,025,000.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies for t	the section

### Page 9 Part XIII Undistributed Income (see instructions) (b) (c) (d) Years prior to 2015 2015 Corpus 2016 1 Distributable amount for 2016 from Part XI, 2 Undistributed income, if any, as of the end of 2016 329 540 a Enter amount for 2015 only b Total for prior years: 3 Excess distributions carryover, if any, to 2016: a From 2011 **b** From 2012 c From 2013 dFrom 2014 e From 2015 f Total of lines 3a through e 4 Qualifying distributions for 2016 from Part XII, line 4. ►\$ 329,540 a Applied to 2015, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2016 distributable amount 0 e Remaining amount distributed out of corpus Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a)) 0 6 Enter the net total of each column as indicated below: & Corpus Add lines 3f, 4c, and 4e Subtract line 5 **b** Prior years' undistributed income. Subtract line 4b from line 2b O 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 d Subtract line 6c from line 6b. Taxable 0 amount - see instructions e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must 666,823. be distributed in 2017 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) 8 Excess distributions carryover from 2011 0 not applied on line 5 or line 7 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 F	oundations (see ins	structions and Part VII	-A, question 9)	N/A	
1 a If the fou	ndation has received a ruling of	r determination letter that	it is a private operating			
foundation	on, and the ruling is effective for	r 2016, enter the date of t	the ruling	▶ }		
	x to indicate whether the found			n section	4942(J)(3) or 49	942(1)(5)
2 a Enter the	lesser of the adjusted net	Tax year		Prior 3 years		
income f	rom Part I or the minimum	(a) 2016	<b>(b)</b> 2015	(c) 2014	(d) 2013	(e) Total
investme	nt return from Part X for					
each yea						
<b>b</b> 85% of h					1	
c Qualifyin	g distributions from Part XII,					
•	each year listed		•		j	
	included in line 2c not					
used dire	ctly for active conduct of			1		
exempt a	ctivities			1		
e Qualifyin	g distributions made directly			<del> </del>	† — — — — — — — — — — — — — — — — — — —	
-	conduct of exempt activities.					
	line 2d from line 2c					
3 Complete	3a, b, or c for the				<del> </del>	
	e test relied upon; alternative test - enter;					
	e of all assets					
• •	e of assets qualifying		<del></del>		<del> </del>	
	er section 4942(j)(3)(B)(i)				ļ	1
	ent" alternative test - enter				<del> </del>	<del></del>
	nimum investment return	i		•		
listed	Part X, line 6 for each year				1	
c "Support	'alternative test - enter:			<del></del>	<del> </del>	
	support other than gross			ı	i	
inve	stment income (interest,					
	ends, rents, payments on					
5120	rities loans (section a)(5)), or royalties)				ļ	
	port from general public			<del></del>	ļ	<del></del>
` and	5 or more exempt				ļ	
orga secti	nizations as provided in on 4942(j)(3)(B)(iii)					
	est amount of support from		<del>, , , , , , , , , , , , , , , , , , , </del>	<del></del>	<del>                                     </del>	
	kempt organization				)	
	s investment income			<del></del>		
Part XV	Supplementary Info	rmation (Comple	te this part only i	f the foundation	had \$5,000 or mo	re in assets
	at any time during the					
1 Informa	tion Regarding Foundation	n Managers:		<del></del>	<del></del>	
	nanagers of the foundation who	_	than 2% of the total contr	butions received by the	foundation before the clos	e of any tax
	only if they have contributed m					·
SEE STATEM	ENT 10					
<b>b</b> List any n	nanagers of the foundation who	own 10% or more of the	e stock of a corporation (	or an equally large portion	on of the ownership of a pa	rtnership or
other enti	ty) of which the foundation has	a 10% or greater interes	t.			
ONE						
	tion Regarding Contributi					
	re $\triangleright x$ if the foundation of					
the found	ation makes gifts, grants, etc. (	see instructions) to indivi	iduals or organizations ur	nder other conditions, co	mplete items 2a, b, c, and	d
a The name	, address, and telephone numb	er or e-mail address of th	ne person to whom applic	ations should be addres	sed:	
<b>b</b> The form	in which applications should be	submitted and informat	ion and materials they sh	ould include;		
	·			·		
c Any subm	nission deadlines.					
<b>d</b> Any restri	ctions or limitations on awards	, such as by geographica	l areas, charitable fields, l	kinds of institutions, or c	ther factors:	

