

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year **2022** or tax year beginning _____, and ending _____

Name of foundation Danville Regional Foundation		A Employer identification number 20-3319727
Number and street (or P.O. box number if mail is not delivered to street address) 512 Bridge Street	Room/suite 100	B Telephone number 434-799-2176
City or town, state or province, country, and ZIP or foreign postal code Danville, VA 24541		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 247,460,504.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	13,061,797.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	163,275.	163,275.		
	4 Dividends and interest from securities	4,036,788.	4,036,788.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,497,418.			Statement 1
	b Gross sales price for all assets on line 6a	110,510,679.			
	7 Capital gain net income (from Part IV, line 2)		21,559,215.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	339,899.	216,505.		Statement 2	
12 Total. Add lines 1 through 11	26,099,177.	25,975,783.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	574,243.	64,039.		507,892.
	14 Other employee salaries and wages	619,270.	7,505.		629,584.
	15 Pension plans, employee benefits	160,711.	3,030.		157,681.
	16a Legal fees Stmt 3	2,925.	1,300.		1,625.
	b Accounting fees Stmt 4	50,500.	0.		47,050.
	c Other professional fees Stmt 5	1,978,071.	1,513,498.		519,896.
	17 Interest	45,737.	24,309.		21,428.
	18 Taxes Stmt 6	484,277.	43,468.		55,225.
	19 Depreciation and depletion	66,389.	0.		
	20 Occupancy	107,793.	66,817.		18,247.
	21 Travel, conferences, and meetings	58,917.	0.		58,917.
	22 Printing and publications				
	23 Other expenses Stmt 7	261,836.	377,450.		446,298.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,410,669.	2,101,416.		2,463,843.
	25 Contributions, gifts, grants paid	10,341,929.			16,169,235.
26 Total expenses and disbursements. Add lines 24 and 25	14,752,598.	2,101,416.		18,633,078.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements ...	11,346,579.				
b Net investment income (if negative, enter -0-)		23,874,367.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		116,062.	812,018.	812,018.	
	2	Savings and temporary cash investments		14,502,568.	12,924,553.	12,924,553.	
	3	Accounts receivable	17,907.				
		Less: allowance for doubtful accounts		14,642.	17,907.	17,907.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			95,454.	272,468.	272,468.
	10a	Investments - U.S. and state government obligations	Stmt 9		12,683,935.	9,678,579.	9,678,579.
	b	Investments - corporate stock	Stmt 10		69,280,040.	50,642,814.	50,642,814.
	c	Investments - corporate bonds	Stmt 11		32,045,987.	22,411,883.	22,411,883.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	Stmt 12		150,870,485.	149,860,424.	149,860,424.	
14	Land, buildings, and equipment: basis	1,285,109.					
	Less: accumulated depreciation	Stmt 13	808,998.	542,500.	476,111.	476,111.	
15	Other assets (describe Accrued int. rec.)			328,258.	363,747.	363,747.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			280,479,931.	247,460,504.	247,460,504.	
Liabilities	17	Accounts payable and accrued expenses		475,522.	1,044,888.		
	18	Grants payable		23,733,146.	17,911,179.		
	19	Deferred revenue		134,987.	129,222.		
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable			1,078,695.	984,113.	Statement 14
	22	Other liabilities (describe Def. excise tax)			1,061,163.	438,702.	
	23	Total liabilities (add lines 17 through 22)			26,483,513.	20,508,104.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.						
	24	Net assets without donor restrictions		253,996,418.	226,952,400.		
	25	Net assets with donor restrictions					
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.						
	26	Capital stock, trust principal, or current funds					
	27	Paid-in or capital surplus, or land, bldg., and equipment fund					
	28	Retained earnings, accumulated income, endowment, or other funds					
29	Total net assets or fund balances			253,996,418.	226,952,400.		
30	Total liabilities and net assets/fund balances			280,479,931.	247,460,504.		

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	253,996,418.
2	Enter amount from Part I, line 27a	2	11,346,579.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	265,342,997.
5	Decreases not included in line 2 (itemize) See Statement 8	5	38,390,597.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	226,952,400.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly traded securities			
b Return of capital - alt. invest. funds	P		
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 110,510,679.		89,103,524.	21,407,155.
b			152,060.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			21,407,155.
b			152,060.
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	21,559,215.
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	N/A

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	331,854.
b All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	331,854.
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	331,854.
6 Credits/Payments:			
a 2022 estimated tax payments and 2021 overpayment credited to 2022	6a	110,000.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	240,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d		7	350,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	11,456.
9 Tax due. If the total of lines 5 and 8 is more than 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,690.
11 Enter the amount of line 10 to be: Credited to 2023 estimated tax 6,690. Refunded		11	0.

