

EXTENDED TO NOVEMBER 15, 2019

Return of Private Foundation

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

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OMB No 1545-0052

2018

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2018 or tax year beginning

, and ending

Name of foundation ALLEGHANY FOUNDATION		A Employer identification number 54-1027400
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 1176		B Telephone number (540) 962-0970
City or town, state or province, country, and ZIP or foreign postal code COVINGTON, VA 24426		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 55,018,546.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,029,044.	1,029,044.		STATEMENT 1
5a Gross rents		12,050.	12,050.		STATEMENT 2
b Net rental income or (loss) 8,606.					STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10		1,458,566.			
b Gross sales price for all assets on line 6a 3,759,992.					
7 Capital gain net income (from Part IV, line 2)			1,458,566.		
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)					
11 Other income		38,615.	-10,969.		STATEMENT 4
12 Total. Add lines 1 through 11		2,538,275.	2,488,691.		
13 Compensation of officers, directors, trustees, etc.		154,500.	15,450.		139,050.
14 Other employee salaries and wages		85,730.	17,629.		68,101.
15 Pension plans, employee benefits		59,145.	8,237.		50,908.
16a Legal fees STMT 5		1,146.	229.		917.
b Accounting fees STMT 6		41,546.	23,631.		17,915.
c Other professional fees STMT 7		454,159.	397,671.		56,488.
17 Interest					
18 Taxes STMT 8		-25,204.	55,457.		25.
19 Depreciation and depletion		49,080.	2,283.		
20 Occupancy		25,523.	1,161.		24,362.
21 Travel, conferences, and meetings		44,378.	4,140.		40,238.
22 Printing and publications		10,512.	0.		10,512.
23 Other expenses STMT 9		18,800.	0.		18,800.
24 Total operating and administrative expenses. Add lines 13 through 23		919,315.	525,888.		427,316.
25 Contributions, gifts, grants paid		1,130,239.			2,225,218.
26 Total expenses and disbursements. Add lines 24 and 25		2,049,554.	525,888.		2,652,534.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		488,721.			
b Net investment income (if negative, enter -0-)			1,962,803.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	162,070.	216,179.	216,179.
	2 Savings and temporary cash investments	250,876.	250,876.	250,876.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12		51,218,915.	50,762,147.	51,239,783.
14 Land, buildings, and equipment basis ▶ 1,367,863.				
Less accumulated depreciation ▶ 215,636.		1,191,507.	1,152,227.	1,152,227.
15 Other assets (describe ▶ STATEMENT 13)		3,100,957.	2,159,481.	2,159,481.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		55,924,325.	54,540,910.	55,018,546.
17 Accounts payable and accrued expenses		26,250.	26,500.	
18 Grants payable		3,416,398.	2,321,419.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 14)	117,557.	9,553.	
	23 Total liabilities (add lines 17 through 22)	3,560,205.	2,357,472.	
	24 Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ☒	52,364,120.	52,183,438.	
	25 Unrestricted			
	26 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	52,364,120.	52,183,438.		
31 Total liabilities and net assets/fund balances	55,924,325.	54,540,910.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	52,364,120.
2 Enter amount from Part I, line 27a	2	488,721.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	52,852,841.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	669,403.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,183,438.

Form 990-PF (2018)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 3,759,992.		2,301,426.	1,458,566.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,458,566.	
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 1,458,566.
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 7 If (loss), enter -0- in Part I, line 7 }		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 doesn't 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))
2017	2,940,948.	54,515,229.	.053947
2016	6,992,459.	52,993,948.	.131948
2015	5,536,687.	59,987,361.	.092298
2014	3,197,789.	67,341,040.	.047486
2013	3,076,255.	64,952,608.	.047362
2 Total of line 1, column (d)			2 .373041
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .074608
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 56,876,466.
5 Multiply line 4 by line 3			5 4,243,439.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19,628.
7 Add lines 5 and 6			7 4,263,067.
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 2,652,534.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax

80,744. Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions.

