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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
TOWNEBANK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
6001 HARBOUR VIEW BLVD

City or town, state or province, country, and ZIP or foreign postal code
SUFFOLK, VA 23435

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)

\$ 2,129,627

J Accounting method

☐ Cash

☐ Accrual

☒ Other (specify)

CASH

(Part I, column (d) must be on cash basis)

A Employer identification number
54-2036534

B Telephone number (see instructions)
(757) 673-1783

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) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,233,710			
	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	34,940	34,940		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,593			
	b Gross sales price for all assets on line 6a	23,593			
	7 Capital gain net income (from Part IV, line 2)		23,593		
	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) (attach schedule)					
11 Other income (attach schedule)	552,755	70,006	482,749		
12 Total. Add lines 1 through 11	3,844,998	128,539	482,749		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	370	0	0	370
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,291	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	219,117	0	0	219,117
	24 Total operating and administrative expenses. Add lines 13 through 23	221,778	0	0	219,487
25 Contributions, gifts, grants paid	3,203,539			3,203,539	
26 Total expenses and disbursements. Add lines 24 and 25	3,425,317	0	0	3,423,026	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	419,681			
	b Net investment income (if negative, enter -0-)		128,539		
	c Adjusted net income (if negative, enter -0-)			482,749	

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	451,876	642,011	642,011
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,300,474	1,399,807	1,304,091
	c Investments—corporate bonds (attach schedule)	199,800	199,800	183,525
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,952,150	2,241,618	2,129,627	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		10,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	10,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	1,952,150	2,231,618	
30 Total net assets or fund balances (see instructions)	1,952,150	2,231,618		
31 Total liabilities and net assets/fund balances (see instructions) .	1,952,150	2,241,618		

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	1,952,150
2 Enter amount from Part I, line 27a	2	419,681
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	2,371,831
5 Decreases not included in line 2 (itemize) ▶ _____	5	140,213
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,231,618

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)
1 a CAPITAL GAINS DIVIDENDS	P		
b			
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 23,593			23,593
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			23,593
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	23,593
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐

Yes

☒

No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,543,356	2,983,393	0.852505
2016			
2015			
2014			
2013			

2 Total of line 1, column (d)	2	0.852505
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	0.852505
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,187,952
5 Multiply line 4 by line 3	5	2,717,745
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,285
7 Add lines 5 and 6	7	2,719,030
8 Enter qualifying distributions from Part XII, line 4	8	3,423,026

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,285
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	1,285
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,285
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	0
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	53
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,338
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 2019 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). 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	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>ROBYN S LEAVY</u> Telephone no ▶ <u>(757) 673-1783</u>			

Located at ▶ 6001 HARBOUR VIEW BLVD SUFFOLK VA ZIP+4 ▶ 23435

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

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

5a	During the year did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
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 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, foundation managers and their compensation. See instructions				
(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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 	
2 	
3 	
4 	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 	
2 	
All other program-related investments. See instructions. 3 	
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	1,758,161
b	Average of monthly cash balances.	1b	1,478,338
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,236,499
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	3,236,499
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	48,547
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,187,952
6	Minimum investment return. Enter 5% of line 5.	6	159,398

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	159,398
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,285
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,285
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	158,113
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	158,113
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	158,113

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,423,026
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,423,026
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	1,285
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,421,741

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				158,113
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				2,396,477
f Total of lines 3a through e.	2,396,477			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>3,423,026</u>				
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.				158,113
e Remaining amount distributed out of corpus	3,264,913			
5 Excess distributions carryover applied to 2018 (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	5,661,390			
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 instructions			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 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	5,661,390			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				2,396,477
e Excess from 2018.				3,264,913

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

TOWNEBANK ATTENTION ROBYN LEAVY
6005 HARBOUR VIEW BLVD
SUFFOLK, VA 23435
(757) 638-6700
ROBYN LEAVY@TOWNEBANK.NET

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

SCHOLARSHIP APPLICATION FORM, BRIEF ESSAY, TRANSCRIPTS, SAT/ACT SCORE

c Any submission deadlines

APPLICATION AND ESSAY MUST BE SUBMITTED BY FEBRUARY 15 OF EACH YEAR

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

APPLICANT MUST BE A CHILD OF A PARENT CURRENTLY EMPLOYED BY TOWNEBANK AND ITS AFFILIATES ON A FULL-TIME BASIS FOR A MINIMUM OF TWO YEARS. APPLICANT MUST BE A CURRENT HIGH SCHOOL SENIOR OR HAVE GRADUATED FROM HIGH SCHOOL THROUGH AN EARLY GRADUATION PROGRAM. APPLICANT MUST ENROLL AS A FULL-TIME STUDENT AS DEFINED BY THE ACCREDITED EDUCATIONAL INSTITUTION.

