

For calendar year 2019, or tax year beginning 12-01-2019, and ending 11-30-2020

Name of foundation MASSEY FOUNDATION		A Employer identification number 54-6049049	
Number and street (or P.O. box number if mail is not delivered to street address) MASSEY BUILDING - 5002 MONUMENT AVE		Room/suite	B Telephone number (see instructions) (804) 648-1611
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23230		C If exemption application is pending, check here ▶ ☐	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 83,450,439	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		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)	1,000			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	18	18		
	4 Dividends and interest from securities . . .	1,205,494	1,205,494		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,229,943			
	b Gross sales price for all assets on line 6a 13,681,969				
	7 Capital gain net income (from Part IV, line 2) . . .		2,229,943		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 1,764,584	1,764,584	0	
	12 Total. Add lines 1 through 11	5,201,039	5,200,039	0	
	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)	 5,125	5,125	0	0
	b Accounting fees (attach schedule)	 11,482	11,482	0	0
	c Other professional fees (attach schedule)	 269,442	269,442	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 29,439	939	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 257,665	256,730	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	573,153	543,718	0	0
	25 Contributions, gifts, grants paid	3,420,000			3,420,000
	26 Total expenses and disbursements. Add lines 24 and 25	3,993,153	543,718	0	3,420,000
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,207,886			
	b Net investment income (if negative, enter -0-)		4,656,321		
c Adjusted net income (if negative, enter -0-)				0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	7,770	97,965	97,965
	2 Savings and temporary cash investments	1,196,225	1,286,073	1,286,073
	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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	51,857,777	52,974,892	82,066,401
	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)	53,061,772	54,358,930	83,450,439	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	47,245,717	47,245,717	
	28 Retained earnings, accumulated income, endowment, or other funds	5,816,055	7,113,213	
	29 Total net assets or fund balances (see instructions)	53,061,772	54,358,930	
30 Total liabilities and net assets/fund balances (see instructions) .	53,061,772	54,358,930		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	53,061,772
2 Enter amount from Part I, line 27a	2	1,207,886
3 Other increases not included in line 2 (itemize) ▶ _____	3	89,272
4 Add lines 1, 2, and 3	4	54,358,930
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	54,358,930

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,229,943
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	2,012,827

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))
2018	3,306,673	70,631,231	0.046816
2017	3,075,000	68,922,850	0.044615
2016	3,018,450	64,650,598	0.046689
2015	3,055,752	60,231,087	0.050734
2014	2,864,892	63,132,486	0.045379

2 Total of line 1, column (d)	2	0.234233
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	0.046847
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	76,509,934
5 Multiply line 4 by line 3	5	3,584,261
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	46,563
7 Add lines 5 and 6	7	3,630,824
8 Enter qualifying distributions from Part XII, line 4	8	3,420,000

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	93,126
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	93,126
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	93,126
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	40,020
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	40,020
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	165
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	53,271
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 2020 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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	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? <i>If "No," attach explanation.</i>	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 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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>JOSE MENDOZA</u> Telephone no. ▶ <u>(804) 648-1611</u>			

Located at ▶ 5002 MONUMENT AVENUE RICHMOND VA ZIP+4 ▶ 23230

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 2019, 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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ 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 2019 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 2019.)	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 2019?	4b	No

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
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
SILVERCREST ASSET MANAGEMENT GROUP LLC 9030 STONY POINT PARKWAY SUITE 570 RICHMOND, VA 23235	INVESTMENT ADVISORY	149,733
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	76,930,019
b	Average of monthly cash balances.	1b	745,041
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	77,675,060
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	77,675,060
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,165,126
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,509,934
6	Minimum investment return. Enter 5% of line 5.	6	3,825,497

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	3,825,497
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	93,126
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	93,126
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,732,371
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,732,371
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	3,732,371

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	3,420,000
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	3,420,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,420,000

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				3,732,371
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			3,411,679	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 3,420,000				
a Applied to 2018, but not more than line 2a			3,411,679	
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 2019 distributable amount.				8,321
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2019. (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:	0			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				3,724,050
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 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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: WILLIAM E MASSEY JR 5002 MONUMENT AVENUE RICHMOND, VA 23230 (804) 648-1611	
b The form in which applications should be submitted and information and materials they should include: LETTER STATING REASON FOR REQUEST	
c Any submission deadlines: NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: MUST BE A QUALIFYING CHARITABLE ORGANIZATION	

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	3,420,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated.

