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Form **990-PF**

Department of the Treasury Internal Revenue Service

EXTENDED TO NOVEMBER 16, 2020
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 1545-0047

ruit	alc:	ndar year 2019 or tax year beginning JUN	1 4, 2019	, and ending	DEC 31, 201	9
Nan	ne of	f foundation			A Employer identificati	on number
R	ED.	GATES FOUNDATION			30-120129	6
		and street (or P O box number if mail is not delivered to street	·	Room/suite	B Telephone number	
		EAST CANAL STREET, SUI			804-643-4	200
		own, state or province, country, and ZIP or foreign p HMOND , VA 23219	oostal code		C If exemption application is	s pending, check here
		call that apply: X Initial return	Initial return of a fo	ormer public charity	D 1 Foreign organizatio	ns, check here
		Final return	Amended return			
		Address change	Name change		2. Foreign organizations i check here and attach	meeting the 85% test, computation
l C	heck	type of organization. X Section 501(c)(3) ex	kempt private foundation	00	E If private foundation s	tatus was terminated _
			Other taxable private found	ation UU	under section 507(b)(
			ing method: X Cash	Accrual	F If the foundation is in	a 60-month termination_
		Part II, col (c), line 16)	ther (specify)		under section 507(b)(1)(B), check here L
<u>P</u>		105,004. (Part I, colur				(4) -
Pa	rt I	(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	(d) Disbursements for charitable purposes
ĴΤ	1	Contributions, gifts, grants, etc., received	105,000.		N/A	(cash basis only)
٦	2	Check If the foundation is not required to attach Sch. 8	100,000.			
	3	Interest on savings and temporary cash investments	4.	4.		STATEMENT
	4	Dividends and interest from securities				
	5a	Gross rents		· · · · · · · · · · · · · · · · · · ·		
	b	Net rental income or (loss)				
اه	6a	Net gain or (loss) from sale of assets not on line 10		,		
Revenue	b	Gross sales price for all assets on line 6a		nn	mai Revenue Sen	
اڇَ	7	Capital gain net income (from Part IV, line 2)		F030	THE CO HANK I	/ ਰ ਬ
٦	8	Net short-term capital gain			328	, G
ŀ	9	Income modifications Gross sales less returns			NOV 3 D. ZILLIL	
- 1		and allowances			NUV 3 D. ZUZU	
-		Cross profit or (loss)				
		Other income		Ė.	Ogden, i.f	
Ì	12	Total Add lines 1 through 11	105,004.	4.		· · · · · · · · · · · · · · · · · · ·
П	13	Compensation of officers, directors, trustees, etc	0.	0.		
	14	Other employee salaries and wages				
ا ي		Pension plans, employee benefits		- -		
penses		Legal fees			ļ	
9		Accounting fees				
E E		Other professional fees			,	
Administrative	17 18	Interest Taxes			· · · · · · · · · · · · · · · · · · ·	
흆	19	Depreciation and depletion				
틹	20	Occupancy				
8	21	Travel, conferences, and meetings				
ъΙ.	22	Printing and publications				1
ğ	23	Other expenses				
13	24	Total operating and administrative				
Operating		expenses Add lines 13 through 23	0.	0.		
_		Contributions, gifts, grants paid	0.			_
- [26	Total expenses and disbursements	,	^		
\dashv	07	Add lines 24 and 25	0.	0.		
		Subtract line 26 from line 12:	105,004.			
		Net investment income (if negative, enter -0-)	101,0051	4.	 	-
		Adjusted net income (if negative, enter -0-)		4.	N/A	
_		2-17-19 LHA For Paperwork Reduction Act Notice	e, see instructions (1 21/42	Form 990-PF (2