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

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

(see instr)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
G ROBERT ASTON JR 6001 HARBOUR VIEW BLVD SUFFOLK, VA 23435	PRESIDENT AND DIRECTOR 2 00	0	0	0
J MORGAN DAVIS 6001 HARBOUR VIEW BLVD SUFFOLK, VA 23435				
WILLIAM T HODSEN 6001 HARBOUR VIEW BLVD SUFFOLK, VA 23435	VICE PRESIDENT AND DIRECTOR 2 00	0	0	0
ROBYN S LEAVY 6001 HARBOUR VIEW BLVD SUFFOLK, VA 23435				
R SCOTT MORGAN 6001 HARBOUR VIEW BLVD SUFFOLK, VA 23435	TREASURER AND DIRECTOR 2 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVENUE SUITE 500 NORFOLK, VA 23505	NONE	PC	GENERAL SUPPORT	25,000
APPALACHIAN STATE UNIVERSITY PO BOX 32043 BOONE, NC 28608	NONE	PC	GENERAL SUPPORT	2,500
BETH SHOLOM HOME OF EASTERN VIRGNIA 6401 AUBURN DRIVE VIRGINIA BEACH, VA 23464	NONE	PC	GENERAL SUPPORT	10,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BHARAT INC DBA HINDU TEMPLE OF HAMPTON 3235 ACADEMY AVENUE SUITE 305 PORTSMOUTH, VA 23703	NONE	PC	GENERAL SUPPORT	50,000
BON SECOURS HAMPTON ROADS FOUNDATION 100 KINKSLEY LANE SUITE 204 NORFOLK, VA 23505	NONE	PC	GENERAL SUPPORT	25,000
CATHOLIC CHARITIES OF EASTERN VIRGINIA 5361 VIRGINIA BEACH BOULEVARD VIRGINIA BEACH, VA 23462	NONE	PC	GENERAL SUPPORT	30,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESAPEAKE BAY ACADEMY 821 BAKER ROAD VIRGINIA BEACH, VA 23462	NONE	PC	GENERAL SUPPORT	30,000
CHILD & FAMILY SERVICES OF EASTERN VIRGINIA INC 150 BOUSH STREET SUITE 500 NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	7,500
CHILDREN'S HOSPITAL OF THE KINGS DAUGHTERS 601 CHILDRENS LANE NORFOLK, VA 23507	NONE	PC	GENERAL SUPPORT	100,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHRISTOPHER NEWPORT COLLEGE EDUCATIONAL FOUNDATION 50 SHOE LANE NEWPORT NEWS, VA 23606	NONE	PC	GENERAL SUPPORT	125,000
CHRISTOPHER NEWPORT UNIVERSITY 1 AVENUE OF THE ARTS NEWPORT NEWS, VA 23606	NONE	PC	GENERAL SUPPORT	5,000
CHRYSLER MUSEUM OF ART 245 W OLNEY ROAD NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	100,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DOROTHEA DIX PARK (NC COMMUNITY FOUNDATION) 2626 GLENWOOD AVENUE RALEIGH, NC 27608	NONE	PC	GENERAL SUPPORT	100,000
EDMARC HOSPICE FOR CHILDREN 516 LONDON STREET PORTSMOUTH, VA 23704	NONE	PC	GENERAL SUPPORT	50,000
ELEVATE EARLY EDUCATION INC 12 SOUTH THIRD STREET RICHMOND, VA 23219	NONE	PC	GENERAL SUPPORT	50,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ELIZABETH RIVER PROJECT 475 WATER STREET SUITE C103A PORTSMOUTH, VA 23704	NONE	PC	GENERAL SUPPORT	25,000
EQUI-KIDS THERAPEUTIC RIDING PROGRAM 2626 HERITAGE PARK DRIVE VIRGINIA BEACH, VA 23456	NONE	PC	GENERAL SUPPORT	30,000
FORKIDSP.O BOX 6044 NORFOLK, VA 23508	NONE	PC	GENERAL SUPPORT	140,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FORT MONROE FOUNDATION 20 INGALLS ROAD FORT MONROE, VA 23651	NONE	PC	GENERAL SUPPORT	100,000
GOODWILL FOR CENTRAL AND COASTAL VIRGINIA INC 6301 MIDLOTHIAN TURNPIKE RICHMOND, VA 23225	NONE	PC	GENERAL SUPPORT	50,000
GOVERNOR'S MAGNET SCHOOL FOR THE ARTS FOUNDATION OLD DOMINION UNIVERSITY NORFOLK, VA 23529	NONE	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREAT BRIDGE HIGH SCHOOL 301 HANUBRY ROAD WEST CHESAPEAKE, VA 23322	NONE	PC	GENERAL SUPPORT	10,000
