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Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning FEB 1, 2016, and ending JAN 31, 2017

Name of foundation
THE TITMUS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
POST OFFICE BOX 10

City or town, state or province, country, and ZIP or foreign postal code
SUTHERLAND, VA 23885

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 25,450,447.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

A Employer identification number
54-6051332

B Telephone number
(804) 265-5834

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	82,770.	82,770.		STATEMENT 1
4	Dividends and interest from securities	716,690.	716,690.		
5a	Gross rents	4,200.	4,200.		STATEMENT 2
b	Net rental income or (loss)	4,200.			
6a	Net gain or (loss) from sale of assets not on line 10	199,795.			
b	Gross sales price for all assets on line 6a	243,667.			
7	Capital gain net income (from Part IV, line 2)		199,795.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)	1,370.	1,370.	0.	STATEMENT 3
11	Other income	1,004,825.	1,004,825.	0.	
12	Total. Add lines 1 through 11	1,004,825.	1,004,825.	0.	
13	Compensation of officers, directors, trustees, etc.	158,000.	65,750.	0.	92,250.
14	Other employee salaries and wages	51,212.	25,606.	0.	25,606.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	6,500.	2,600.	0.	3,900.
c	Other professional fees STMT 5	217.	87.	0.	130.
17	Interest	95.	95.	0.	0.
18	Taxes STMT 6	27,434.	11,003.	0.	11,173.
19	Depreciation and depletion	1,771.	1,771.	0.	
20	Occupancy	14,835.	5,934.	0.	8,901.
21	Travel, conferences, and meetings	492.	0.	0.	492.
22	Printing and publications				
23	Other expenses STMT 7	33,796.	15,443.	0.	18,236.
24	Total operating and administrative expenses. Add lines 13 through 23	294,352.	128,289.	0.	160,688.
25	Contributions, gifts, grants paid	1,083,767.			1,083,767.
26	Total expenses and disbursements. Add lines 24 and 25	1,378,119.	128,289.	0.	1,244,455.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<373,294.>			
b	Net investment income (if negative, enter -0-)		876,536.		
c	Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	226,515.	375,877.	375,877.
	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 ▶ 1,811,629.			
	Less: allowance for doubtful accounts ▶ 0.	2,292,387.	1,811,629.	1,811,629.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	6,978,561.	7,023,648.	21,620,140.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 656,126.			
Less: accumulated depreciation ▶	743,444.	656,126.	1,603,200.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 110,653.				
Less: accumulated depreciation STMT 9 ▶ 71,052.	41,372.	39,601.	39,601.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	10,282,279.	9,906,881.	25,450,447.	
Liabilities	17 Accounts payable and accrued expenses	2,809.	705.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,809.	705.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	10,279,470.	9,906,176.	
30 Total net assets or fund balances	10,279,470.	9,906,176.		
31 Total liabilities and net assets/fund balances	10,282,279.	9,906,881.		

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	10,279,470.
2 Enter amount from Part I, line 27a	2	<373,294.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,906,176.
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	9,906,176.

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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 SEE ATTACHMENT		P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS		P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 204,014.		43,872.	160,142.
b 39,653.			39,653.
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			160,142.
b			39,653.
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	199,795.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,266,388.	24,959,696.	.050737
2014	1,218,335.	26,346,017.	.046244
2013	1,052,341.	24,465,791.	.043013
2012	1,145,119.	22,560,408.	.050758
2011	980,043.	21,890,786.	.044770

2 Total of line 1, column (d)	2	.235522
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	.047104
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	24,882,348.
5 Multiply line 4 by line 3	5	1,172,058.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,765.
7 Add lines 5 and 6	7	1,180,823.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,244,455.

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)		1	8,765.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% 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).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	8,765.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	8,765.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,040.	
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	8,040.	
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	725.	
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A. Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► EDWARD B. TITMUS Telephone no. ► (804) 265-5834 Located at ► POST OFFICE BOX 10, SUTHERLAND, VA ZIP+4 ► 23885		
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 N/A		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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 ► 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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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	21,326,058.
b	Average of monthly cash balances	1b	345,452.
c	Fair market value of all other assets	1c	3,589,757.
d	Total (add lines 1a, b, and c)	1d	25,261,267.
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	25,261,267.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	378,919.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,882,348.
6	Minimum investment return. Enter 5% of line 5	6	1,244,117.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,244,117.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,765.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,765.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,235,352.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,235,352.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,235,352.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,244,455.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,244,455.
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	8,765.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,235,690.

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.