VA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Form 990-PF (2018)

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	11	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.ALLEGHANYFOUNDATION.ORG	13	X
14 The books are in care of MARY FANT DONNAN Telephone no. 540-962-0970 Located at PO BOX 1176, COVINGTON, VA ZIP+4 24426		
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 2018, 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	16	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 ☐	1b	X
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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years N/A 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 2018 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 2018.) 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 2018?	4b	X

Form 990-PF (2018)

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

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?

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and 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 15		154,500.	31,506.	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

Form 990-PF (2018)

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	56,453,896.
b	Average of monthly cash balances	1b	537,897.
c	Fair market value of all other assets	1c	750,812.
d	Total (add lines 1a, b, and c)	1d	57,742,605.
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	57,742,605.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	866,139.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,876,466.
6	Minimum investment return. Enter 5% of line 5	6	2,843,823.

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	2,843,823.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	39,256.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	8,684.
c	Add lines 2a and 2b	2c	47,940.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,795,883.
4	Recoveries of amounts treated as qualifying distributions	4	1,500,000.
5	Add lines 3 and 4	5	4,295,883.
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	4,295,883.

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	2,652,534.
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	0.
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	2,652,534.
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	2,652,534.

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.

Form 990-PF (2018)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				4,295,883.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015	159,235.			
d From 2016	4,359,288.			
e From 2017	270,045.			
f Total of lines 3a through e	4,788,568.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 2,652,534.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2018 distributable amount				2,652,534.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	1,643,349.			1,643,349.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,145,219.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	3,145,219.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016	2,875,174.			
d Excess from 2017	270,045.			
e Excess from 2018				

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

Recipient Name and address (home or business)	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
a Paid during the year				
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	VISION 2025 - WEBSTORE & SMALL BUSINESS WORKING GROUP	1,137.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ANNUAL CAMPAIGN MATCH	1,367.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	RECRUITMENT, RETENTION & PROMOTION FOR THE ALLEGHANY HIGHLANDS	2,451.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	VISION 2025 - INDUSTRIAL HERITAGE & TECHNOLOGY WORKING GROUP	4,306.
JACKSON RIVER ENTERPRISES 825 W EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	URE GROWTH AND DEVELOPMENT	6,228.
Total	SEE CONTINUATION SHEET(S) ▶ 3a			2,225,218.
b Approved for future payment				
UNIFIED HUMAN SERVICES TRANSPORTATION SYSTEMS, INC. P O BOX 13825 ROANOKE, VA 24037	NONE	509(A)(1) PUBLIC CHARITY	LOCAL MATCH FOR MOUNTAIN EXPRESS REPLACEMENT VEHICLES	2,751.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING THE ALLEGHANY HIGHLANDS 2018-2020	73,030.
ALLEGHANY HIGHLANDS ARTS COUNCIL 111 N LEXINGTON AVENUE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS & RESIDENCY ACTIVITIES 2018-19	39,534.
Total	SEE CONTINUATION SHEET(S) ▶ 3b			771,697.

Form 990-PF (2018)

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

- | | | | |
|---|--|-------|-----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.

Signature of officer or trustee

Date _____

Title

→ President

May the IRS discuss this return with the preparer shown below? See instr

☒ Yes ☐ No

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

JEFF SMITH

JEFF SMITH

11/04/19

P00446095

Firm's name ► **BROWN, EDWARDS & COMPANY, L.L.P.**

Firm's EIN ▶ 54-0504608

Firm's address ► 1909 FINANCIAL DR
HARRISONBURG, VA 22801

Phone no. 540-434-6736

Form **990-PF** (2018)

ALLEGHANY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
54-1027400 PAGE 1 OF 2