Б	art	Balance Sheets Atlached schedules and amounts in the description	Beginning of year	End of	year
	ai i	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing		5,000.	5,000.
		Savings and temporary cash investments		100,004.	100,004.
		Accounts receivable)
	ľ				
	١.	Less: allowance for doubtful accounts		······································	
	٩ ا	Pledges receivable >			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other		•	
		disqualified persons		i	
	7	Other notes and loans receivable			1
		Less: allowance for doubtful accounts			·· ·· · · · · · · · · · · · · · · ·
(A	8	Inventories for sale or use			
Assets		Prepaid expenses and deferred charges			
Ä		Investments - U.S. and state government obligations			
-					
		Investments - corporate stock			
	C	Investments - corporate bonds			
	11	Investments land buildings and equipment hasis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis			
		Less accumulated depreciation			·······
	15	Other assets (describe >			····
		Total assets (to be completed by all filers - see the			
	'0		0.	105,004.	105,004.
	47	instructions. Also, see page 1, item I)	0.	105,004.	103,004.
		Accounts payable and accrued expenses			<u> </u>
	18	Grants payable			
es	19	Deferred revenue]
Liabilıties	20	Loans from officers, directors, trustees, and other disqualified persons			<u>_</u>
<u>a</u>	21	Mortgages and other notes payable		•	
_	22	Other liabilities (describe)			
	İ				
	23	Total liabilities (add lines 17 through 22)	0.	0.	j
		Foundations that follow FASB ASC 958, check here			
s		and complete lines 24, 25, 29, and 30			•
Balances	24	Net assets without donor restrictions			
횰		Net assets with donor restrictions			
	23				
Net Assets or Fund		Foundations that do not follow FASB ASC 958, check here			
Ť		and complete lines 26 through 30	,		j
Ö	26	Capital stock, trust principal, or current funds	0.	0.	
ĕ	27	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
Ass	28	Retained earnings, accumulated income, endowment, or other funds	0.	105,004.	
귷	29	Total net assets or fund balances	0.	105,004.	<u>,</u>
Ż					!
	30	Total liabilities and net assets/fund balances	0.	105,004.	ļ
<u></u>		Analysis of Changes in Net Assets or Fund B	alances		_
<u>ك</u> 	art	III Analysis of Orlanges in Net Assets of Fund B	uiui 1063		
1	Total	net assets or fund balances at beginning of year - Part II, column (a), line	29		
	(mus	t agree with end-of-year figure reported on prior year's return)		1	0.
2	Enter	amount from Part I, line 27a		2	105,004.
3	Othe	rincreases not included in line 2 (itemize)		3	0.
4	Add	ines 1, 2, and 3		4	105,004.
		eases not included in line 2 (itemize)		5	0.
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 29	6	105,004.
_). ('		Form 990-PF (2019)

(a) List and describe	the kind(s)	of property sold (for exa	mple, real esta		(b)	How ac	quired hase		acquired	(d) Date sold	
2-story brick warehouse; or common stock, 200 shs. MLC Co.)					D	- Don	ation	(mo., d	ay, yr.)	(mo , day, yr.)	
1a	NE				\vdash					-	
b NC	ME			· · ·	╁					· · · · · · · · · · · · · · · · · · ·	
d					 						
e					T						
(e) Gross sales price		epreciation allowed (or allowable)		st or other basis expense of sale					aın or (loss) s (f) mınus (
a											
b	ļ							-			
- c	 										
e	1										
Complete only for assets show	ing gain in co	olumn (h) and owned by	the foundation	n on 12/31/69					ol. (h) gain		
(i) FMV as of 12/31/69		Adjusted basis as of 12/31/69		cess of col. (1)			¹C(ol. (k), but r Losses	not less than (from col (n -0-) or h))	
a											
b	<u> </u>										
<u>c</u>											
<u>d</u>	<u> </u>										
<u>e</u>	1	C 16	L David Live	7	╗						
2 Capital gain net income or (net c	apıtal loss)	$\begin{cases} \text{ If gain, also enter} \\ \text{ If (loss), enter -0} \end{cases}$	r in Part I, line - in Part I, line	7	}	2			<u> </u>		
3 Net short-term capital gain or (lo if gain, also enter in Part I, line 8 if (loss), enter -0- in Part I, line 8	, column (c)		nd (6).		}	3					
		ction 4940(e) for	Reduced	Tax on Net	Inv	estn	nent In	come			
(For optional use by domestic priva	te foundation	is subject to the section 4	4940(a) tax or	net investment in	ncome	;)				N/A	
If section 4940(d)(2) applies, leave	thic nart blar	al-									
Was the foundation liable for the se					riod?					Yes No	
If "Yes," the foundation doesn't qual 1 Enter the appropriate amount in					ntries						
(a) Base period years	Cacii colaiii	(b)	istructions be	Tore making any e	(c)			1	 	(d)	
Base period years Calendar year (or tax year beginn	ııng ın)	Adjusted qualifying dis	tributions	Net value of no	oncharitable-use assets			s	(d) Distribution ratio (col. (b) divided by col. (c))		
2018									· · · · · · · · · · · · · · · · · · ·		
2017											
2016		,									
2015											
2014				<u></u>							
2 Total of line 1, column (d)								2			
3 Average distribution ratio for the	5-vear base	period - divide the total	on line 2 by 5.	0. or by the numb	er of v	vears					
the foundation has been in exist			•	.,,		,		3			
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5							4				
5 Multiply line 4 by line 3							5				
6 Enter 1% of net investment inco	me (1% of P	art I, line 270)						6			
7 Add lines 5 and 6								7	 		
8 Enter qualifying distributions fro If line 8 is equal to or greater tha	•		1h and com	lete that nart usin	ın 2 10	% tav r	ate	8			
See the Part VI instructions.	, 6116	on the box in rait vi, illic	.o, and comp	note that part usill	ya I	,υ ια λ Ι	u				