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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				1,235,352.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,235,943.	
b Total for prior years:		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: ► \$ 1,244,455.				
a Applied to 2015, but not more than line 2a			1,235,943.	
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				8,512.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,226,840.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	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)

N/A

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

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section
- ☐
- 4942(j)(3) or
- ☐
- 4942(j)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1,083,767.
Total			▶ 3a	1,083,767.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2016)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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.

Edward B. Titmus
Signature of officer or trustee

Date 06/14/2017

► President
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WILLIAM A. YOUNG,
JR., CPA

Preparer's signature

William A. Young

Date _____

6/13/17

Check ☐ self-employed

PTIN

P00074605

Firm's name ► MITCHELL, WIGGINS & COMPANY LLP

Firm's EIN ► 54-0565834

Firm's address ► 100 FLANK ROAD
PETERSBURG, VA 23805-9152

Phone no. 804-733-5566

Form **990-PF** (2016)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	82,770.	82,770.	82,770.
TOTAL TO PART I, LINE 3	82,770.	82,770.	82,770.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND - PRINCE GEORGE, VIRGINIA	1	4,200.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,200.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,370.	1,370.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,370.	1,370.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,500.	2,600.	0.	3,900.
TO FORM 990-PF, PG 1, LN 16B	6,500.	2,600.	0.	3,900.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OTHER FEES	217.	87.	0.	130.	
TO FORM 990-PF, PG 1, LN 16C	217.	87.	0.	130.	

FORM 990-PF		TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	15,737.	6,990.	0.	8,747.	
REAL ESTATE TAXES	4,043.	1,617.	0.	2,426.	
OTHER TAXES	2,396.	2,396.	0.	0.	
FEDERAL INCOME TAXES	5,258.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	27,434.	11,003.	0.	11,173.	

FORM 990-PF		OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
HEALTH INSURANCE	33,679.	15,443.	0.	18,236.	
NON DEDUCTIBLE EXPENSES	117.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	33,796.	15,443.	0.	18,236.	

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	7,023,648.	21,620,140.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,023,648.	21,620,140.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT