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	FROM K-1: COMMONFUND CAPITAL - STCG	P	VARIOUS	12/31/18
b	FROM K-1: COMMONFUND CAPITAL - LTCG	P	VARIOUS	12/31/18
c	FROM K-1: COMMONFUND CAPITAL - 1231 GAIN	P	VARIOUS	12/31/18
d	FROM K-1: TRG FORESTRY FUND 8B - 1231 GAIN	P	VARIOUS	12/31/18
e	FROM K-1: PRIVATE ADVISORS SCBF III - STCG	P	VARIOUS	12/31/18
f	FROM K-1: PRIVATE ADVISORS SCBF III - LTCG	P	VARIOUS	12/31/18
g	FROM K-1: PRIVATE ADVISORS SCBF III - 1231 LOSS	P	VARIOUS	12/31/18
h	FROM K-1: PROPERTY HOLDINGS IV, LLC - LTCG	P	VARIOUS	12/31/18
i	FROM K-1: MIT PRIVATE EQUITY FUND II - STCG	P	VARIOUS	12/31/18
j	FROM K-1: MIT PRIVATE EQUITY FUND II - LTCG	P	VARIOUS	12/31/18
k	FROM K-1: MIT PRIVATE EQUITY FUND II - 1231 LOSS	P	VARIOUS	12/31/18
l	FROM K-1: MA INVESTORS FUND 1 - LTCG	P	VARIOUS	12/31/18
m	FROM K-1: MA INVESTORS FUND 1 - 1231 GAIN	P	VARIOUS	12/31/18
n	FROM K-1: MA RESOURCES FUND 1 - LTCG	P	VARIOUS	12/31/18
o	FROM K-1: MA RESOURCES FUND 1 - 1231 LOSS	P	VARIOUS	12/31/18

(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	373.		373.
b	180.		180.
c	13,859.		13,859.
d	3,139.		3,139.
e	256.		256.
f	31,602.		31,602.
g		74.	-74.
h	145,038.		145,038.
i		947.	-947.
j	12,146.		12,146.
k		264.	-264.
l		717.	-717.
m	56,773.		56,773.
n		103,300.	-103,300.
o		1,355.	-1,355.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			373.
b			180.
c			13,859.
d			3,139.
e			256.
f			31,602.
g			-74.
h			145,038.
i			-947.
j			12,146.
k			-264.
l			-717.
m			56,773.
n			-103,300.
o			-1,355.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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04-01-18

ALLEGHANY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
54-1027400 PAGE 2 OF 2

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 FROM K-1: TIFF SECONDARY PARTNERS I - LTCG	P	VARIOUS	12/31/18
b FROM K-1: TIFF SECONDARY PARTNERS II - LTCG	P	VARIOUS	12/31/18
c FROM K-1: COLCHESTER GLOBAL BOND FUND - STCL	P	VARIOUS	12/31/18
d FROM K-1: COLCHESTER GLOBAL BOND FUND - LTCL	P	VARIOUS	12/31/18
e FROM K-1: MA ENDOWMENT PARTNERS, LP - STCG	P	VARIOUS	12/31/18
f FROM K-1: MA ENDOWMENT PARTNERS, LP - LTCL	P	VARIOUS	12/31/18
g 50,123.273 SH GLOBAL EQUITY FUND	P	VARIOUS	12/31/18
h 49,711.602 SH SHORT-TERM BOND INDEX ADM	P	VARIOUS	12/31/18
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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		244,838.	-244,838.
b 5,980.			5,980.
c		260.	-260.
d 6,096.			6,096.
e		53,079.	-53,079.
f 967,219.			967,219.
g 1,600,000.		1,378,097.	221,903.
h 510,000.		518,495.	-8,495.
i 407,331.			407,331.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-244,838.
b			5,980.
c			-260.
d			6,096.
e			-53,079.
f			967,219.
g			221,903.
h			-8,495.
i			407,331.
j			
k			
l			
m			
n			
o			

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	1,458,566.
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	3	N/A

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04-01-18

ALLEGHANY FOUNDATION

54-1027400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	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
ALLEGHANY HUMANE SOCIETY P O BOX 60 LOW MOOR, VA 24457	NONE	509(A)(1) PUBLIC CHARITY	EXECUTIVE DIRECTOR OF OPERATIONS AND ANIMAL WELFARE	8,749.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	10,951.
SAFEHOME SYSTEMS, INC. P O BOX 748 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	BUILDING IMPROVEMENTS	11,572.
DABNEY S. LANCASTER COMMUNITY COLLEGE P O BOX 1000 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	CONTINUATION AND EXPANSION OF EMS TRAINING PROGRAM	12,931.
ALLEGHANY HIGHLANDS ARTS COUNCIL 450 W MAIN STREET, SUITE 100 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS & RESIDENCY ACTIVITIES 2017-18	22,220.
ALLEGHANY HIGHLANDS REGIONAL LIBRARY 406 W RIVERSIDE STREET COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	BUILDING MAINTENANCE UPGRADES	30,000.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING THE ALLEGHANY HIGHLANDS 2014-2016	31,284.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2018 ANNUAL CAMPAIGN MATCH	43,969.
TOWN OF CLIFTON FORGE P O BOX 631 CLIFTON FORGE, VA 24422	NONE	509(A)(1) GOVERNMENTAL AGENCY	LOWER ROXBURY NEIGHBORHOOD REVITALIZATION PROJECT PHASE 2	57,330.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	PHYSICIAN RECRUITMENT THROUGH MEDICAL SCHOOL LOAN ASSISTANCE	60,000.
Total from continuation sheets				2,209,729.