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Part VI Excise Tax Based on Investment Income (Section 494	40(a), 4940(b), 4940(e), or 4	1948 - se	e instru	ctions)
1a Exempt operating foundations described in section 4940(d)(2), check here and	enter "N/A" on line 1			. 1
Date of ruling or determination letter (attach copy of letter if ne	ecessary-see instructions)	ll_		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	➤ and enter 1%	1		0.
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; of		2		0.
3 Add lines 1 and 2	- · · · · · · · · · · · · · · · · · · ·	3		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only;	others, enter -0-)	4		0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	o ,	5		0.
6 Credits/Payments				
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a 0.] , [
	6b 0.	1 1		
b Exempt foreign organizations - tax withheld at source	6c 0.	1 1		
c Tax paid with application for extension of time to file (Form 8868)		1		;]
d Backup withholding erroneously withheld	6d U.			
7 Total credits and payments Add lines 6a through 6d	a a b a at	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is att	acned	8		0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	P	9		<u> </u>
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	1	10		
11 Enter the amount of line 10 to be: Credited to 2020 estimated tax	Refunded ▶	11		
Part VII-A Statements Regarding Activities			1. 1.	
1a During the tax year, did the foundation attempt to influence any national, state, or local leg	islation or did it participate or interveni	e in		Yes No
any political campaign?			1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purp	oses? See the instructions for the defi	nition	1b	X
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?			1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the	ne year			1
(1) On the foundation ▶ \$ 0 • (2) On foundation manager	rs ▶ \$0 .	<u>.</u>		l i
e Enter the reimbursement (if any) paid by the foundation during the year for political expens	diture tax imposed on foundation			
managers. ▶ \$ 0.				لدات
2 Has the foundation engaged in any activities that have not previously been reported to the	IRS?		2	X
If "Yes," attach a detailed description of the activities.				别
3 Has the foundation made any changes, not previously reported to the IRS, in its governing	instrument, articles of incorporation,	or		$\lfloor \frac{n}{2} \rfloor$
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year	ar?		4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year	?	•	5	X
If "Yes," attach the statement required by General Instruction T				
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 mandato	ary directions that conflict with the stat	e law	•	
	Janoononia mar commet with the stat	· 1411	6	X
remain in the governing instrument? 7. Did the foundation have at least \$5,000 in assets at any time during the year? If "Ves." com-	unlate Part II col (c) and Part VV		7	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," com	ipiele rait ii, cui (c), aliu rait AV		 ' 	
The Catalanta atalan to which the foundation remains as with which it is required. Can instruct	ons. NONE			
8a Enter the states to which the foundation reports or with which it is registered. See instructi	UIIS. P HOME		-	'
MARIE 1 7 has the facility of the design of the second of	Atternou Congrel (cr. descrete)		-	!
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the		ר שואים ז	- <u></u>	X
of each state as required by General Instruction G? If "No," attach explanation	SEE STATEM		86	─ ^-,へ
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 2019 or the tax year beginning in 2019? See the instructions for Part XIV If "Yes," co	_	TOMATO O	9	X
10 Did any persons become substantial contributors during the tax year? if "Yes," attach a sched	dule listing their names and addresses	STMT 3	10	X
			Form 990	-PF (2019)