9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TYPEWRITER IBM	1,076.	1,076.	0.
FILE CABINET	138.	138.	0.
DRAPERIES	856.	856.	0.
CABINETS FOR OFFICE	1,466.	1,466.	0.
CARPET & BLINDS	1,895.	1,895.	0.
LATERAL FILE 4 DR	939.	939.	0.
COAT RACK	195.	195.	0.
SIDE CHAIRS 6	3,390.	3,390.	0.
ELECTRIC RANGE	652.	652.	0.
REFRIGERATOR	1,282.	1,282.	0.
AMERICAN CHEST	8,047.	8,047.	0.
WALNUT DESK	4,598.	4,598.	0.
CHIPPENDALE CHAIR	690.	690.	0.
WALNUT CANDLE STAND	460.	460.	0.
OFFICE FURNITURE	1,563.	1,563.	0.
OFFICE CABINETS	3,625.	3,538.	87.
DELL DIMENSION 8300 COMPUTER	1,950.	1,950.	0.
FARM HOUSE RENOVATION	11,172.	6,690.	4,482.
LANDSCAPING	11,696.	11,696.	0.
WHIPPERNOCK NEW ROOF	10,368.	4,378.	5,990.
AIR CONDITIONING UNIT CK30	1,350.	549.	801.
OFFICE FURNITURE	2,624.	2,624.	0.
GENERATOR	6,734.	6,730.	4.
HEAT PUMP WHIPPERNOCK FARM	4,575.	712.	3,863.
COMPUTER	1,473.	1,473.	0.
BASEMENT RENOVATIONS	7,468.	1,099.	6,369.
VACUUM CLEANER	735.	735.	0.
IMPROVEMENTS - WIPPERNOCK FARM (FLOORING)	3,464.	334.	3,130.
VINYL SIDING - FOUNDATION			
OFFICE	15,066.	965.	14,101.
COMPUTER (HP 23" INTEL CORE)	1,106.	332.	774.
TOTAL TO FM 990-PF, PART II, LN 14	110,653.	71,052.	39,601.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD B. TITMUS SUTHERLAND, VA 23885	PRESIDENT 30.00	0.	0.	0.
WILLIAM D. ALLEN, III DINWIDDIE, VA 23841	VICE PRESIDENT/COUNSEL 1.00	0.	0.	0.
JAMES A. BABER, IV RICHMOND, VA 23219	TREASURER 1.00	0.	0.	0.
EDWARD H. TITMUS, III SUTHERLAND, VA 23885	EXECUTIVE VICE-PRESIDENT 30.00	0.	0.	0.
KIMBERLY T. PRZYBYL RALEIGH, NC 27612	SECRETARY 30.00	0.	0.	0.
WILLIAM A. YOUNG, JR. PETERSBURG, VA 23805	VICE PRESIDENT 1.00	0.	0.	0.
ANDREW J. WHITE PETERSBURG, VA 23805	VICE PRESIDENT 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	OFFICE EQUIPMENT														
1	TYPEWRITER IBM	01/31/81	SL	5.00		16	1,076.				1,076.	1,076.		0.	1,076.
2	FILE CABINET	07/29/87	SL	10.00		16	138.				138.	138.		0.	138.
3	DRAPERIES	07/27/93	SL	10.00		16	856.				856.	856.		0.	856.
4	CABINETS FOR OFFICE	08/10/93	SL	10.00		16	1,466.				1,466.	1,466.		0.	1,466.
5	CARPET & BLINDS	08/13/93	SL	10.00		16	1,895.				1,895.	1,895.		0.	1,895.
6	LATERAL FILE 4 DR	09/02/93	SL	10.00		16	939.				939.	939.		0.	939.
7	COAT RACK	09/02/93	SL	10.00		16	195.				195.	195.		0.	195.
8	SIDE CHAIRS 6	09/02/93	SL	10.00		16	3,390.				3,390.	3,390.		0.	3,390.
9	ELECTRIC RANGE	02/22/94	SL	10.00		16	652.				652.	652.		0.	652.
10	REFRIGERATOR	02/22/94	SL	10.00		16	1,282.				1,282.	1,282.		0.	1,282.
11	AMERICAN CHEST	12/02/96	SL	10.00		16	8,047.				8,047.	8,047.		0.	8,047.
12	WALNUT DESK	12/02/96	SL	10.00		16	4,598.				4,598.	4,598.		0.	4,598.
13	CHIPPENDALE CHAIR	12/02/96	SL	10.00		16	690.				690.	690.		0.	690.
14	WALNUT CANDLE STAND	12/02/96	SL	10.00		16	460.				460.	460.		0.	460.
15	OFFICE FURNITURE	03/18/97	SL	10.00		16	1,563.				1,563.	1,563.		0.	1,563.
16	OFFICE CABINETS	04/27/01	SL	10.00		16	3,625.				3,625.	3,538.		0.	3,538.
17	DELL DIMENSION 8300 COMPUTER	09/30/03	SL	10.00		16	1,950.				1,950.	1,950.		0.	1,950.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
22	OFFICE FURNITURE	04/01/05	SL	7.00		16	2,624.				2,624.	2,624.		0.	2,624.
25	COMPUTER	08/18/10	SL	5.00		16	1,473.				1,473.	1,473.		0.	1,473.
29	VACUUM CLEANER	02/22/11	SL	5.00		16	735.				735.	723.		12.	735.
32	COMPUTER (HP 23" INTEL CORE) * 990-PF PG 1 TOTAL - OFFICE EQUIPMENT	07/21/15	SL	5.00		16	1,106.				1,106.	111.		221.	332.
	LEASEHOLD IMPROVEMENTS						38,760.				38,760.	37,666.		233.	37,899.
18	FARM HOUSE RENOVATION	09/02/93	SL	39.00	MM	16	11,172.				11,172.	6,404.		286.	6,690.
19	LANDSCAPING	01/31/95	SL	20.00		16	11,696.				11,696.	11,696.		0.	11,696.
20	WHIPPERNOCK NEW ROOF	08/08/00	SL	39.00	MM	16	10,368.				10,368.	4,112.		266.	4,378.
21	AIR CONDITIONING UNIT CK30	05/09/01	SL	39.00	MM	16	1,350.				1,350.	514.		35.	549.
23	GENERATOR	04/26/06	SL	10.00		16	6,734.				6,734.	6,562.		168.	6,730.
24	HEAT PUMP WHIPPERNOCK FARM	12/31/10	SL	39.00	MM	16	4,575.				4,575.	595.		117.	712.
28	BASEMENT RENOVATIONS	04/21/11	SL	39.00	MM	16	7,468.				7,468.	908.		191.	1,099.
30	IMPROVEMENTS - WIPPERNOCK FARM (FLOORING)	05/06/13	SL	39.00	MM	16	3,464.				3,464.	245.		89.	334.
31	VINYL SIDING - FOUNDATION OFFICE	07/31/14	SL	39.00	MM	16	15,066.				15,066.	579.		386.	965.
	* 990-PF PG 1 TOTAL - LEASEHOLD IMPROVEMENTS						71,893.				71,893.	31,615.		1,538.	33,153.
	* GRAND TOTAL 990-PF PG 1 DEPR						110,653.				110,653.	69,281.		1,771.	71,052.