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

[illegible]

Part XVII

- | | | | |
|--|--|-----|----|
| | | Yes | No |
|--|--|-----|----|

--	--	--

- | | | |
|-------|--|----|
| 1a(1) | | No |
| 1a(2) | | No |

--	--	--

- | | | |
|--------------|--|-----------|
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |

1c		No
----	--	----

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

***** Signature of officer or trustee	2021-03-04 Date	***** Title	May the IRS discuss this return with the preparer shown below (see instr.) ☒ Yes ☐ No
--	--	--	--

Print/Type preparer's name VIRGINIA R BELCHER	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00421964
Firm's name ▶ KEITERSTEPHENSURSTGARY & SHREAVESPC				Firm's EIN ▶ 54-1631262
Firm's address ▶ 4401 DOMINION BLVD GLEN ALLEN, VA 23060				Phone no. (804) 747-0000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
RMCF V AIV I	P		
LOCUST POINT CAPITAL FUND	P		
RIVERSIDE MICRO-CAP FUD III	P		
RIVERSIDE CAPITAL APPRECIATION	P		
ACCOLADE PARTNERS V	P		
AXIOM ASIA PRIVATE CAPITAL FUND II	P		
RCAF VI AIV II	P		
ARISAIG ASIA CONSUMER FUND	P		
CHARLES SCHWAB #0082	P		
CHARLES SCHWAB #0790	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17			17
1,196			1,196
54,071			54,071
93,180			93,180
135,823			135,823
220,377			220,377
281,492			281,492
304,061			304,061
777,173		780,685	-3,512
875,352		859,918	15,434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			17
			1,196
			54,071
			93,180
			135,823
			220,377
			281,492
			304,061
			-3,512
			15,434

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
CHARLES SCHWAB #2379	P		
CHARLES SCHWAB #9060	P		
SETTLEMENT PAYMENTS	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,578,405		1,911,813	-333,408
9,142,832		7,899,610	1,243,222
874			874
217,116			217,116

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-333,408
			1,243,222
			874
			217,116

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
WILLIAM E MASSEY JR	PRESIDENT/DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
A TRAVIS MASSEY	DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
E MORGAN MASSEY	VP & SECR/DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
CRAIG L MASSEY	DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
WILLIAM BLAIR MASSEY JR	TREASURER/DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
REBECCA MASSEY	DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				
GENERAL JAMES HENRY BINFORD PEAY II	DIRECTOR 1.00	0	0	0
5002 MONUMENT AVENUE RICHMOND, VA 23230				

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>				
ACTIVE SOUTHERN WEST VIRGINIA 116 N HEBER STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	150,000
BECKLEY AREA FOUNDATION 129 MAIN STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
BEREA COLLEGE101 CHESTNUT STREET BEREA, KY 40404	NONE	PC	UNRESTRICTED	15,000
Total ▶ 3a				3,420,000

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>				
BLUE RIDGE SCHOOL273 MAYO DRIVE DYKE, VA 22935	NONE	PC	UNRESTRICTED	25,000
BLUEFIELD COLLEGE 3000 COLLEGE AVENUE BLUEFIELD, VA 24605	NONE	PC	UNRESTRICTED	15,000
BLUEFIELD STATE FOUNDATION 219 ROCK STREET BLUEFIELD, VA 24605	NONE	PC	UNRESTRICTED	15,000
Total ▶ 3a				3,420,000

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>				
BOY SCOUTS OF AMERICA - HEART OF VIRGINIA COUNCIL PO BOX 6809 RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	50,000
BOYS AND GIRLS CLUBS OF METRO RICHMOND 5511 STAPLES MILL ROAD RICHMOND, VA 23228	NONE	PC	UNRESTRICTED	10,000
CANCERLINC 1423 JOHNSTON WILLIS DRIVE NORTH CHESTERFIELD, VA 23235	NONE	PC	UNRESTRICTED	10,000
Total ▶ 3a				3,420,000