Page 11

COMMONWEALTH FOUNDATION II

Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to any foundation manager or substantial contributor Recipient Foundation status of recipient Purpose of grant or contribution Amount Name and address (home or business) a Paid during the year COMMONWEALTH FOUNDATIONS BROTHER/SISTER PF; 509(A) TO FUND THE CHARITABLE PURPOSES OF THE 800 E CANAL ST, STE 1900 AFFILIATE RICHMOND, VA 23219 FOUNDATION 2,025,000. 2,025,000. Total **▶** 3a **b** Approved for future payment NONE Total

Part XVI-A Analysis of Income-Producing Activities
--

Enter grace amounts unless athenuse indicated	Unrelated business income		Exclu	ided by section 512, 513, or 514	(a)		
Enter gross amounts unless otherwise indicated.	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	(e) Related or exempt function income		
1 Program service revenue:	code		COGE	7 3 7 3 7 3 7 3 7 3 7 3 7 3 7 3 7 3 7 3	TOTAL OF THE OWNER		
a	ļ	<del> </del>	├	<del> </del>	<del> </del>		
b	<del></del>		├		<del> </del>		
c			├				
d		<del> </del>	┼─				
e f			┼─~				
g Fees and contracts from government agencies			†				
2 Membership dues and assessments			<del>                                     </del>				
3 Interest on savings and temporary cash			<del>                                     </del>				
investments			14	1.			
4 Dividends and interest from securities			T		<del></del>		
5 Net rental income or (loss) from real estate:		* U			, , ,		
a Debt-financed property							
b Not debt-financed property				·			
6 Net rental income or (loss) from personal							
property	}		1		II		
7 Other investment income			14	741,693.			
8 Gain or (loss) from sales of assets other							
than inventory	l		l				
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a			ļ				
b	L						
С	L	! 	<u>L</u> _	<u></u>			
d			<u> </u>				
e							
12 Subtotal. Add columns (b), (d), and (e)		0.		741,694.	0.		
13 Total Add line 12, columns (b), (d), and (e)				13	741,694.		
(See worksheet in line 13 instructions to verify calculations.)							
Part XVI-B Relationship of Activities to	the Acc	omplishment of Ex	emp	t Purposes			
Line No. Explain below how each activity for which incor			contrit	outed importantly to the accom	plishment of		
the foundation's exempt purposes (other than t	by providing fu	nds for such purposes).			·····		
				<del></del>	<del></del>		
··							
<del></del>				·	<del></del>		
		<del></del>			<del></del>		
<del></del>		<del></del>					
		···		<del></del>			
	<del></del>			<del></del>			
				<del></del>			
<del></del>					<del></del>		
<del></del>					· · · · · · · · · · · · · · · · · · ·		
	<del></del>						