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

The Titmus Foundation, Inc.
February 1, 2016 – January 31, 2016
54-6051332

<u>Date</u>	<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
06/13/16	Access Now Inc. 2821 Emerywood Parkway, Ste. 200, Richmond, VA 23294	C	Medical Care	5,000.00
06/13/16	Alice Lloyd College 100 Purpose Rd., Pippa Passes, Kentucky 41844	E	Scholarships	5,000.00
10/17/16	Alzheimer's Association-Greater Rich. PO Box 96011, Washington, DC 20090-6011	C	2016 Annual Fund	100.00
06/07/16	American Cancer Society 4240 Park Place Court, Glen Allen, VA 23058	C	Relay for Life	1,800.00
02/29/16	American Red Cross-Southside Area Chapter 22 West Washington St., Petersburg, VA 23803	C	Tornado damage in Waverly, Virginia	5,000.00
05/18/16	Apple Ridge Farm Inc. 541 Luck Ave., SW, Roanoke, VA 24016	E	Scholarships	5,000.00
01/11/17	ASK Child Cancer Foundation PO Box 17184, Richmond, VA 23226	C	Research	5,000.00
01/17/17	Baptist Retirement Homes of NC 1199 Hayes Forest Dr., Winston-Salem, NC 27106	R	Medicine from the Heart Campaign	5,000.00
07/19/16	Baptist Theological Seminary at Richmond, VA 8040 Villa Park Dr., Ste. 250, Richmond, VA 23228	R	Unrestricted gift	5,000.00
08/03/16	Barton College PO Box 5000, Wilson, NC 27893	E	2 nd pmt. on \$100,000. pledge	25,000.00
07/21/16	Beech Branch Baptist Church Sardis, GA 30456	R	General Support	1,500.00
05/23/16	Bennett College 900 E. Washington St., Greensboro, NC 27401	E	Scholarships	5,000.00
10/17/16	Bethany Christian Church 3115 Fleming Ave., Roanoke, VA 24012	R	Community Table Program	1,000.00

06/30/16	Bethany House of Northern VA., Inc. 6601 Little River Turnpike, Ste. 110 Alexandria, VA 22312	R	Family Assistance Program	5,000.00
07/25/16	Bott Memorial Presbyterian Church DeWitt, VA 23840	R	Din. Dixie Youth Baseball	2,000.00
10/05/16	Camp Holiday Trails 400 Holiday Trails Lane, Charlottesville, VA 22903	C	General Support	2,000.00
05/20/16	Camp Virginia Jaycee, Inc. PO Box 648, Blue Ridge, VA 24064	E	Operating Support	5,000.00
01/20/17	Campbell University PO Box 116, Buies Creek, NC 27506	E	Pmt. on \$300,000. pledge	142,500.00
06/28/16	CARES PO Box 1167, Petersburg, VA 23804-1167	C	General Support	3,800.00
07/26/16	Care Net Counseling 610 S. College Rd., Wilmington, NC 28403	C	General Support	2,500.00
11/22/16	Catawba Medical Foundation 810 Fairgrove Church Rd., SE, Hickory, NC 28602	E	1 st pmt. on pledge of \$150,000.00	50,000.00
07/28/16	Catholics for Housing 18139 Triangle Shopping Plaza, Ste. 209 Dumfries, VA 22026-2582	R	Affordable Housing	2,500.00
02/23/16	Chesapeake Bay Foundation 6 Herndon Ave., Annapolis, Maryland 21403	E	General Support	5,000.00
03/22/16	Chesterfield CASA, Inc. 9457 Amberdale Dr., Richmond, VA 23236	C	To continue support in Chesterfield & CH	1,500.00
07/13/16	Chesterfield Food Bank 12211 Iron Bridge Rd., Chester, VA 23831	C	Food Purchase	5,000.00
04/12/16	Children First/CIS of Buncombe County 50 S. French Broad Ave., Ste. 246, Asheville, NC 28801	E	Learning Center Program	5,000.00
07/27/16	Commonwealth Catholic Charities 1601 Rolling Hills Dr., Richmond, VA 23229	R	Vehicle Purchase	7,000.00
07/28/16	Conexus 11618 Busy St., Richmond, VA 23236	C	VisioCheck Delivery	5,000.00