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>				
CHILD SAVERS200 N 22ND STREET RICHMOND, VA 23223	NONE	PC	UNRESTRICTED	15,000
CHILDREN'S HOSPITAL FOUNDATION 2924 BROOK ROAD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	15,000
COLLEGIATE SCHOOL 103 N MOORELAND ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
CROSS OVER MINISTRY 8600 QUIOCCASIN ROAD SUITE 101 RICHMOND, VA 23229	NONE	PC	UNRESTRICTED	50,000
UNIVERSITY OF THE CUMBERLANDS 6178 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PC	UNRESTRICTED	15,000
DAVIDSON COLLEGE 102 N MAIN STREET DAVIDSON, NC 28035	NONE	PC	UNRESTRICTED	15,000
Total ▶ 3a				3,420,000

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>				
ELIJAH HOUSE ACADEMY 6627-B JAHNKE ROAD RICHMOND, VA 23225	NONE	PC	UNRESTRICTED	40,000
ELK HILL FARM INC 1975 ELK HILL ROAD GOOCHLAND, VA 23063	NONE	PC	UNRESTRICTED	25,000
FEEDMORE1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,420,000

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>				
FORWARD SOUTHERN WEST VIRGINIA 325 NEVILLE STREET BECKLEY, WV 25801	NONE	PC	NEW RIVER GORGE REGIONAL BUSINESS ACCELERATOR	50,000
GOOCHLAND CARES 2999 RIVER ROAD WEST GOOCHLAND, VA 23063	NONE	PC	UNRESTRICTED	10,000
HAMPDEN-SYDNEY COLLEGE PO BOX 127 HAMPDENSYDNEY, VA 23943	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
HAMPTON UNIVERSITY 100 CEMETERY ROAD HAMPTON, VA 23668	NONE	PC	UNRESTRICTED	50,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVENUE HENRICO, VA 23228	NONE	PC	UNRESTRICTED	100,000
MARSHALL UNIVERSITY ONE JOHN MARSHALL DRIVE HUNTINGTON, WV 25755	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
MASSEY CANCER CENTER 401 COLLEGE ST RICHMOND, VA 23298	NONE	PC	UNRESTRICTED	250,000
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
MCV FOUNDATION 1228 E BROAD STREET RICHMOND, VA 23298	NONE	PC	FOR THE PARKINSON'S CENTER	750,000
Total ▶ 3a				3,420,000

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>				
MCV FOUNDATION 1228 E BROAD STREET RICHMOND, VA 23298	NONE	PC	MASSEY CANCER CENTER	25,000
NATIONAL COAL HERITAGE AREA AUTHORITY 100 KELLYL AVENUE OAK HILL, WV 25901	NONE	PC	UNRESTRICTED	10,000
NEEDLE'S EYE MINISTRIES INC 104 BERRINGTON COURT RICHMOND, VA 23221	NONE	PC	UNRESTRICTED	30,000
Total ▶ 3a				3,420,000

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				
NEW COMMUNITY SCHOOL 4211 HERMITAGE ROAD RICHMOND, VA 23227	NONE	PC	UNRESTRICTED	160,000
NEW LIFE FOR YOUTH 2320 BROAD ROCK BLVD RICHMOND, VA 23224	NONE	PC	UNRESTRICTED	30,000
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	35,000
Total ► 3a				3,420,000

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>				
RICHMOND CHAPTER AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	50,000
RICHMOND MONTESSORI SCHOOL 499 N PARHAM ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	10,000
RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	30,000
Total ▶ 3a				3,420,000

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				
RICHMOND SYMPHONY 612 EAST GRACE STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	10,000
RIVERSIDE SCHOOL2110 MCRAE ROAD RICHMOND, VA 23235	NONE	PC	UNRESTRICTED	10,000
SCIENCE MUSEUM OF VIRGINIA FOUNDATION 2500 W BROAD STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	35,000
Total ▶ 3a				3,420,000

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				
SEMPER FI FUND 715 BROADWAY STREET QUANTICO, VA 22134	NONE	PC	UNRESTRICTED	10,000
ST ANDREWS SCHOOL 227 S CHERRY STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
ST CATHERINE'S FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
ST CHRISTOPHER'S FOUNDATION 711 ST CHRISTOPHERS ROAD RICHMOND, VA 23226	NONE	PC	UNRESTRICTED	25,000
STARTUP VIRGINIA 1717 E CARY STREET RICHMOND, VA 23223	NONE	PC	UNRESTRICTED	10,000
STEWARD SCHOOL 11600 GAYTON ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	10,000
Total ▶ 3a				3,420,000