HAMPTON ROADS WORKFORCE DEVELOPMENT CORPORATION 500 EAST PLUME STREET SUITE 700 NORFOLK, VA 235102311	NONE	PC	GENERAL SUPPORT	6,000
HAMPTON UNIVERSITY HAMPTON UNIVERSITY HAMPTON, VA 23668	NONE	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HELP AND EMERGENCY RESPONSE INC PO BOX 2187 PORTSMOUTH, VA 23702	NONE	PC	GENERAL SUPPORT	10,000
HISTORIC ST LUKE'S RESTORATION PO BOX 947 SMITHFIELD, VA 23431	NONE	PC	GENERAL SUPPORT	50,000
JAMES MADISON UNIVERSITY 1031 SOUTH MAIN STREET MSC 5705 HARRISONBURG, VA 22807	NONE	PC	GENERAL SUPPORT	7,500
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JAMESTOWN REDISCOVERY FOUNDATION 204 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE	PC	GENERAL SUPPORT	25,000
JAMESTOWN-YORKTOWN FOUNDATION INC PO BOX 1607 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL SUPPORT	50,000
JUNIOR ACHIEVEMENT OF CENTRAL CAROLINAS 201 S TRYON STREET SUITE LL 100 CHARLOTTE, NC 28202	NONE	PC	GENERAL SUPPORT	114,286
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NANSEMOND RIVER PRESERVATION ALLIANCE PO BOX 6151 SUFFOLK, VA 23434	NONE	PC	GENERAL SUPPORT	15,000
NANSEMOND SUFFOLK ACADEMY ASSOCIATION INC 3373 PRUDEN BOULEVARD SUFFOLK, VA 23434	NONE	PC	GENERAL SUPPORT	225,000
NAUTICUS FOUNDATION ONE WATERSIDE DRIVE NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEWPORT NEWS POLICE DEPARTMENT FOUNDATION PO BOX 11092 NEWPORT NEWS, VA 23601	NONE	PC	GENERAL SUPPORT	10,000
NORFOLK COLLEGIATE SCHOOL 7336 GRANBY STREET NORFOLK, VA 23505	NONE	PC	GENERAL SUPPORT	10,000
OLD DOMINION UNIVERSITY ATHLETIC FOUNDATION 4417 MONARCH WAY NORFOLK, VA 23529	NONE	PC	GENERAL SUPPORT	40,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OLD DOMINION UNIVERSITY ALUMNI ASSOCIATION NEW ADMINISTRATION BUILDING NORFOLK, VA 23529	NONE	PC	GENERAL SUPPORT	3,000
OPERATION SMILE INC 3641 FACULTY BOULEVARD VIRGINIA BEACH, VA 23453	NONE	PC	GENERAL SUPPORT	40,000
PENINSULA METROPOLITAN YMCA 41 OLD OYSTER POINT ROAD SUITE C NEWPORT NEWS, VA 23602	NONE	PC	GENERAL SUPPORT	10,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RONALD MCDONALD HOUSE OF EASTERN NC AT GREENVILLE INC 529 MOYE BOULEVARD GREENVILLE, NC 27834	NONE	PC	GENERAL SUPPORT	10,000
SAMARITAN HOUSE INC 2620 SOUTHERN BOULEVARD VIRGINIA BEACH, VA 23452	NONE	PC	GENERAL SUPPORT	20,000
SAME FOUNDATION 739 THIMBLE SHOALS BOULEVARD SUITE 105 NEWPORT NEWS, VA 23606	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SENTARA HEALTHCARE 6015 POPLAR HALL DRIVE 308 NORFOLK, VA 23502	NONE	PC	GENERAL SUPPORT	20,000
SOUTHEAST VIRGINIA COMMUNITY FOUNDATION 1435 CROSSWAYS BOULEVARD SUITE 300 CHESAPEAKE, VA 23320	NONE	PC	GENERAL SUPPORT	50,000
STARBASE VICTORY INCPO BOX 906 PORTSMOUTH, VA 23705	NONE	PC	GENERAL SUPPORT	7,500
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STONEBRIDGE SCHOOL 1629A JOLLIFF ROAD CHESAPEAKE, VA 23321	NONE	PC	GENERAL SUPPORT	75,000
ST PATRICK CATHOLIC SCHOOL 1000 BOLLING AVENUE NORFOLK, VA 23508	NONE	PC	GENERAL SUPPORT	50,000
SUFFOLK CENTER FOR THE CULTURAL ARTS PO BOX 147 SUFFOLK, VA 23439	NONE	PC	GENERAL SUPPORT	30,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUFFOLK FOUNDATION 106 WEST FINNEY AVENUE SUFFOLK, VA 23434	NONE	PC	GENERAL SUPPORT	8,333
TEMPLE UNIVERSITY 1803 N BROAD STREET 1108 WACHMAN HALL PHILADELPHIA, PA 19122	NONE	PC	GENERAL SUPPORT	2,500