04/18/16	CrossOver Healthcare Ministry 8600 Quioccasin Rd., Ste. 102, Richmond, VA 23229	R	Nurse Practitioner Project	5,000.00
04/12/16	Danville-Pittsylvania Community Ser. 245 Harrison St., Danville, VA 24540	C	Assist. for homeless in getting transitions Housing	3,500.00
07/27/16	Destination Church 5280 Oaklawn Blvd., Hopewell, VA 23860	R	Dinwiddie Dixie Angels	2,000.00
07/26/16	Dinwiddie Cow Bell Booster Club 4725 Woodstream Dr., N. Dinwiddie, VA 23803	E	Pregame Meals	1,000.00
07/28/16	Dinwiddie Fire & EMS 13910 Courthouse Rd., Dinwiddie, VA 23841	E	Public Relations Education	3,000.00
12/27/16	Doctors Without Borders 333 Seventh Ave., New York, NY 10001-5004	C	Medical Assistance outside the USA	5,000.00
08/05/16	Duke Children's Hospital 710 West Main St., Ste. 200, Durham, NC 27701	C	General Support	30,000.00
07/27/16	Elijah House Academy 6627-B Jahnke Rd., Richmond, VA 23225	E	Scholarships	4,000.00
08/08/16	Elk Hill PO Box 99, Goochland, VA 23063	E	Literacy for Life	25,000.00
11/22/16	Empty Arms Outreach Ministries, Inc. 4526 Brickwood Meadow Ct., Petersburg, VA 23803	R	Facilities Upkeep	1,000.00
01/20/17	Fellowship of Christian Athletes 320 Newcastle Dr., Colonial Heights, VA 23834	R	General Support	2,500.00
07/21/16	First McCoy Baptist Church Sardis, GA 30456	R	General Support	1,500.00
01/13/17	ForKids PO Box 6044, Norfolk, VA 23508	C	Emergency Assistance Program	5,000.00
07/27/16	Fork Union Military Academy PO Box 278, Fork Union, VA 23055	E	Science Lab Update	5,000.00
01/13/17	Free Clinic of Danville 133 South Ridge St., Danville, VA 24543	C	Restocking Supplies	2,500.00

01/13/17	Free Med. Clinic of N. Shenandoah Valley 301 North Cameron St., Winchester, VA 22601	C	Project F.I.R.S.T	5,000.00
01/03/17	Friends of the Rich. Mounted Squad 507 N. Boulevard, Unit 20, Richmond, VA 23220	C	Match for Squad's new facilities	5,000.00
11/22/16	Full Circle 10611 Patterson Ave., Richmond, VA 23238	C	Family Programs	2,500.00
05/13/16	Gateway Homes, Inc. PO Box 460, Chesterfield, VA 23832	C	Training clients for independent living	5,000.00
07/13/16	Grace Inside 2828 Emerywood Parkway, Richmond, VA 23294-3718	R	Chaplain at Nottoway Correctional Ctr.	5,000.00
12/30/16	Harnett Co. Historical Society Found. PO Box 5286, Pinehurst, NC 28374	C	General Support	5,000.00
07/13/16	Health Brigade 1010 North Thompson St., Richmond, VA 23230	C	Patient-Centered Medical Home Project	5,000.00
03/14/16	Heart of Virginia Free Clinic PO Box 142, Farmville, VA 23901	C	The pur. of bulk generic medications	5,000.00
08/05/16	Heritage Middle School	E	LCD Project and iPads and Carts	18,752.95
08/24/16	Heritage High School Band Boosters, Inc. 1150 Forestville Rd., Wake Forest, NC 27587	E	New drums, covers, & stands	20,759.36
01/13/17	Historic St. Luke's Restoration 14477 Benn's Church Blvd., Smithfield, VA 23430	E	Educating school children about Virginia's Colony history	2,500.00
07/29/16	Hospital Hospitality House 612 E. Marshall St., Richmond, VA 23219	R	Family Assistance Program	5,000.00
06/17/16	House of Mercy, Inc. PO Box 808, Belmont, NC 28012	C	Operating Expenses	1,000.00
07/28/16	InterVarsity Christian Fellowship/USA PO Box 7895, Madison, WI 53707-7895	R	Longwood University	5,000.00
06/10/16	James River District of the UMC PO Box 3413, Petersburg, VA 23805	R	Dendron United Methodist Church repair	5,000.00