ALLEGHANY FOUNDATION

54-1027400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	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
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	OPERATIONAL FUNDS & PROGRAM SUPPORT	76,845.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	YMCA ENERGY STUDY IMPLEMENTATION	78,250.
VIRGINIA COMMUNITY CAPITAL 100 WEST FRANKLIN STREET, SUITE 200 RICHMOND, VA 23220	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY HIGHLANDS LOAN PROGRAM	80,307.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	EARLY LEARNING PROGRAM	98,696.
ALLEGHANY HIGHLANDS ECONOMIC DEVELOPMENT CORPORATION 1000 DABNEY DRIVE, SUITE 510 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	EXECUTIVE DIRECTOR & PROJECT SUPPORT POSITIONS	128,174.
JOINT SCHOOL SYSTEMS - ALLEGHANY COUNTY PUBLIC SCHOOLS & COVINGTON CITY PUB PO DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	CONTINUATION OF NURSING PROGRAM - GREATER ALLEGHANY SCHOOL HEALTH PROJECT	141,622.
ALLEGHANY COUNTY 9212 WINTERBERRY AVENUE, SUITE F COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	JRTC WELDING LAB UPGRADE & ENHANCEMENT	143,382.
DSLCC EDUCATIONAL FOUNDATION 1000 DABNEY DRIVE CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	DSLCC VISION 2020 INCREASING EDUCATIONAL ATTAINMENT	261,097.
ALLEGHANY HISTORICAL SOCIETY P O BOX 384 COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHANY HIGHLANDS INDUSTRIAL HERITAGE AND TECHNOLOGY DISCOVERY CENTER	532,072.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	FUNDRAISING MATCH	35,000.
Total from continuation sheets				