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Pa	rt VII-A	Statements Regarding Activities (continued)	<u> </u>			
					Yes	No
11	At any time	e during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
		2(b)(13)? If "Yes," attach schedule. See instructions		11		Х
12	Did the fou	ndation make a distribution to a donor advised fund over which the foundation or a disqualified person had a	dvisory privileges?			
		ach statement. See instructions		12		Х
13	Did the fou	ndation comply with the public inspection requirements for its annual returns and exemption application?		13	Х	
	Website ad	ldress ► N/A				
14	The books	are in care of ► THE ORGANIZATION Teleph	one no. ▶804-64	3-4	200	
	Located at	▶800 EAST CANAL STREET, SUITE 1900 , RICHMOND,				
15	Section 49	47(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		-		
	and enter t	he amount of tax-exempt interest received or accrued during the year	▶ 15	N	/A	
16	At any time	e during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bar	ık,		Yes	No
	securities,	or other financial account in a foreign country?		16		X
	See the ins	tructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the				
	foreign cou	untry ▶				
Pa	rt VII-B	Statements Regarding Activities for Which Form 4720 May Be Required	1			
	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)				i
	(1) Engag	e in the sale or exchange, or leasing of property with a disqualified person?	Yes X No			
	(2) Borrov	w money from, lend money to, or otherwise extend credit to (or accept it from)				ı
	a disq	ualified person?	Yes X No			
	(3) Furnis	h goods, services, or facilities to (or accept them from) a disqualified person?	X Yes No			
	(4) Pay co	ompensation to, or pay or reimburse the expenses of, a disqualified person?	Yes X No			
		er any income or assets to a disqualified person (or make any of either available				
	for the	benefit or use of a disqualified person)?	Yes X No			ı
		to pay money or property to a government official? (Exception. Check "No"				
		oundation agreed to make a grant to or to employ the official for a period after				
		ation of government service, if terminating within 90 days.)	Yes X No			
þ		ver is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations				
		4941(d)-3 or in a current notice regarding disaster assistance? See instructions	. \square	1b		X
	-	ons relying on a current notice regarding disaster assistance, check here				
C		ndation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corre	ected			
		first day of the tax year beginning in 2019?		1c		X
2		allure to distribute income (section 4942) (does not apply for years the foundation was a private operating fou	indation			
		section 4942(j)(3) or 4942(j)(5)):				
а		of tax year 2019, did the foundation have any undistributed income (Part XIII, lines	ு. சு.			
		for tax year(s) beginning before 2019?	Yes X No			
_	-	the years , , , , , , , , , , , , , , , , , , ,				
U		my years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to				
		f assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" at	N/A		—	
		see instructions.) sions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	N/A	2b		
	_					
20	Did the four	ndation hold more than a 2% direct or indirect interest in any business enterprise at any time				
Ja	during the		Yes X No			4
h		l it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified pe				ļ
		169, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)				
		acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form				ł
		to determine if the foundation had excess business holdings in 2019)	N/A	3b		
4a		ndation invest during the year any amount in a manner that would jeopardize its charitable purposes?	,	4a		X
		ndation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable	e purpose that			
_		en removed from jeopardy before the first day of the tax year beginning in 2019?		4b		X

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Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)		
5a During the year, did the foundation pay or incur any amount to:			_ L	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	es 🗶 No		{
(2) Influence the outcome of any specific public election (see section 4955); of	or to carry on, directly or indire				
any voter registration drive?			es 🗶 No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	es 🗶 No		}
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section				
4945(d)(4)(A)? See instructions		Ye	es 🛣 No		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f			1	
the prevention of cruelty to children or animals?			es 🛣 No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni	der the exceptions described i	n Regulations			
section 53.4945 or in a current notice regarding disaster assistance? See instr	uctions		N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check	here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it maintai	ined			}
expenditure responsibility for the grant?	N	[/A □ Ye	es 🔲 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?		☐ Y€	es 🗶 No		ŀ
b Did the foundation, during the year, pay premiums, directly or indirectly, on a g	ersonal benefit contract?		1	6b	<u>X</u>
If "Yes" to 6b, file Form 8870			<u> </u>	1	
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?		es 🗓 No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu				7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$		r	- T'' -		
excess parachute payment(s) during the year?	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		es X No		}
Part VIII Information About Officers, Directors, Trust	ees Foundation Ma				<u> </u>
Paid Employees, and Contractors	ccs, i cariaation ivia	inagoro, mgm	,		
1 List all officers, directors, trustees, and foundation managers and t	heir compensation.		- <u></u>		
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deterred	(e) Exp account,	ense
(a) Name and address	nours per week devoted to position	(If not paid, enter -0-)	and deterred compensation	account, allowai	otner
W. HUNTER GOODWIN III	DIRECTOR		compensation		
800 E. CANAL STREET, STE 1900					
RICHMOND, VA 23219	1.00	0.	0.		0.
					