Part XVII	Information Re Exempt Organ		fers To a	and Transactions a	nd Relation	ships With Nonchar	ritable	е	-
1 Did the or	ganization directly or indir	ectly engage in any o	f the followin	g with any other organizatio	n described in sec	ction 501(c) of	·	Yes	No
				27, relating to political organi					1
	from the reporting founds						2.75	-11	<u> </u>
							1a(1)		X
							1a(2)		х
b Other tran							73 F L	= - }	22
		ble exempt organizati	on				1b(1)	-	x
							1b(2)		х
							1b(3)	<del></del>	х
							1b(4)	<del></del>	x
							1b(5)		х
				ons			1b(6)		х
							1c		x
						market value of the goods, o		sets.	
						on or sharing arrangement, si		,	
	<b>d)</b> the value of the goods,					on or onaring arrangements of			
(a)Line no	(b) Amount involved			e exempt organization	(d) Descripti	on of transfers, transactions, and s	sharing ar	Tangeme	nts
(4)2.5.0 1.0	(D) / Billount in volvou	(0) 11001110 01	N/A		(-,				
			11,11	<del></del>		<del></del>			
					+				
						· · · · · · · · · · · · · · · · · · ·		_	
-			<del></del>	<del>.</del>		<del></del>			
						<del> </del>			
						<del></del>			
<del></del>					<del></del>				
				<del></del>	<del></del>	· <del> </del>			
			· · · · · · · · · · · · · · · · · · ·						
								-	
	·	<del></del>			<del></del>				
0 1 5 5		Ab ##	-1-41 4						
				e or more tax-exempt organi			7 v		٦ ٨١٠
			(3)) or in sec	110N 52/?		<u></u>	Yes	L	_l No
b it "Yes," c	complete the following sch			T (h) Tune of experiention		(a) Description of relational	·in		
	(a) Name of org	<u> </u>		(b) Type of organization		(c) Description of relationsh	пþ		
	TH FOUNDATION I (			509(A)	SEE STATEM	ENT 11			
	TH FOUNDATION III	<u> </u>		509(A)					
	TH FOUNDATION IV			509(A)					
	TH FOUNDATION V (	<del></del>		509(A)		··			
	TH FOUNDATIONS (E			509(A)		ha hash at an ilian dada			
Sign Here	pelief, it is true, correct, and configurations of officer or trustee	mplete. Declaration of pre	eparer (other the	ng accompanying schedules and an taxpayer) is based on all inform	DIRECTO	arer has any knowledge. May retu sho	the IRS on with the win below	e prepar (see ms	er
	Print/Type preparer's n		Preparer's		T Date	Check   if PTIN			
	, unin tabo higherer a m	uitio	1 TOPATOL 5 3	ngnatur o		self- employed			
Paid						John omployed			
Preparer	Circula anno		<u> </u>		<u> </u>				
Use Only	Firm's name					Firm's EIN ►			
	Firm's address -					Phone no			
						Phone no.			

FORM 990-PF INTEREST ON SAV	INGS AND TE	EMPORARY	CASH :	INVESTMENTS	STATEMENT	1
SOURCE	(A) REVENUE PER BOOKS			(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOM	
CHECKING ACCT		1.		1.		
TOTAL TO PART I, LINE 3		1.		1.		
FORM 990-PF	OTHER	INCOME			STATEMENT	2
DESCRIPTION		(A) REVEN PER BO		(B) NET INVEST- MENT INCOME		
PARTNERSHIP K-1 DIVIDENDS			741,693.	0	•	
TOTAL TO FORM 990-PF, PART I,	, LINE 11 =		741,693.	0		
FORM 990-PF	T.F	XES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	NET II	B) NVEST- INCOME			
FORM 990-PF EXCISE TAX PARTNERSHIP K-1 FOREIGN TAXES	77,83	o.	77,830			0.
TO FORM 990-PF, PG 1, LN 18	77,83	0.	79,671			0.
FORM 990-PF	OTHER	EXPENSES		<del></del>	STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	NET I	3) NVEST- INCOME	(C) ADJUSTED NET INCOME	(D) CHARITAI PURPOSI	
MISCELLANEOUS PARTNERSHIP K-1 INVESTMENT EXPENSES		5. 0.	25 <sub>.</sub>			0.
TO FORM 990-PF, PG 1, LN 23		<del>-</del> 5.	311,782			0.
, = = · · , == · · <b>=</b> ·		<del></del>		= <del>=</del>	<del></del>	====

FORM 990-PF OTHER	INVESTMENTS		STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKE	r
EQUITY INVESTMENT IN PARTNERSHIP	COST	19,342,554.	49,042,	955.
TOTAL TO FORM 990-PF, PART II, LINE	19,342,554.	49,042,	955.	
	<del></del>			
FORM 990-PF EXPLANATION CONCERNIN	IG PART VII-A,	LINE 8B	STATEMENT	6

## EXPLANATION

VA CODE 57-49 REQUIRES NONPROFIT REGISTRATION/ANNUAL FILING WITH THE ATTORNEY GENERAL ONLY IF THE NONPROFIT WILL SOLICIT CONTRIBUTIONS IN VIRGINIA. COMMONWEALTH FOUNDATION II 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.