ALLEGHANY FOUNDATION

54-1027400

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
UNIFIED HUMAN SERVICES TRANSPORTATION SYSTEMS, INC. P O BOX 13825 ROANOKE, VA 24037	NONE	509(A)(1) PUBLIC CHARITY	LOCAL MATCH FOR MOUNTAIN EXPRESS REPLACEMENT VEHICLES	2,753.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MARKETING THE ALLEGHANY HIGHLANDS 2018-2020	70,970.
ALLEGHANY HIGHLANDS ARTS COUNCIL 111 N LEXINGTON AVENUE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	MATCHING FUNDS & RESIDENCY ACTIVITIES 2018-19	30,466.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	EARLY LEARNING PROGRAM FINANCIAL ASSISTANCE	58,678.
COVINGTON CITY PUBLIC SCHOOLS 340 E WALNUT STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	2018 JOINT SCHOOLS RESPONSIVE CLASSROOM FOR ELEMENTARY	43,623.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	9,585.
ALLEGHANY COUNTY PUBLIC SCHOOLS P O DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	ALLEGHANY HIGH SCHOOL - A NEW TECH NETWORK SCHOOL	114,223.
ALLEGHANY HIGHLANDS CHAMBER OF COMMERCE AND TOURISM 110 MALL ROAD COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	AGENTS OF DISCOVERY	5,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DOLLY PARTON IMAGINATION LIBRARY PROGRAM 2018/2019	4,980.
JACKSON RIVER ENTERPRISES 825 WEST EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	JRE DAY SUPPORT INITIATIVE & EXPANDED COMMUNITY SUPPORT	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	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
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	EARLY LEARNING PROGRAM FINANCIAL ASSISTANCE	97,322.
COVINGTON CITY PUBLIC SCHOOLS 340 E WALNUT STREET COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	2018 JOINT SCHOOLS RESPONSIVE CLASSROOM FOR ELEMENTARY	47,377.
GARTH NEWEL MUSIC CENTER P O BOX 240 WARM SPRINGS, VA 24484	NONE	509(A)(1) PUBLIC CHARITY	ALLEGHENY MOUNTAIN STRING PROJECT	8,565.
ALLEGHANY COUNTY PUBLIC SCHOOLS P O DRAWER 140 LOW MOOR, VA 24457	NONE	509(A)(1) GOVERNMENTAL AGENCY	ALLEGHANY HIGH SCHOOL - A NEW TECH NETWORK SCHOOL	175,777.
ALLEGHANY COUNTY 9212 WINTERBERRY AVE COVINGTON, VA 24426	NONE	509(A)(1) GOVERNMENTAL AGENCY	ALLEGHANY FIRE & RESCUE ASSOCIATION STRUCTURAL FIREFIGHTING CLOTHING	49,106.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	DOLLY PARTON IMAGINATION LIBRARY PROGRAM 2018/2019	13,860.
ALLEGHANY HIGHLANDS ARTS & CRAFTS CENTER P O BOX 273 CLIFTON FORGE, VA 24422	NONE	509(A)(1) PUBLIC CHARITY	GENERATING INCENTIVES - A FUND RAISING MATCH	35,000.
ALLEGHANY HIGHLANDS YMCA 101 YMCA WAY COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	2019 ANNUAL CAMPAIGN MATCH	50,000.
JACKSON RIVER ENTERPRISES 825 WEST EDMONT DRIVE COVINGTON, VA 24426	NONE	509(A)(1) PUBLIC CHARITY	JRE DAY SUPPORT INITIATIVE & EXPANDED COMMUNITY SUPPORT	179,375.
Total from continuation sheets				656,382.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO INTEREST & DIVIDENDS	840,344.	0.	840,344.	840,344.	
VANGUARD ENERGY FUND	27,758.	0.	27,758.	27,758.	
VANGUARD GLOBAL EQUITY	501,404.	407,331.	94,073.	94,073.	
VANGUARD SHORT TERM BOND	66,869.	0.	66,869.	66,869.	
TO PART I, LINE 4	1,436,375.	407,331.	1,029,044.	1,029,044.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL RENTAL - COVINGTON VA	1	12,050.
TOTAL TO FORM 990-PF, PART I, LINE 5A		12,050.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		2,283.	
REPAIRS & MAINTENANCE		1,161.	
- SUBTOTAL -	1		3,444.
TOTAL RENTAL EXPENSES			3,444.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			8,606.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME (LOSS)	-46,599.	-46,599.	
OTHER INVESTMENT INCOME (UBTI)	49,584.	0.	
VIRGINIA COMMUNITY CAPITAL- PRI	35,630.	35,630.	
TOTAL TO FORM 990-PF, PART I, LINE 11	38,615.	-10,969.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,146.	229.		917.
TO FM 990-PF, PG 1, LN 16A	1,146.	229.		917.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	41,546.	23,631.		17,915.
TO FORM 990-PF, PG 1, LN 16B	41,546.	23,631.		17,915.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES & EXPENSES	397,671.	397,671.		0.
CONSULTING FEES	56,488.	0.		56,488.
TO FORM 990-PF, PG 1, LN 16C	454,159.	397,671.		56,488.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE & INCOME TAXE NET BENEFIT	-80,686.	0.		0.
FOREIGN TAXES	55,457.	55,457.		0.
LICENSES & TAXES	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	-25,204.	55,457.		25.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PUBLIC RELATIONS	300.	0.		300.
OFFICE SUPPLIES	13,820.	0.		13,820.
INSURANCE	4,680.	0.		4,680.
TO FORM 990-PF, PG 1, LN 23	18,800.	0.		18,800.