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 DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	25,000
THE HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND, VA 23224	NONE	PC	UNRESTRICTED	40,000
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
UNITED WAY OF SOUTHERN WEST VIRGINIA 110 CROFT STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
UNIVERSITY OF PIKEVILLE 147 SYCAMORE STREET PIKEVILLE, KY 41501	NONE	PC	UNRESTRICTED	25,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,420,000

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>				
UNIVERSITY OF VIRGINIA AT WISE 1 COLLEGE AVENUE WISE, VA 24293	NONE	PC	UNRESTRICTED	15,000
UNOS700 N 4TH STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	15,000
UVA DARDEN SCHOOL 100 DARDEN BOULEVARD CHARLOTTESVILLE, VA 22903	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
UVA ENGINEERING FOUNDATION PO BOX 400256 CHARLOTTESVILLE, VA 22904	NONE	PC	UNRESTRICTED	100,000
UVA MCINTIRE SCHOOL OF COMMERCE PO BOX 400173 CHARLOTTESVILLE, VA 22904	NONE	PC	UNRESTRICTED	75,000
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	10,000
Total ▶ 3a				3,420,000

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>				
VCU ENGINEERING SCHOOL FOUNDATION 601 WEST MAIN STREET RICHMOND, VA 23284	NONE	PC	UNRESTRICTED	50,000
VIRGINIA COLLEGE FUND 4900 AUGUSTA AVENUE RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	15,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 901 EAST BYRD STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	40,000
Total ▶ 3a				3,420,000

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 HOME FOR BOYS & GIRLS 8716 W BROAD STREET HENRICO, VA 23294	NONE	PC	UNRESTRICTED	25,000
VIRGINIA INSTITUTE FOR MARINE SCIENCE 1208 GREATE ROAD GLOUCESTER POINT, VA 23062	NONE	PC	UNRESTRICTED	100,000
VIRGINIA MILITARY INSTITUTE 319 LETCHER AVENUE LEXINGTON, VA 24450	NONE	PC	UNRESTRICTED	50,000
Total ► 3a				3,420,000

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 MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
VIRGINIA MUSEUM OF HISTORY AND CULTURE 428 NORTH BOULEVARD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	10,000
VIRGINIA TECH FOUNDATION INC 902 PRICES FORK ROAD BLACKSBURG, VA 24061	NONE	PC	UNRESTRICTED	50,000
Total ► 3a				3,420,000

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 UNION UNIVERSITY 1500 N LOMBARDY STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	15,000
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	NONE	PC	UNRESTRICTED	50,000
YMCA OF RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,420,000

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>				
YMCA OF SOUTHERN WEST VIRGINIA 121 E MAIN STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
COMMUNITY FOUNDATION OF RICHMOND 3409 W MOORE ST RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	25,000
CRISTO REY HIGH SCHOOL 304 N SHEPPARD ST RICHMOND, VA 23221	NONE	PC	UNRESTRICTED	10,000
Total ▶ 3a				3,420,000

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>				
PETER PAUL DEVELOPMENT CENTER 1708 N 22ND ST RICHMOND, VA 23223	NONE	PC	UNRESTRICTED	10,000
YWCA OF RICHMOND6 N 5TH ST RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	10,000
REYNOLDS COMMUNITY COLLEGE EDUCATIONAL FOUNDATION PO BOX 26924 RICHMOND, VA 232616924	NONE	PC	UNRESTRICTED	15,000
Total ▶ 3a				3,420,000

TY 2019 Accounting Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,482	11,482	0	0