		<u>-</u>			
	<u>.</u>		-		
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none.	enter "NONE."			
	(b) Title, and average	[(d) Contributions to	(e) Exp	ense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	account, allowar	
NONE	devoted to position	-	compensation	41104441	
				-	
		.			
		 			
					
		<u> </u>			
T-4-1 number of other employees and over \$50,000		L		<u>, </u>	
Total number of other employees paid over \$50,000					0

Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."	· · · · · · · · · · · · · · · · · · ·	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
	•	
"		

—		0
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		1
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical informal number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	ion such as the	Expenses
1 N/A		
	· · · · · · · · · · · · · · · · · · ·	
2		
2		
3		
4		
Part(IX-B) Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1 N/A		
2		
, , , , , , , , , , , , , , , , , , , ,		
All other program-related investments. See instructions	•	
2		
V		
Total. Add lines 1 through 3	<u> </u>	0.
	For	rm 990-PF (2019)

For	m 990-PF (2019) RED GATES FOUNDATION	30-1201296	Page 8
P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations	ndations, see instructions	;)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	18	0.
Ь	Average of monthly cash balances	1b 3($\frac{0}{0,001}$
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d 30	0,001.
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3 30	0,001.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	450.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 29	7,551.
6	Minimum investment return Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	854.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations ar	id certain	
	foreign organizations, check here 🕨 🔛 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	854.
2a	Tax on investment income for 2019 from Part VI, line 5		
b	Income tax for 2019. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	854.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	854.
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	854.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	 	0.
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	
	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	0.
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	0.
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies for the section	
	4940(e) reduction of tax in those years.	•	

Form **990-PF** (2019)

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2019 from Part XI, Inter 2 2 Undesdeuted record Army, as of the end of 2019 a Enter amount for 2018 only b Total for proxy years. 3 Excess distributions cerryover, if any, to 2019, a From 2014 b From 2015 c From 2016 c		(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
2 Undestrouted receiver, 4 may, as of the event of 2019					854.
a Enter amount for 2018 only b Total for prior years: D . Sexess distributions carryover, if any, to 2019. a From 2016 b From 2016 b From 2017 e From 2018 1 Total to Ines 3s through to 1 Total to Ines 3s through to 2 Aughlerd to 2018, but not more than him 2 a b Applied to 2018, but not more than him 2 a b Applied to 2018, but not more than him 2 a b Applied to undistributed moorne of prior years (Election required - see instructions) C (E	<u>-</u>	<u></u> -			
3 Excess distributions carryover, if any, to 2019. a From 2014 b From 2015 c From 2016 d From 2017 e From 2018 1 Total of lines 3a through e 4 Qualitying distributions for 2019 from Part XII, Ime 4 ▶ S	i i			0.	
3 Excess distributions carryover, if any, to 2019, a From 2014 b From 2016 b From 2017 c From 2016 1 Total of line 33 shrough 0 4 Qualifying distributions for 2019 from Part XII, ins. 4 № \$ 9 Applied to 2018, but not more than line 22 b Applied to 2018, but not more than line 23 b Applied to 2018, but not more than line 23 b Applied to 2018 distributible amount of cropus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2019 distributible amount electromaphic and testification of the 2019 d real of the 2019 distributible amount 0	· · · · · · · · · · · · · · · · · · ·				
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dFrom 2017 eFrom 2018 Total of Inter Sa through e	b From 2015				
e From 2018 1 Total of lines 3a through 0 0 - 4 Cualifying distributions for 2019 from Part XI, line 4. ► S 0 - a Applied to 2018, but not more than line 2a D Applied to undistributed income of prior years (Election required - see instructions) (Election required - see instructions) 0 - contracts and since stributions out of corpus (Election required - see instructions) 4 Applied to 2019 distributable amount • Remaining amount distributed out of corpus 5 Excess distributions carryover giptied to 2019 5 Excess distributions carryover from 2014 amount - see instructions 0 - 0 6 Enter the net total of each column as indicated below: 1 Corpus Add lines 21, 4c, and 4e Subtract line 4b from line 2b • C Enter the amount of prior years' undistributed income. Subtract line 4b from line 2b • C Enter the amount of prior years' undistributed income for which a notice of deticency has been essued, or on which the section 494(2) tax has been previously assessed 3 Cubriscal line 6b from line 6b Taxable amount - see instructions 1 Undistributed income for 2019. Subtract line 4a from line 2a Taxable amount - see instructions 2 Undistributed income for 2019. Subtract line 4a from line 2a Taxable amount - see instructions 2 Undistributed income for 2019. Subtract line 4a from line 2a Taxable amount must be distributed in 2020 3 Amounts Teacher as entirections 4 Excess from 2015 of the 1 This amount must be distributions carryover from 2014 not applied on line 5 or line 7 4 Do applied on line 5 or line 7 5 Excess distributions carryover from 2014 not applied on line 5 or line 7 6 Analysis of line 9 4 Excess from 2015 6 Excess from 2016 6 Excess from 2017 6 Excess from 2019	c From 2016				
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b Excess from 2016 c Excess from 2017 d Excess from 2018 e Excess from 2019	10 Analysis of line 9				
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d Excess from 2018 e Excess from 2019	b Excess from 2016				
e Excess from 2019					
	e Excess from 2019				