FOOTNOTES	STATEMENT	10
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PAGE 1, LINE 25: RECONCILIATION OF GRANTS PAID TO EXPENSE

TOTAL GRANTS PAID (NET), CASH BASIS	2,225,218.
LESS: GRANTS PAID IN CURRENT YEAR, ACCRUED IN PRIOR YEAR	-1,844,940.
ADD: GRANTS AUTHORIZED IN CURRENT YEAR, BUT UNPAID	771,697.
LESS: CURRENT NET MODIFICATIONS TO PRIOR YEAR ACCRUED GRANTS	-21,736.
GRANT EXPENSE, ACCRUAL BASIS	1,130,239.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	11
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DESCRIPTION	AMOUNT
NET TIMING DIFFERENCES FROM INVESTMENTS IN LIMITED PARTNERSHIPS	669,403.
TOTAL TO FORM 990-PF, PART III, LINE 5	669,403.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LTD PARTNERSHIP INTEREST - COLCHESTER GLOBAL BOND	COST	1,632,977.	1,194,922.
LTD PARTNERSHIP INTEREST - COMMONFUND CNRP	COST	534,757.	511,276.
LTD PARTNERSHIP INTEREST - TRG FORESTRY 8-B	COST	35,042.	121,588.
LTD PARTNERSHIP INTEREST - MA INVESTORS FUND	COST	1,737,655.	1,200,952.
LTD PARTNERSHIP INTEREST - MA RESOURCES FUND	COST	671,702.	112,779.
LTD PARTNERSHIP INTEREST - MIT PRIVATE EQUITY FUND II LP	COST	285,144.	184,954.
LTD PARTNERSHIP INTEREST - PRIVATE ADVISORS SMALL CO. BUYOUT FUND III	COST	527,990.	613,187.
LTD PARTNERSHIP INTEREST - PROPERTY HOLDINGS IV LLC	COST	455,865.	729,728.
LTD PARTNERSHIP INTEREST - TIFF SECONDARY PARTNERS II LLC	COST	279,234.	98,798.
LTD PARTNERSHIP INTEREST - TIFF SECONDARY PARTNERS LLC	COST	899,345.	2,888.
LTD PARTNERSHIP INTEREST - P2 CAPITAL SERIES A	COST	213,030.	300,656.
LTD PARTNERSHIP INTEREST - MA ENDOWMENT PARTNERS	COST	30,590,844.	33,527,466.
LTD PARTNERSHIP INTEREST - IRONSIDES OFFSHORE DIRECT INVESTMENT FUND IV, LP	COST	825,284.	889,751.
LTD PARTNERSHIP INTEREST - STAR MOUNTAIN DIVERSIFIED SMALL BUSINESS ACCESS	COST	390,358.	398,800.
LTD PARTNERSHIP INTEREST - DRUM SPECIAL SITUATION PARTNERS IV-C LP	COST	262,765.	387,169.
MUTUAL FUND - VANGUARD ENERGY	COST	1,062,436.	930,294.
MUTUAL FUND - VANGUARD FEDERAL MMF	COST	495,000.	495,000.
MUTUAL FUND - VANGUARD SHORT TERM BOND FUND	COST	3,234,976.	3,197,740.

ALLEGHANY FOUNDATION

54-1027400

MUTUAL FUND - VANGUARD GLOBAL EQUITY FUND	COST	6,627,743.	6,341,835.
TOTAL TO FORM 990-PF, PART II, LINE 13		50,762,147.	51,239,783.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDENDS RECEIVABLE	22,685.	5,671.	5,671.
TAX REFUNDS RECEIVABLE	78,272.	153,810.	153,810.
PROGRAM-RELATED INVESTMENT	3,000,000.	1,500,000.	1,500,000.
PROCEEDS RECEIVABLE	0.	500,000.	500,000.
TO FORM 990-PF, PART II, LINE 15	3,100,957.	2,159,481.	2,159,481.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	117,557.	9,553.
TOTAL TO FORM 990-PF, PART II, LINE 22	117,557.	9,553.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 15
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARTHA M. ATHERHOLT 1123 LOCUST BOTTOM ROAD EAGLE ROCK, VA 24085	DIRECTOR 1.00	0.	0.	0.
DR. DAVID E. CRANDALL 901 MCCORMICK BLVD CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
ANDREW D. DRESZER PO BOX 244 COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
MARIE W. FITZPATRICK 444 E. HUGH STREET COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
DR. LEO T. MULCAHY 400 PINEY RIDGE ROAD COVINGTON, VA 24422	DIRECTOR 1.00	0.	0.	0.
DENISE J. PILLOW 6507 JACKSON RIVER ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
SUSAN W. ROLLINSON, PH.D. 900 MORRIS HOLLOW ROAD CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
LISA H. SCHOPPMAYER 105 PIONEER ROAD COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
GEORGE C. SNEAD, JR. 953 INGALLS STREET CLIFTON FORGE, VA 24422	DIRECTOR 1.00	0.	0.	0.
LYNDA THOMPSON 309 CLEARWATER DRIVE COVINGTON, VA 24426	DIRECTOR 1.00	0.	0.	0.
JAMES R. ELLER 1201 CRESTWOOD AVENUE CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.