FORM 990-PF TRANSFERS FROM CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT
NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
COMMONWEALTH FOUNDATIONS, GP	54-1856257
ADDRESS	
800 E CANAL ST, STE 1900 RICHMOND, VA 23219	
DESCRIPTION OF TRANSFER	
CASH DISTRIBUTION	
	AMOUNT OF TRANSFER
	2,102,830.
TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES	2,102,830.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT PART VII-A, LINE 11 NAME OF CONTROLLED ENTITY .EMPLOYER ID NO COMMONWEALTH FOUNDATIONS, GP 54-1856257 ADDRESS EXCESS BUSINESS HOLDING [ ] YES [x] NO 800 E CANAL ST, STE 1900 RICHMOND, VA 23219

		LIST OF OFFICERS, DIRECTORS AND FOUNDATION MANAGERS		
NAME AND ADDRESS		ND COMPEN- /WK SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE
WILLIAM H. GOODWIN, JR. 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR,	PRESIDENT/TREASU		0.
ALICE T. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR,	SECRETARY	0.	0.
W. HUNTER GOODWIN, III 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.
MATTHEW T. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.
MOLLY G. HARDIE 2115 DOGWOOD LANE CHARLOTTESVILLE, VA 22901	DIRECTOR 0,10	0.	0.	0.
PETER O. GOODWIN 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0.10	0.	0.	0.

H7 FOUNDATION FKA COMMONWEALTH FOUNDATIO			62-1668517		
SARAH G. AUGUST 800 E CANAL ST, STE 1900 RICHMOND, VA 23219	DIRECTOR 0,10	0.	0.	0.	
TOTALS INCLUDED ON 990-PF, PAG	GE 6, PART VIII	0.	0.	0.	
	PART XV - LINE 1A OF FOUNDATION MANAGERS		STATEMENT	10	

NAME OF MANAGER

WILLIAM H. GOODWIN, JR. ALICE T. GOODWIN

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)

STATEMENT 11

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION I (EIN: 62-1668516)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION III (EIN: 62-1668518)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION IV (EIN: 62-1668519)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATION V (EIN: 62-1668521)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

NAME OF AFFILIATED OR RELATED ORGANIZATION

COMMONWEALTH FOUNDATIONS (EIN: 46-5103846)

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON DIRECTORS

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## GENERAL EXPLANATION

STATEMENT

FORM/LINE IDENTIFIER

FOOTNOTE TO FORM 990-PF

#### **EXPLANATION:**

DURING 2016, THE TAXPAYER MADE GRANTS TOTALING \$2,025,000 TO COMMONWEALTH FOUNDATIONS, A US NON-OPERATING PRIVATE FOUNDATION. DURING ITS TAX YEAR ENDED 12/31/2016 (AND BEFORE MARCH 15, 2017), COMMONWEALTH FOUNDATIONS MADE QUALIFYING DISTRIBUTIONS FROM CORPUS EQUAL TO THE \$2,025,000 IN GRANTS IT RECEIVED FROM THE TAXPAYER. THE TAXPAYER HAS OBTAINED RECORDS AND OTHER EVIDENCE SHOWING THE COMMONWEALTH FOUNDATIONS MADE SUCH QUALIFYING DISTRIBUTIONS. ACCORDINGLY, UNDER THE "TWELVE-MONTH PASS-THROUGH" RULE CONTAINED IN IRC SEC. 4942(G)(3), THE TAXPAYER HAS TREATED SUCH GRANTS AS QUALIFYING DISTRIBUTIONS WHICH WERE INCLUDED IN PART XV, LINE 3A.

#### GENERAL EXPLANATION

STATEMENT 13

FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

PART VII-A, LINE 11 - TRANSFERS FROM CONTROLLED ENTITIES

**EXPLANATION:** 

NAME OF CONTROLLED ENTITY COMMONWEALTH FOUNDATIONS, GP

EMPLOYER ID NO. 54-1856257

ADDRESS 800 E. CANAL ST., SUITE 1900 RICHMOND, VA 23219

DESCRIPTION ON TRANSFER CASH DISTRIBUTION

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES: \$2,102,830

EXCESS BUSINESS HOLDING - NO