THE FRIENDS OF THE ELIZABETH RIVER TRAIL FOUNDATION 628 WICKWOOD DRIVE CHESAPEAKE, VA 23322	NONE	PC	GENERAL SUPPORT	50,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE HONOR FOUNDATION 10155 ROSELLE STREET SUITE 120 SAN DIEGO, CA 92121	NONE	PC	GENERAL SUPPORT	50,000
THE HURRAH PLAYERS 485 ST PAULS BOULEVARD NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	10,000
THE VIRGINIA GENTLEMEN FOUNDATION 2420 ATLANTIC AVENUE VIRGINIA BEACH, VA 23451	NONE	PC	GENERAL SUPPORT	58,670
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE WILLIAMS SCHOOL 419 COLONIAL AVENUE NORFOLK, VA 23507	NONE	PC	GENERAL SUPPORT	80,000
THE SALVATION ARMY HAMPTON ROADS AREA COMMAND PO BOX 388 NORFOLK, VA 23501	NONE	PC	GENERAL SUPPORT	20,000
TIDEWATER WINDSPO BOX 62000 VIRGINIA BEACH, VA 23466	NONE	PC	GENERAL SUPPORT	12,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UDT - SEAL MUSEUM ASSOCIATION INC 3300 N HIGHWAY A1A FORT PIERCE, FL 34949	NONE	PC	GENERAL SUPPORT	12,500
UNION MISSION MINISTRIES PO BOX 3203 NORFOLK, VA 23514	NONE	PC	GENERAL SUPPORT	20,000
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE FREDERICKSBURG, VA 22401	NONE	PC	GENERAL SUPPORT	2,500
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF VIRGINIA 1001 NORTH EMMET STREET CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL SUPPORT	7,500
VIDANT HEALTH FOUNDATION PO BOX 8489 GREENVILLE, NC 27835	NONE	PC	GENERAL SUPPORT	10,000
VIRGINIA AIR & SPACE CENTER 606 SETTLERS LANDING ROAD HAMPTON, VA 23669	NONE	PC	GENERAL SUPPORT	20,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA AQUARIUM & MARINE SCIENCE CENTER 717 GENERAL BOOTH BOULEVARD VIRGINIA BEACH, VA 23451	NONE	PC	GENERAL SUPPORT	100,000
VIRGINIA ARTS FESTIVAL INC 440 BANK STREET NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	100,000
VIRGINIA BEACH CASA PROGRAM INC 2425 NIMMO PARKWAY VIRGINIA BEACH, VA 23456	NONE	PC	GENERAL SUPPORT	20,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA BEACH LIBRARY FOUNDATION 2416 COURTHOUSE DRIVE MUNICIPAL CENTER VIRGINIA BEACH, VA 23456	NONE	PC	GENERAL SUPPORT	5,000
VIRGINIA CAPITOL FOUNDATION PO BOX 396 RICHMOND, VA 23218	NONE	PC	GENERAL SUPPORT	125,000
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND, VA 23221	NONE	PC	GENERAL SUPPORT	56,250
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA LIVING MUSEUM 524 J CLYDE MORRIS BOULEVARD NEWPORT NEWS, VA 23601	NONE	PC	GENERAL SUPPORT	30,000
VIRGINIA MUSEUM OF CONTEMPORARY ART 2200 PARKS AVENUE VIRGINIA BEACH, VA 23451	NONE	PC	GENERAL SUPPORT	50,000
VIRGINIA STAGE COMPANY PO BOX 3770 NORFOLK, VA 23514	NONE	PC	GENERAL SUPPORT	40,000
Total ► 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VIRGINIA STATE UNIVERSITY FOUNDATION PO BOX 9027 PETERSBURG, VA 23803	NONE	PC	GENERAL SUPPORT	20,000
VIRGINIA ZOOLOGICAL SOCIETY 3500 GRANBY STREET NORFOLK, VA 23404	NONE	PC	GENERAL SUPPORT	20,000
WESTERN TIDEWATER FREE CLINIC INC 2019 MEADE PARKWAY SUFFOLK, VA 23434	NONE	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WHRO5200 HAMPTON BOULEVARD NORFOLK, VA 23508	NONE	PC	GENERAL SUPPORT	50,000
WILLIAM & MARY BUSINESS SCHOOL FOUNDATION PO BOX 8795 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL SUPPORT	5,000
WILLIAM & MARY MARSHALL-WYTHE SCHOOL OF LAW PO BOX 3527 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL SUPPORT	5,000
Total ▶ 3a				3,203,539