Part AV Supplementary informatio	ii (continued)		<u>-</u>	
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
Paid during the year	or substantial contributor			<u>.</u>
1 raid ddinig the year				
NONE			•	
Total				(
b Approved for future payment				
NONE				
	 	 		
T-1-1	<u> </u>	<u> </u>		
Total			▶ 3b	C

Part XVI-A Analysis of Income-Pro	ducing Activitie	s			
nter gross amounts unless otherwise indicated.	Unrelated b	usiness income		y section 512, 513, or 514	(e)
-	(a) Business	(b)	(C) Exclu-	(d)	Related or exempt
Program service revenue:	code	Amount	code	Amount	function income
a					
b					
C		_			
d				* * *	
e					
f					
g Fees and contracts from government agencies					
Membership dues and assessments					
Interest on savings and temporary cash					
investments			14	4.	
Dividends and interest from securities					
Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
Net rental income or (loss) from personal					
property			1		
Other investment income					
Gain or (loss) from sales of assets other		-			
than inventory					
Net income or (loss) from special events					
Gross profit or (loss) from sales of inventory					
Other revenue:					
a					
b					
С					
d					
е					
Subtotal. Add columns (b), (d), and (e)		0	•	4.	
Total. Add line 12, columns (b), (d), and (e)				13	
ee worksheet in line 13 instructions to verify calculations	s)				
Part XVI-B Relationship of Activitie	es to the Accom	plishment of I	Exempt P	urposes	
			<u> </u>		
ine No Explain below how each activity for which			-A contributed	importantly to the accomp	lishment of
▼ the foundation's exempt purposes (other t	than by providing funds	for such purposes).			
1					