06/22/16	Junior Achievement of Central Virginia E 7217 West Broad St., Richmond, VA 23294	Investment in public school students	5,000.00
07/13/16	King University E 1350 King College Rd., Bristol, TN 37620-2699	Scholarships	5,000.00
09/30/16	Leigh Street Baptist Church C 517 North 25 th St., Richmond, VA 23223	Pipe Organ Restoration	5,000.00
05/18/16	Lewis Ginter Botanical Garden E 1800 Lakeside Ave., Richmond, VA 23228-4700	Education Classes and camps	5,000.00
11/22/16	Little Sisters of the Poor C 1503 Michael Rd., Richmond, VA 23229	General Support	5,000.00
05/27/16	Lord Fairfax Community College E 173 Skirmisher Lane, Middletown, VA 22645-1745	Nursing Scholarships	5,000.00
07/11/16	Lutheran Family Services of Virginia R 2609 McVitty Rd., Roanoke, VA 24018	Assistance in van purchase	5,000.00
07/21/16	Marmora Baptist Church R 2901 Exeter Mill Rd., Church Road, VA 23833	General Support	5,000.00
01/13/17	Maymont Foundation C 1700 Hampton St., Richmond, VA 23220	General Support	2,500.00
04/12/16	Mercy Medical Angels C 4620 Haygood Rd., Ste. 1, Virginia Beach, VA 23455	Service Dogs	5,000.00
04/14/16	Namozine Volunteer Fire & EMS C 3913 Pelham Ave., Petersburg, VA 23803	General Support	5,000.00
03/25/16	Norfolk Senior Center C 7300 Newport Ave., Ste. 100, Norfolk, VA 23505	Program Support	5,000.00
07/26/16	NC Assoc. for Scholastic Activities E 1021 Lyndhurst Falls Lane, Knightdale, NC 27545	General Support	1,000.00
04/26/16	NC Agricultural Foundation, Inc. E Box 7645, Raleigh, NC 27690-0739	The Titmus Foundation Agricultural Scholarship Endowment	5,000.00
04/05/16	N.C. State University Foundation, Inc. E Campus Box 7306, Raleigh, NC 27695-7306	Robin Harris Dance Program Endowment	5,000.00

08/01/16	Oak Hill Academy 2635 Oak Hill Rd., Mouth of Wilson, VA 24363-3004	E	Building Program	5,000.00
01/19/17	Oak Street A.M.E. Zion Church PO Box 2154, Petersburg, VA 23804	R	Memoriam	5,000.00
03/04/16	Ocran United Methodist Church PO Box 309, Sutherland, VA 23885	R	James River District Tornado damage	10,000.00
07/25/16	Ocran United Methodist Church PO Box 309, Sutherland, VA 23885	R	Family Assistance Fund (Education)	1,000.00
02/02/16	Patrick Henry Family Services 1621 Enterprise Dr., Lynchburg, VA 24502	C	Matching gift	45,586.00
09/08/16	Patrick Henry Family Service 860 Red Hill Rd., Brookneal, VA 24528	E	Bal. due on pledge dated 8/7/14	29,414.00
12/28/16	Petersburg Library Foundation PO Box 3435, Petersburg, VA 23805	E	Early Childhood Literacy Initiative	5,000.00
03/22/16	Piedmont CASA 818 East High St., Charlottesville, VA 22902	C	General Support	1,500.00
12/30/16	Pine Grove Baptist Church 22218 Dabney Mill Rd., N. Dinwiddie, VA 23803	R	Honduras Mission Trip	5,000.00
01/13/17	Pregnancy Support Ctr. Of the Tri-Cities 700 South Sycamore St., Petersburg, VA 23803	C	Requested Expenditures	5,000.00
02/23/16	Preservation Virginia 204 West Franklin St., Richmond, VA 23220-5012	C	The Historic Farmers Bank	5,000.00
07/19/16	Prince George Dept. of Social Services PO Box 68, Prince George, VA 23875	E	Annual Back to School Fair	1,000.00
07/11/16	R. E. Lee Memorial Episcopal Church 123 West Washington St., Lexington, VA 24450	R	Restoration Project	5,000.00
12/28/16	Richard Bland College Foundation 11301 Johnson Rd., South Prince George, VA 23805	E	2016 Annual Fund	5,000.00
12/27/16	Richmond Friends of the Homeless LTD 4600 Jaydee Dr., Moseley, VA 23120	C	Feeding the Homeless	5,000.00
04/12/16	Riverside School 2110 McRae Rd., North Chesterfield, VA 23235	E	Language Fundamentals Program	5,000.00