TY 2019 Investments - Other Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS SCHWAB #2379	AT COST	3,547,851	4,114,841
AXIOM ASIA PRIVATE CAPITAL FUND II, LP	AT COST	2,015,705	3,198,787
14,862.1799 SHS STEADFAST INTERNATIONAL LTD, CLASSES I & K	AT COST	2,000,964	4,645,302
PAULSON REAL ESTATE RECOVERY FUND	AT COST	1,139,058	1,351,932
66,065 SHS ARISAIG ASIA CONSUMER FUND LTD	AT COST	5,492,115	7,951,610
PAULSON REAL ESTATE (OFFSHORE) II, LP	AT COST	2,679,818	2,694,989
HRE RETAIL INCOME FUND I, LP	AT COST	1,865,858	3,838,656
HRE RETAIL FUND II, LP	AT COST	2,767,845	4,088,772
RIVERSIDE MICRO-CAP FUND III, LP	AT COST	2,662,103	4,469,545
RIVERSIDE MICRO-CAP FUND IV AIV-I	AT COST	169,292	0
RIVERSIDE MICRO-CAP FUND IV, LP	AT COST	1,659,948	2,311,857
RCAF VI AIV II	AT COST	609,830	0
RIVERSIDE CAPITAL APPRECIATION FUND VI LP	AT COST	480,711	1,075,482
MILLENIUM INTERNATIONAL LTD	AT COST	3,000,000	5,036,474
ACCOLADE PARTNERS V LP	AT COST	1,978,454	3,697,247
ARTISAN INTL VALUE FUND	AT COST	3,700,100	3,778,844
BROWN CAP MGMT SMALL CO	AT COST	1,787,413	3,479,430
MATTHEWS ASIA DIVIDEND FUND	AT COST	828,453	1,241,128
VANGUARD GROWTH ETF	AT COST	429,810	1,469,086
ACI WORLDWIDE INC	AT COST	55,216	79,984
ALTRA INDUSTRIAL MOT	AT COST	97,187	149,279
AMN HEALTHCARE	AT COST	83,255	121,849
BANCORPSOUTH INC	AT COST	117,708	114,835
BRUNSWICK CORP	AT COST	34,353	52,994
CVB FINANCIAL CORP	AT COST	100,780	100,552
FULLER H B CO	AT COST	92,539	102,305
GLATFELTER	AT COST	101,944	93,264
HORACE MANN EDUCATOR	AT COST	84,180	91,018
I C U MEDICAL INC	AT COST	81,481	89,255
INDEPENDENT BANK CO	AT COST	98,796	111,606

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LA-Z-BOY INC	AT COST	118,898	155,198
LANCASTER COLONY CO	AT COST	46,202	57,064
MATADOR RESOURCES CO	AT COST	82,544	40,975
METHODE ELECTRONICS	AT COST	93,607	96,305
MGE ENERGY INC	AT COST	50,459	55,966
ROGERS INC	AT COST	84,195	102,102
SELECTIVE INS GROUP	AT COST	107,762	126,113
US ECOLOGY INC	AT COST	83,936	70,322
WOLVERINE WORLD WIDE	AT COST	66,392	84,271
PEBBLEBROOK HOTEL TR	AT COST	83,619	61,142
PHYSICIANS REALTY TR	AT COST	103,328	98,288
LOCUST POINT	AT COST	2,116,920	2,503,356
BIOINNOVATION	AT COST	954,790	1,360,272
ESCO TECHNOLOGIES	AT COST	84,686	120,658
MAGNOLIA OIL & GAS	AT COST	77,313	48,969
BROOKS AUTOMATION	AT COST	68,516	144,885
ONE GAS INC	AT COST	82,682	88,682
SEMTECH CORP	AT COST	43,862	66,121
SYNNEX CORP	AT COST	71,703	116,545
INVESTMENTS SCHWAB #0082	AT COST	2,979,989	4,017,730
CASELLA WASTE SYSTEMS	AT COST	95,251	129,989
FOWARD AIR CORP	AT COST	96,555	108,144
ICF INTERNATIONAL	AT COST	107,385	96,332
QTS REALTY TRUST	AT COST	66,755	85,550
RIVERSIDE MICRO CAP V FUND	AT COST	523,686	475,036
RIVERSIDE ACCELERATION CAPITAL FUND II	AT COST	145,427	135,415
ACCOLADE PARTNERS GROWTH I LP	AT COST	476,639	541,032
ADAPT HEALTH CORP	AT COST	70,738	72,112
ARCOSA INC	AT COST	38,657	50,592
BRINKS	AT COST	81,820	102,327