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YMCA OF GREATER RICHMOND 2 W FRANKLIN STREET RICHMOND, VA 23220	NONE	PC	GENERAL SUPPORT	100,000
YMCA OF SOUTH HAMPTON ROADS 250 W BRAMBLETON AVENUE SUITE 100 NORFOLK, VA 23510	NONE	PC	GENERAL SUPPORT	40,000
Total ▶ 3a				3,203,539

TY 2018 Investments Corporate Bonds Schedule

Name: TOWNEBANK FOUNDATION

EIN: 54-2036534

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MUTUAL BONDS	199,800	183,525

TY 2018 Investments Corporate Stock Schedule**Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS	1,399,807	1,304,091

TY 2018 Other Decreases Schedule

Name: TOWNEBANK FOUNDATION
EIN: 54-2036534

Description	Amount
PRIOR PERIOD ADJUSTMENT	140,213

TY 2018 Other Expenses Schedule**Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FUNDRAISING EXPENSES	219,117	0	0	219,117

TY 2018 Other Income Schedule**Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NON-DIVIDEND DISTRIBUTIONS	70,006	70,006	
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	482,749		482,749

TY 2018 Other Professional Fees Schedule**Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	370	0	0	370

**TY 2018 Substantial Contributors
Schedule****Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534**Name****Address**

TOWNEBANK

6001 HARBOUR VIEW BLVD
SUFFOLK, VA 23435

TY 2018 Taxes Schedule**Name:** TOWNEBANK FOUNDATION**EIN:** 54-2036534

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,291	0	0	0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491316008759							
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Go to www.irs.gov/Form990 for the latest information			OMB No 1545-0047 2018						
Name of the organization TOWNEBANK FOUNDATION				Employer identification number 54-2036534							
Organization type (check one)											
Filers of: Form 990 or 990-EZ Form 990-PF						Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation					
Check if your organization is covered by the General Rule or a Special Rule .											
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.											
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.											
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$											
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).											
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2018)							

Name of organization TOWNEBANK FOUNDATION	Employer identification number 54-2036534
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Part I Contributors (See Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Employer identification number

54-2036534

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization TOWNEBANK FOUNDATION	Employer identification number 54-2036534
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