01/13/17	Rockbridge Area Hospice 315 Myers St., Lexington, VA 24450	E	3 Surface Pro Tablet Computers	3,000.00
10/14/16	St. Elpis Greek Orthodox Church 107 Memorial Ave., Hopewell, VA 23860	R	General Support	5,000.00
06/21/16	St. John's Church Foundation 2319 E. Broad St., Richmond, VA 23223	R	Church Underpinning	5,000.00
05/11/16	St. Jude Children's Research Hospital 501 St. Jude Place, Memphis, TN 38105-1942	E	Treatment Options	5,000.00
08/08/16	St. Mary's Health Wagon PO Box 7070, Wise, VA 24293	C	The Brighter Future for Southwest Virginia Campaign	100,000.00
07/19/16	St. Stephens Episcopal Church 228 Halifax St., Petersburg, VA 23803	R	Assist. in renovation of physical plant	5,000.00
06/17/16	Saint Francis Home 65 West Clopton St., Richmond, VA 23225-3952	R	To pur. the HVAC Unit in Liguori Hall	5,000.00
08/03/16	Science Museum of Virginia PO Box 11624, Richmond, VA 23230-0624	E	2 nd pmt. on \$100,000. pledge	25,000.00
07/21/16	Second McCoy Baptist Church Sardis, GA 30456	R	General Support	1,500.00
05/13/16	Serenity PO Box 131, Petersburg, VA 23804	C	Client Housing	5,000.00
12/28/16	Society of St. Andrew 3383 Sweet Hollow Rd., Big Island, VA 24526-8517	R	Gleaming Programs in VA.	5,000.00
07/19/16	Southside Health Education Foundation PO Box 867, Colonial Heights, VA 23834	E	Southside Health Careers Exploring Program	5,000.00
07/28/16	SHMC Tredegar Iron, Inc. PO Box 52, Colonial Heights, VA 23834	C	To pur. Holiday Wreaths to be placed on the graves of our warriors at the Quantico National Cemetery	1,000.00
03/25/16	Swim RVA 5050 Ridgedale Parkway, Richmond, VA 23234	C	Learn-to-Swim Program	5,000.00
05/13/16	The Arc of Central Virginia 1508 Bedford Ave., Lynchburg, VA 24504	E	Scholarships	5,000.00

07/19/16	The Bridge Ministry 3054 Dixie Hill Rd., Buckingham, VA 23921	R	Purchase of tools	10,000.00
02/23/16	The Catholic University of America Office of University Development Washington, DC 20064	R	Edward & Jessie Przybyl Scholarship Fund	5,000.00
08/03/16	The College of William Mary PO Box 1693, Williamsburg, VA 23187-1693	E	4 th pmt. on \$100,000. pledge	20,000.00
07/29/16	The Hymn Society 3400 Brook Rd., Richmond, VA 23227	R	General Support	5,000.00
03/16/16	The Leukemia and Lymphoma Society 5540 Falmouth St., Ste. 101, Richmond, VA 23230	E	Research	5,000.00
10/17/16	The Salvation Army 2626 Pennsylvania Ave., NW, Washington, DC 20037	C	Hurricane Matthew	5,000.00
07/27/16	Triangle Family Services 3937 Western Blvd., Raleigh, NC 27606	E	Criminal Justice Interns	5,000.00
08/05/16	Union Presbyterian Seminary 3401 Brook Rd., Richmond, VA 23227	R	Richmond Hall Renovation	50,000.00
02/22/16	University of the Cumberland 6191 College Station Dr., Williamsburg, KY 40769	E	Assistance for needy students	5,000.00
03/22/16	University of Richmond 28 Westhampton Way University of Richmond, VA 23173	E	Titmus Scholarship Endowment Fund	5,000.00
11/22/16	VA Assoc. of Soil & Water Conservation 100-B Dominion Dr., Farmville, VA 23901	C	Asst. in funding 25% gap client owes	2,500.00
05/13/16	Virginia Baptist Homes Foundation 1900 Lauderdale Dr., Richmond, VA 23238	R	Benevolent Needs	5,000.00
01/20/17	Virginia Foundation for the Humanities 145 Ednam Dr., Charlottesville, VA 22903-4629	E	Support of Encyclopedia Virginia	25,000.00
09/29/16	Virginia State University PO Box 9081, Petersburg, VA 23806	E	Dinwiddie Chapter VSUAA	500.00
06/22/16	Virginia Supportive Housing 5008 Monument Ave., Ste. 200, Richmond, VA 23230	C	HVD's 25% funding match	5,000.00