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54-1027400

JACK A. HAMMOND PO BOX 306 IRON GATE, VA 24481	DIRECTOR EMERITUS 1.00	0.	0.	0.
HARRISON L. FRIDLEY, JR. 11 SIXTY WEST DRIVE LEXINGTON, VA 24450	DIRECTOR EMERITUS 1.00	0.	0.	0.
CHARLES W. KAHLE 1235 CRESTWOOD DRIVE CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.
GEORGE J. KOSTEL 3113 LONGDALE FURNACE ROAD CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.
JAMES D. SNYDER, ESQUIRE P.O. DRAWER 635 CLIFTON FORGE, VA 24422	DIRECTOR EMERITUS 1.00	0.	0.	0.
PATRICK H. WINSTON, JR. 1702 WILLOW WIND CIRCLE HENRICO, VA 23238	DIRECTOR EMERITUS 1.00	0.	0.	0.
ANNE L. WRIGHT 1414 COVE CREEK ROAD COVINGTON, VA 24426	DIRECTOR EMERITUS 1.00	0.	0.	0.
MARY FANT DONNAN 206 GILPIN AVENUE COVINGTON, VA 24426	EXECUTIVE DIRECTOR 40.00	154,500.	31,506.	0.
DR. MICHELE BALLOU 521 THORTON AVENUE CLIFTON FORGE, VA 24422	PRESIDENT (UNTIL JULY 2018) 2.00	0.	0.	0.
R. MEADE SNYDER PO BOX 6 WARM SPRINGS, VA 24484	PRESIDENT (AFTER JULY 2018) 2.00	0.	0.	0.
MICHAEL B. WARWICK 102 PARKVIEW AVENUE COVINGTON, VA 24426	SECRETARY/ TREASURER / DIR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		154,500.	31,506.	0.

FYE: 12/31/2018

SUPPLEMENTAL SCHEDULE - FORM 990PF PART I LINE 19 AND PART II LINE 14

Asset	t	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: Building												
28		Building - 214 W Main St	3/30/12	200,848	0	0	28,872	5,021	33,893	166,955	S/L	40 00
29		Assessment and engineering costs-n	3/30/12	3,700	0	0	532	92	624	3,076	S/L	40 00
31		2013 Renovations and improvement	12/01/13	500,971	0	0	51,141	12,524	63,665	437,306	S/L	40 00
32		Stewwork at new location	12/01/13	65,427	0	0	13,358	3,271	16,629	48,798	S/L	20 00
42		Cabinets for new building	12/30/14	12,998	0	0	975	325	1,300	11,698	S/L	40 00
43		Landscaping	6/25/14	4,196	0	0	734	210	944	3,252	S/L	20 00
44		Landscaping-parking lot	12/09/14	2,700	0	0	416	135	551	2,149	S/L	20 00
45		Final work for new building	2/25/14	14,776	0	0	1,416	369	1,785	12,991	S/L	40 00
51		Electric Oven	2/06/15	1,106	0	0	322	111	433	673	S/L	10 00
54		Water heater and sewer line	8/22/15	7,213	0	0	1,683	721	2,404	4,809	S/L	10 00
56		Facade and building improvements	11/01/17	313,054	0	0	1,304	7,827	9,131	303,923	S/L	40 00
57		Heating and cooling unit	11/01/17	8,600	0	0	72	430	502	8,098	S/L	20 00
58		Rental Property- Facade and Buildu	11/01/17	91,331	0	0	381	2,283	2,664	88,667	S/L	40 00
59		Remainder on Suite 2 door installat	2/26/18	9,800	0c	0	0	408	408	9,392	S/L	20 00
Building				1,236,720	0c	0	101,206	33,727	134,933	1,101,787		