Additional Data

Software ID:
Software Version:
EIN: 54-2036534
Name: TOWNEBANK FOUNDATION

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	TOWNEBANK	\$ 2,707,710	Person ☒
	6001 HARBOUR VIEW BLVD		Payroll ☐
	SUFFOLK, VA 23435		Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	BON SECOURS VA HEALTH SYSTEM	\$ 17,500	Person ☒
	110 KINGSLEY LANE SUITE 511		Payroll ☐
	NORFOLK, VA 23505		Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	SYSCO HAMPTON ROADS	\$ 15,000	Person ☒
	7000 HARBOUR VIEW BLVD		Payroll ☐
	SUFFOLK, VA 23435		Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	JOHNS BROTHERS SECURITY (DWIGHT SCHAUBACH)	\$ 15,000	Person ☒
	2224 SPRINGFIELD AVE		Payroll ☐
	NORFOLK, VA 23523		Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	GOLD KEYPHR	\$ 12,500	Person ☒
	300 32ND ST 500		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
<u>6</u>	BOWDITCH AUTOMOTIVE	\$ 12,500	Person ☒
	11291 JEFFERSON AVE		Payroll ☐
	NEWPORT NEWS, VA 23601		Noncash ☐ (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	LANDMARK HOTEL GROUP LLC	\$ 10,000	Person ☒
	249 CENTRAL PARK AVENUE		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐
			(Complete Part II for noncash contributions)
<u>8</u>	FIRST DATA COMMUNITY FINANCIAL INSTITUTIONS	\$ 10,000	Person ☒
	3715 NORTHSIDE PARKWAY NW BLDG 400		Payroll ☐
	ATLANTA, GA 30327		Noncash ☐
			(Complete Part II for noncash contributions)
<u>9</u>	PC&A BUSINESS ENVIRONMENTS	\$ 5,000	Person ☒
	7420 CENTRAL BUSINESS PARK DR SUITE		Payroll ☐
	NORFOLK, VA 23513		Noncash ☐
			(Complete Part II for noncash contributions)
<u>10</u>	WM JORDAN	\$ 10,000	Person ☒
	11010 JEFFERSON AVE		Payroll ☐
	NEWPORT NEWS, VA 23601		Noncash ☐
			(Complete Part II for noncash contributions)
<u>11</u>	SL NUSBAUM	\$ 10,000	Person ☒
	PO BOX 2491		Payroll ☐
	NORFOLK, VA 23501		Noncash ☐
			(Complete Part II for noncash contributions)
<u>12</u>	WILLIAMS MULLEN	\$ 7,500	Person ☒
	999 WATERSIDE DRIVE SUITE 1700		Payroll ☐
	NORFOLK, VA 23510		Noncash ☐
			(Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>13</u>	SUSSEX DEVELOPMENT CORPORATION	\$ 7,500	Person ☒
	109 S LYNNHAVEN ROAD		Payroll ☐
	VIRGINIA BEACH, VA 23452		Noncash ☐ (Complete Part II for noncash contributions)
<u>14</u>	NATIONWIDE INSURANCE	\$ 7,500	Person ☒
	100 YARD STREET		Payroll ☐
	GRANDVIEW HEIGHTS, OH 43212		Noncash ☐ (Complete Part II for noncash contributions)
<u>15</u>	SEVENTH POINT	\$ 5,000	Person ☒
	4752 EUCLID ROAD		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
<u>16</u>	FRANKLIN JOHNSTON GROUP	\$ 5,000	Person ☒
	300 32ND STREET SUITE 310		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
<u>17</u>	VALKYRIE	\$ 5,000	Person ☒
	4460 CORPORATION LANE SUITE 130		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
<u>18</u>	CIRCLE S STUDIO	\$ 5,000	Person ☒
	201 WEST 7TH STREET		Payroll ☐
	RICHMOND, VA 23224		Noncash ☐ (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions for Use duplicate copies of Part I if additional space is needed.)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	SASSER CONSTRUCTION EAST WEST COMMUNITIES	\$ 5,000	Person ☒