07/21/16	Virginia Union University 1500 Lombardy St., Richmond, VA 23220	E	Gracie Jeter & Andrew Jackson White Scholarship Fund	5,000.00
11/22/16	Wake Forest United Methodist Church 905 South Main St., Wake Forest, NC 27587	R	Flood Relief	10,000.00
11/02/16	Washington St. United Meth. Church 22 E. Washington St., Petersburg, VA 23803	R	Roof Replacement	5,000.00
07/27/16	WATTS PO Box 2936, Winchester, VA 22605	C	Temporary Thermal Shelter	5,000.00
10/05/16	Williams Christmas Kids Foundation 506 Battista Court #201, Chester, VA 23836	E	General Support	1,000.00
02/23/16	Williamsburg Area Meals on Wheels PO Box 709, Williamsburg, VA 23187	C	Recipients unable to pay for meals	2,500.00
02/11/16	Wounded Warrior Project PO Box 758540, Topeka, Kansas 66675-8540	C	WWP Fund Drive	5,000.00
03/25/16	YWCA of Richmond 6 North 5 th St., Richmond, VA 23219	C	Domestic Violence Program	5,000.00

Total Contributions	\$	1,083,712.31
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Additional contributions reported on form K-1		<u>55.00</u>
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Total Contributions reported on 990-PF		<u>\$1,083,767.31</u>
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The Titmus Foundation, Inc.
Book Value of Investments - Corporate Stock
Part II, Line 10b, Column b
01/31/2017

Abbott Labs	133,264
Abbvie Inc	144,514
Advansix Inc.	644
AT & T - Bellsouth	137,884
Bank of McKenney Va Cap Stk	36,617
BB&T Corp Dep SHS Repstg 1/1000	632,491
BP PLC	208,967
Bristol Myers Squibb	91,004
Chevron Corp	525,594
Colgate-Palmolive Co	40,252
ConocoPhillips	246,242
DNP Select Income Fund Inc.	64,970
Dominion Resources Inc.	196,562
Donnelley Financial	17,447
Donnelley RR & Sons Company	48,201
Dow Chemical Company	365,010
Du Pont E.I. De Nemour & Compan	239,173
Duke Energy Corporation	241,516
Exxon Mobil Corporation	546,693
Ford Motor Company	129,155
General Electric	50,250
Halliburton Company	41,805
Hershey Food Corp	92,671
Honeywell, Intl	120,149
Kellogg Company	143,692
LSC Communications Inc.	21,730
Merck & Company	148,510
Nisource, Inc.	24,557
Nustar Energy LP - Valero LP	12,187
Pepsico, Inc.	43,902
Pfizer, Inc.	392,761
Phillips 66	73,179
Plains All American Pipeline LP	2,571
Plum Creek Timber Company Inc.	200,605
Potash Corp of Saskatchewan Inc	356,902
Procter & Gamble Company	164,771
Schlumberger Limited	42,022
Spectra Energy	114,650
Tortoise Energy Infrastructure	38,326
Tortoise MLP Fund Inc	89,315
United Dominion Realty Trust	297,596
Verizon Communications	223,329
Walgreens Boots Alliance, Inc.	127,423
Washington R Est In Tru Sh Ben	154,544
Total	7,023,648

Part IV - Capital Gains and Losses for Tax on Investment Income

Page 1 of 1

Shares	Description	Acquired	Sold	Sales Price	Cost	Gain(Loss)
Long Term						
8,000.000	Columbia Pipeline Grp	VARIOUS	07/01/16	204,000.00	43,847.60	160,152.40
0.667	DONNELLEY RR&SONS NEW	06/03/14	10/07/16	14.35	24.00	(9.65)
Total Long Term Sales				204,014.35	43,871.60	160,142.75
Grand Totals				204,014.35	43,871.60	160,142.75
Capital Gain Distributions from 1099-DIV						
					Capital Gain	Non dividend
Scott & Stringfellow					27,766.08	
Dnp Sel Incm Fd Inc						790.83
Tortoise Mlp Fund Inc						5,070.00
Wash Real Estate Inv Tu						3,898.00
Janney					2,480.00	
Tortoise Energy Infra						1,498.80
Tortoise Mlp Fund Inc						1,690.00
NuStar Energy LP					(27.00)	
Plains All American Pipeline					2,409.00	
Securities Litigation Settlement					7,025.05	
Totals					39,653.13	12,947.63
Timber Sales						
Gross Proceeds					-	
Total Capital Gains					199,795.88	