Group: Land

27		Land	3/30/12	20,000	0	0	0	0	0	20,000	Land	0 00
Land				20,000	0c	0	0	0	0	20,000		

Group: Office Equipment

1		Desk(executive)	4/25/96	1,308	0	0	1,308	0	1,308	0	S/L	7 00
2		Desk(secretary)	4/25/96	1,118	0	0	1,118	0	1,118	0	S/L	7 00
3		Return-2 File LH(secretary)	4/25/96	696	0	0	696	0	696	0	S/L	7 00
5		Chair(1of2 burgandy)	4/22/96	572	0	0	572	0	572	0	S/L	7 00
6		Arm Chair(Robens office)	5/08/96	758	0	0	758	0	758	0	S/L	7 00
7		Arm Chair(Robens office)	5/08/96	724	0	0	724	0	724	0	S/L	7 00
21		Computer Server (Highland Compu	3/24/11	3,053	0	0	3,053	0	3,053	0	S/L	5 00
22		Desktop Cmptr, Pntr & I(Kim then	3/24/11	1,228	0	0	1,228	0	1,228	0	S/L	5 00
23		Laptop Computer(intern)	3/15/11	583	0	0	583	0	583	0	S/L	5 00
24		Laptop Computer(intern)	3/15/11	583	0	0	583	0	583	0	S/L	5 00
25		HP Laserjet Printer(intern)	3/15/11	202	0	0	202	0	202	0	S/L	5 00
26		Office furniture(2 intern desks, prin	5/20/11	1,953	0	0	1,837	116	1,953	0	S/L	7 00
30		(CL) HP Elite Book computer and e	4/26/12	1,743	0	0	1,743	0	1,743	0	S/L	5 00
33		ADT-Hardware portion only	12/01/13	1,685	0	0	1,376	309	1,685	0	S/L	5 00
34		New board table	12/01/13	12,259	0	0	3,337	817	4,154	8,105	S/L	15 00
35		Wall decorations	12/01/13	1,700	0	0	992	243	1,235	465	S/L	7 00
36		New phone system	12/01/13	4,434	0	0	2,587	633	3,220	1,214	S/L	7 00
37		New Office furniture-Melanie	12/01/13	3,484	0	0	2,032	498	2,530	954	S/L	7 00
38		New Office furniture-Catherine	12/01/13	5,506	0	0	3,212	787	3,999	1,507	S/L	7 00
39		New Office furniture-Mary	12/01/13	8,539	0	0	4,981	1,220	6,201	2,338	S/L	7 00
40		File cabinets	12/01/13	7,996	0	0	4,664	1,143	5,807	2,189	S/L	7 00
41		Board chairs	12/01/13	9,762	0	0	5,695	1,394	7,089	2,673	S/L	7 00
46		Two lobby chairs	12/15/14	1,053	0	0	464	150	614	439	S/L	7 00
47		Notebook and docking station-board	12/30/14	1,030	0	0	618	206	824	206	S/L	5 00

FYE: 12/31/2018

Asset	id	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
Group: Office Equipment (continued)												
48		New computer and accessories-Mel.	8/11/15	1,416	0	0	685	283	968	448	S/L	5 00
49		New computer and accessories-Mar	8/11/15	1,462	0	0	706	293	999	463	S/L	5 00
50		Photo copier	1/01/15	10,777	0	0	6,466	2,156	8,622	2,155	S/L	5 00
52		Various items for new board room -	2/28/15	22,767	0	0	12,901	4,554	17,455	5,312	S/L	5 00
55		New Computer and accessories-Cat	7/21/17	2,753	0	0	229	551	780	1,973	S/L	5 00
Office Equipment				111,144	0c	0	65,350	15,353	80,703	30,441		
Grand Total				1,367,864	0c	0	166,556	49,080	215,636	1,152,228		