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Part 2	(VII	Information Re Exempt Organ		sfers to a	ind Transactions a	ind Relation	onships With Noncha	ritable)	
1 Did	the org	janization directly or indir	rectly engage in any	of the followin	ig with any other organizati	on described ir	n section 501(c)		Yes	No
(oth	er than	n section 501(c)(3) organ	iizations) or in sectio	n 527, relatin	g to political organizations?	•				
a Tra	nsfers	from the reporting founda	ation to a noncharital	ble exempt or	ganization of:					
(1)	Cash							1a(1)		X
(2)	Other	assets						1a(2)		X
b Oth	er tran:	sactions						<u> </u>		
(1)	Sales	of assets to a noncharital	ble exempt organizat	tion				16(1)		X
(2)	Purch	ases of assets from a noi	ncharitable exempt o	rganization				1b(2)		X
(3)	Renta	l of facilities, equipment, (or other assets					1b(3)		X
(4)	Reimt	oursement arrangements						1b(4)		Х
(5)	Loans	or loan guarantees						1b(5)		X
(6)	Perfo	mance of services or me	mbership or fundrais	sing solicitatio	ons			1b(6)		X
c Sha	ring of	facilities, equipment, ma	ılıng lısts, other asse	ts, or paid em	ployees			1c		X
		•		•	• •	-	fair market value of the goods		sets,	
						ue in any trans	action or sharing arrangement,	show in		
	<u>`</u>) the value of the goods, (· · · · · · · · · · · · · · · · · · ·							
(a)Line n	·	(b) Amount involved	(c) Name of		e exempt organization	(d) Desi	cription of transfers, transactions, an	d sharing ai	rrangeme	nts
				N/A						
	 					<u> </u>				
	-				·	<u> </u>				
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0- 1-4	(dation diseast in a second seast	No. offices and courts and				h a d			
					or more tax-exempt organ	izations descri	oea 1		v] No
		501(c) (other than section		Ction 527			l	Yes	LA	⊔ ио
וו ס	es, co	mplete the following sche (a) Name of org			(b) Type of organization	1	(c) Description of relation	ehin		
		N/A	amzation		(b) Type of organization	.	(c) Description of relation	SIIIP		
		N/A				 				
						1				
						<u> </u>				
	Under	penalties of perjury, I declare t	that I have examined this	s return, includir	I ng accompanying schedules and	l statements, and	to the best of my knowledge			
Sign	and be	lief, it is true, correct, and con	oplete Declaration of pro	eparer (other tha	n taxpayer) is based on all inforr	nation of which p	reparer has any knowledge	ay the IRS turn with th	e prepar	er
Here		///Laun C 1			11111120	SOT.	E DIRECTOR	own below		7. 1
	Sian	ature of officer or trustee	. / 3.0		11/11/20	Title	B DIRECTOR	Yes		J No
	~.9"	Print/Type preparer's na	ıme	Preparer's s	Date	Date	Check if PTIN			
		> E = E. element o 1100			⊎ :: e:		self- employed			
Paid										
Prepa	rer	Firm's name ▶	 -	L			Firm's EIN			
Use C		THAT S HUITIO					TRIII 3 CIW			
		Firm's address		······································						

Phone no.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Name of the organization **Employer identification number** RED GATES FOUNDATION 30-1201296 Organization type (check one) Filers of: Section: Form 990 or 990-EZ 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions **General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively

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 990-PF. Part I, line 2, to

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

religious, charitable, etc., contributions totaling \$5,000 or more during the year

Schedule B (Form 990, 990-EZ, or 990-PF) (2019)

\$

Name of organization

Employer identification number

RED GATES FOUNDATION

30-1201296

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional	I space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM H. GOODWIN, III 800 E CANAL STREET, SUITE 1900 RICHMOND, VA 23219	\$ 105,000.	Person X Payroll Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	` (c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions)

Name of organization

Employer identification number

RED GATES FOUNDATION

30-1201296

Part II	Noncash Property (see instructions) Use duplicate copies of Part II if	additional space is needed	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

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RED GA	ATES FOUNDATION			30-1201296	
Part III	Exclusively religious, chantable, etc., contribut) through (e) and the following line charitable, etc., contributions of \$1,000	entry. For organization	B), or (10) that total more than \$1,000 for the yea	
(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, a	nd ZłP + 4	Relationsh	nip of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift (c) Use of			(d) Description of how gift is held	
		(e) Transfer of	gift		
1	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee		
4-111					
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift		(d) Description of how gift is held	
ļ					

(e) Transfer of gift

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(a) Transfer of with	

Transferee's name, address, and ZIP + 4

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Relationship of transferor to transferee

FORM 990-P	FINTEREST	ON S	AVINGS	AND	TEMPORARY	CASH	INVESTMENTS	STATEMENT	1
SOURCE					(A) EEVENUE ER BOOKS	NET	(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
BANK ACCOUNTS					4.	4.			_
TOTAL TO PART I, LINE 3					4.		4.		_
			=						==
FORM 990-P	F EXPLAN	ATION	CONCE	RNING	PART VII	-A, L	INE 8B	STATEMENT	2

EXPLANATION

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

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	3
NAME OF CONTRIBUTOR	ADDRESS		
w. HUNTER GOODWIN III	800 E CANAL, STE 1900 RICHMOND, VA 23219		