	3200 TYRE NECK RD SUITE 203		Payroll ☐
	PORTSMOUTH, VA 23703		Noncash ☐ (Complete Part II for noncash contributions)
20	SPECIAL EVENTS ENTERTAINMENT INC	\$ 5,000	Person ☒
	2211 ELLIOTT AVENUE		Payroll ☐
	PORTSMOUTH, VA 23702		Noncash ☐ (Complete Part II for noncash contributions)
21	SELECTIVE INSURANCE CO	\$ 5,000	Person ☒
	3426 TORINGDON WAY SUITE 200		Payroll ☐
	CHARLOTTE, NC 28277		Noncash ☐ (Complete Part II for noncash contributions)
22	VIRGINIA GENTLEMEN FOUNDATION	\$ 5,000	Person ☒
	2420 ATLANTIC AVE SUITE 201		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
23	WATERMAN'S	\$ 5,000	Person ☒
	415 ATLANTIC AVE		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
24	HBA ARCHITECTURE AND INTERIOR DESIGN	\$ 5,000	Person ☒
	ONE COLUMBUS CENTER SUITE 1000		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>25</u>	KAUFMAN & CANOLES	\$ 5,000	Person ☒
	PO BOX 3037		Payroll ☐
	NORFOLK, VA 23510		Noncash ☐ (Complete Part II for noncash contributions)
<u>26</u>	ALL RISKS LTD	\$ 5,000	Person ☒
	300 ARBORETUM PLACE SUITE 170		Payroll ☐
	RICHMOND, VA 23236		Noncash ☐ (Complete Part II for noncash contributions)
<u>27</u>	ANE INVESTMENTS LLC	\$ 5,000	Person ☒
	545 DARE DRIVE		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
<u>28</u>	CHARLES BARKER CHAMPIONS FOR CHARITY	\$ 5,000	Person ☒
	4949 VIRGINIA BEACH BLVD		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
<u>29</u>	COASTAL HOSPITALITY ASSOCIATES LLC	\$ 5,000	Person ☒
	3612 ATLANTIC AVENUE		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
<u>30</u>	GEO DEVELOPMENT CORPORATION	\$ 5,000	Person ☒
	2268 HAVERSHAM CLOSE		Payroll ☐
	VIRGINIA BEACH, VA 23454		Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	LUMOS NETWORKS	\$ 5,000	Person ☒
	4050 INNFLAKE DRIVE SUITE 350		Payroll ☐
	RICHMOND, VA 23060		Noncash ☐ (Complete Part II for noncash contributions)
32	MANCON	\$ 5,000	Person ☒
	1961 DIAMOND SPRINGS RD		Payroll ☐
	VIRGINIA BEACH, VA 23455		Noncash ☐ (Complete Part II for noncash contributions)
33	MCGUIRE WOODS	\$ 5,000	Person ☒
	800 EAST CANAL STREET GATEWAY PLAZA		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
34	MINI-PRICE STORAGE	\$ 5,000	Person ☒
	2900 SABRE STREET SUITE 75		Payroll ☐
	VIRGINIA BEACH, VA 23452		Noncash ☐ (Complete Part II for noncash contributions)
35	POE ENTERPRISES	\$ 5,000	Person ☒
	899 NORFOLK SQUARE		Payroll ☐
	NORFOLK, VA 23502		Noncash ☐ (Complete Part II for noncash contributions)
36	REGENT UNIVERSITY	\$ 5,000	Person ☒
	1000 REGENT UNIVERSITY DRIVE		Payroll ☐
	VIRGINIA BEACH, VA 23464		Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	RESOURCE BUILDING CORPORATION	\$ 5,000	Person ☒
	1771 PRINCESS ANNE RD		Payroll ☐
	VIRGINIA BEACH, VA 23456		Noncash ☐ (Complete Part II for noncash contributions)
38	SANDLER O'NEILL PARTNERS LP	\$ 5,000	Person ☒
	1251 AVENUE OF THE AMERICAS 6TH FLO		Payroll ☐
	NEW YORK, NY 10020		Noncash ☐ (Complete Part II for noncash contributions)
39	THE BREEDEN COMPANY	\$ 5,000	Person ☒
	560 LYNNHAVEN PARKWAY		Payroll ☐
	VIRGINIA BEACH, VA 23452		Noncash ☐ (Complete Part II for noncash contributions)