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENVISTA HOLDINGS CORP	AT COST	101,746	105,690
FIRST HORIZON CORP	AT COST	95,943	85,149
GILBRALTAR INDUSTRIES	AT COST	100,742	123,719
GLACIER BANCORP	AT COST	113,417	103,556
INTEGER HOLDINGS CORP	AT COST	99,409	97,682
OXFORD INDUSTRIES INC	AT COST	88,714	79,501
SIMPLY GOOD FOODS	AT COST	67,312	64,785
WILLSCOT MOBILE MINI HLD	AT COST	60,704	72,919
EDGEWOOD GROWTH FUND	AT COST	1,500,025	1,883,621
PARNASSUS CORE EQUITY FUND	AT COST	1,500,050	1,757,154
VIKING LONG FUND III	AT COST	0	6,550,462
HRE RETAIL FUND III	AT COST	379,747	379,747

TY 2019 Legal Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,125	5,125	0	0

TY 2019 Other Expenses Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOLADE PARTNERS V LP K-1 - OTHER DEDUCTIONS	65,354	65,354	0	0
BANK CHARGES	76	76	0	0
BIOINNOVATION CAPITAL K-1 - OTHER DEDUCTIONS	50,513	50,513	0	0
PAULSON REAL ESTATE (OFFSHORE) K-1 - OTHER DEDUCTIONS	4,834	4,834	0	0
PAULSON REAL ESTATE RECOVERY K-1 - OTHER DEDUCTIONS	4,035	4,035	0	0
RVCF V AIV I LP K-1 - OTHER DEDUCTIONS	5,391	5,391	0	0
RIVERSIDE MICRO-CAP FUND III LP K-1 - OTHER DEDUCTIONS	20,318	20,318	0	0
RIVERSIDE MICRO-CAP FUND IV AIV-I K-1 - OTHER DEDUCTIONS	3,734	3,734	0	0
RIVERSIDE MICRO-CAP FUND IV K-1 - OTHER DEDUCTIONS	6,355	6,355	0	0
RIVERSIDE MICRO-CAP FUND V LP K-1 - OTHER DEDUCTIONS	5,937	5,937	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASIA AXIOM PRIVATE CAPITAL FUND II K-1 - OTHER DEDUCTIONS	46,720	46,720	0	0
ACCOLADE PARTNERS GROWTH 1 LP K-1 - OTHER DEDUCTIONS	12,986	12,986	0	0
RIVERSIDE CAPITAL APPRECIATION FUND VI	28,962	28,962	0	0
INSURANCE	750	750	0	0
DUES AND SUBSCRIPTIONS	765	765	0	0
MISCELLANEOUS	935	0	0	0

TY 2019 Other Income Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ARISAIG ASIA CONSUMER FUND LIMITED - OTHER INCOME	5,332	5,332	0
LOCUST POINT CAPITAL	153,479	153,479	0
HRE RETAIL INCOME FUND I LP K-1 - INCOME	184,175	184,175	0
HRE RETAIL FUND II K-1 - INCOME	170,590	170,590	0
ACCOLADE PARTNERS K-1 - INCOME	-3,722	-3,722	0
RIVERSIDE MICROCAP FUND IV AIV	-243,820	-243,820	0
RIVERSIDE ACCELERATION CAPITAL FUND	-6,014	-6,014	0
RMCF V AIV FUND	-32,703	-32,703	0
RIVERSIDE MICROCAP FUND III	1,536,176	1,536,176	0
AXIOM ASIA PRIVATE CAPITAL	135	135	0
RIVERSIDE CAPITAL APPRECIATION FUND VI	956	956	0

TY 2019 Other Increases Schedule

Name: MASSEY FOUNDATION

EIN: 54-6049049

Description	Amount
BOOK TAX ADJUSTMENT TO BASIS OF INVESTMENTS	89,272

TY 2019 Other Professional Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOLADE PARTNERS V LP - INVESTMENT MANAGEMENT FEES	25,000	25,000	0	0
AXIOM ASIA PRIVATE CAPITAL FUND II LP - INVESTMENT MANAGEMENT FEES	35,429	35,429	0	0
RIVERSIDE MICRO-CAP FUND III LP - INVESTMENT MANAGEMENT FEES	33,574	33,574	0	0
SILVERCREST ASSET MANAGEMENT GROUP - INVESTMENT ADVISORY FEES	150,000	150,000	0	0
OTHER INVESTMENT FEES	25,439	25,439	0	0

TY 2019 Taxes Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDENDS	939	939	0	0
EXCISE TAXES	28,500	0	0	0