40	THERMO-TROL SYSTEMS INC	\$ 5,000	Person ☒
	569 CENTRAL DRIVE		Payroll ☐
	VIRGINIA BEACH, VA 23454		Noncash ☐ (Complete Part II for noncash contributions)
41	MARLYN DEVELOPMENT	\$ 5,000	Person ☒
	308 35TH STREET SUITE 101		Payroll ☐
	VIRGINIA BEACH, VA 23451		Noncash ☐ (Complete Part II for noncash contributions)
42	WOLCOTT RIVERS GATES	\$ 5,000	Person ☒
	200 BENDIX ROAD SUITE 300		Payroll ☐
	VIRGINIA BEACH, VA 23452		Noncash ☐ (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	TROUTMAN SANDERS	\$ 5,000	Person ☒
	222 CENTRAL PARK AVE SUITE 2000		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
44	COVINGTON CONTRACTING INC	\$ 5,000	Person ☒
	152 NEWTOWN ROAD SUITE 120		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
45	DOMINION ENERGY CHARITABLE FOUNDATION	\$ 5,000	Person ☒
	701 CARY STREET 20TH FLOOR		Payroll ☐
	RICHMOND, VA 23219		Noncash ☐ (Complete Part II for noncash contributions)
46	PRESIDIO	\$ 5,000	Person ☒
	8161 MAPLE LAWN BLVD SUITE 150		Payroll ☐
	FULTON, MD 20759		Noncash ☐ (Complete Part II for noncash contributions)
47	STUDIO CENTER	\$ 5,000	Person ☒
	161 BUSINESS PARK DR		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
48	HOWARD HANNA - WILLIAM E EOOD	\$ 15,000	Person ☒
	3237 WESTERN BRANCH BLVD		Payroll ☐
	CHESAPEAKE, VA 23321		Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	FIRST TEAM TOYOTA	\$ 6,000	Person ☒
	3400 WESTERN BRANCH BLVD		Payroll ☐
	CHESAPEAKE, VA 23321		Noncash ☐ (Complete Part II for noncash contributions)
50	COX COMMUNICATIONS	\$ 6,000	Person ☒
	1341 CROSSWAYS BLVD		Payroll ☐
	CHESAPEAKE, VA 23320		Noncash ☐ (Complete Part II for noncash contributions)
51	DIXON HUGHES GOODMAN	\$ 6,000	Person ☒
	4350 CONGRESS STREET SUITE 900		Payroll ☐
	CHARLOTTE, NC 28209		Noncash ☐ (Complete Part II for noncash contributions)
52	ELECTRONIC SYSTEMS INC	\$ 6,000	Person ☒
	369 EDWIN DRIVE		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐ (Complete Part II for noncash contributions)
53	FIS GLOBAL	\$ 6,000	Person ☒
	2001 SUMMIT PARK DRUVE		Payroll ☐
	ORLANDO, FL 32810		Noncash ☐ (Complete Part II for noncash contributions)
54	KPMG	\$ 6,000	Person ☒
	440 MONTICELLO AVENUE SUJITE 1900		Payroll ☐
	NORFOLK, VA 23510		Noncash ☐ (Complete Part II for noncash contributions)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>55</u>	PRESIDIO	\$ 6,000	Person ☒
	1008 NORTH SHEPPARD STREET		Payroll ☐
	RICHMOND, VA 23230		Noncash ☐
			(Complete Part II for noncash contributions)
<u>56</u>	SUSSEX	\$ 6,000	Person ☒
	109 S LYNNHAVEN ROAD SUITE 200		Payroll ☐
	VIRGINIA BEACH, VA 23452		Noncash ☐
			(Complete Part II for noncash contributions)
<u>57</u>	WM JORDAN	\$ 6,000	Person ☒
	11010 JEFFERSON AVENUE		Payroll ☐
	NEWPORT NEWS, VA 23601		Noncash ☐
			(Complete Part II for noncash contributions)
<u>58</u>	HBA ARCHITECTURE INTERIOR DESIGN	\$ 6,000	Person ☒
	ONE COLUMBUS CENTER SUITE 1000		Payroll ☐
	VIRGINIA BEACH, VA 23462		Noncash ☐
			(Complete Part II for noncash contributions)
<u>59</u>	CAMPOSTELLA BUILDERS	\$ 5,000	Person ☒
	1109 POPPLETON STREET		Payroll ☐
	NORFOLK, VA 23523		Noncash ☐
			(Complete Part II for noncash contributions)