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ <u>0.</u> (2) On foundation managers. \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. _____ <u>VA</u>		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the tax year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <u>Stmt 15</u>	X	
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <u>www.drfonline.org</u>		
14 The books are in care of <u>Jon C. Sells, CFO & Treas.</u> Telephone no. <u>434-799-2176</u> Located at <u>512 Bridge Street, Suite 100, Danville, VA</u> ZIP+4 <u>24541</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 <u>N/A</u>		
16 At any time during calendar year 2022, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		

Part VI-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?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(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)?	1a(5)	X
(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.)	1a(6)	X
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	X
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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 2022?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2022 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2022.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b	X

Part VI-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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	
c Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
d 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).	N/A	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 16		457,462.	99,584.	14,885.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Annie Martinie - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer 40.00	102,874.	23,121.	0.
Lori Merrick - 512 Bridge St., #100, Danville, VA 24541	Dir.-Marketing & Communications 40.00	103,327.	17,059.	0.
Stephanie Blevins - 512 Bridge St., #100, Danville, VA 24541	Accountant 40.00	75,053.	30,510.	0.
Susanne Bell - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer 40.00	85,459.	14,959.	0.
Willie Jones - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer 40.00	82,951.	9,171.	0.
Total number of other employees paid over \$50,000				6

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly 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
Downtown Danville Development, LLC P.O. Box 650, Durham, NC 27702	Invest. & property mgm't	288,617.
Wedge Capital Management 301 College St., Charlotte, NC 28202	Investment management	149,194.
Advisory Research, Inc. 1659 Payshpere Circle, Chicago, IL 60674	Investment management	146,082.
Richmond Capital - 10800 Midlothian Turnpike, Suite 217, Richmond, VA 23235	Investment management	98,047.
TSNE Mission Works 89 South St., Suite 700, Boston, MA 02111	Program consulting	88,880.
Total number of others receiving over \$50,000 for professional services		8

Part VIII-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 N/A	0.
2	
3	
4	

Part VIII-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		
3 All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

Part IX		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	176,449,546.
b	Average of monthly cash balances	1b	14,254,639.
c	Fair market value of all other assets (see instructions)	1c	60,252,330.
d	Total (add lines 1a, b, and c)	1d	250,956,515.
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	511,584.
3	Subtract line 2 from line 1d	3	250,444,931.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	3,756,674.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	246,688,257.
6	Minimum investment return. Enter 5% (0.05) of line 5	6	12,334,413.

Part X		Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here <input type="checkbox"/> and do not complete this part.)	
1	Minimum investment return from Part IX, line 6	1	12,334,413.
2a	Tax on investment income for 2022 from Part V, line 5	2a	331,854.
b	Income tax for 2022. (This does not include the tax from Part V.)	2b	1,920.
c	Add lines 2a and 2b	2c	333,774.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,000,639.
4	Recoveries of amounts treated as qualifying distributions	4	5,339.
5	Add lines 3 and 4	5	12,005,978.
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 XII, line 1	7	12,005,978.

Part XI		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	18,633,078.
b	Program-related investments - total from Part VIII-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 XII, line 4	4	18,633,078.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				12,005,978.
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only			1,308,155.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2022:				
a From 2017				
b From 2018				
c From 2019				
d From 2020				
e From 2021				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2022 from Part XI, line 4: \$ 18,633,078.				
a Applied to 2021, but not more than line 2a ...			1,308,155.	
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 2022 distributable amount				12,005,978.
e Remaining amount distributed out of corpus	5,318,945.			
5 Excess distributions carryover applied to 2022 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,318,945.			
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 2021. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2017 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a	5,318,945.			
10 Analysis of line 9:				
a Excess from 2018 ...				
b Excess from 2019 ...				
c Excess from 2020 ...				
d Excess from 2021 ...				
e Excess from 2022 ...	5,318,945.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2022, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2022	(b) 2021	(c) 2020	(d) 2019	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV 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).)

None

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.

None

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.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

See Statement 17

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

c Any submission deadlines:

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

Part XIV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Averett University 420 West Main Street Danville, VA 24541	None	PC	AU Online	1,872,500.
Averett University 420 West Main Street Danville, VA 24541	None	PC	CCEC	392,856.
Beulah Missionary Baptist Church 918 Monumnet Street Danville, VA 24541	None	PC	Make More Happen	25,000.
Big Brothers Big Sisters 308 Craghead Street, Suite 104 Danville, VA 24541	None	PC	Capacity Grant	25,000.
Blue Ridge Mountains Boy Scouts P.O. Box 7606 Roanoke, VA 24019	None	PC	Capacity Grant	25,000.
Total See continuation sheet(s) 3a				16,169,235.
b Approved for future payment				
Averett University 420 West Main Street Danville, VA 24541	None	PC	CCEC	331,454.
Averett University 420 West Main Street Danville, VA 24541	None	PC	AU Online	685,000.
Averett University 420 West Main Street Danville, VA 24541	None	PC	TED Talk	12,500.
Total See continuation sheet(s) 3b				17,911,179.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, and Other investment income.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes **No**

b If "Yes," complete the following schedule.

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

CFO & Treasurer

Title

Yes No
May the IRS discuss this return with the preparer shown below? See instr.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Aaron M. Fox	Aaron M. Fox	09/26/23		P01365820
	Firm's name Marcum LLP			Firm's EIN 11-1986323	
Firm's address 1899 L Street, NW, #850 Washington, DC 20036				Phone no. 202-227-4000	

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Bookends P.O. Box 11405 Danville, VA 24543	None	PC	Capacity Grant	25,000.
Cardinal News P.O. Box 4455 Roanoke, VA 24015	None	PC	New Reporter	100,000.
Caswell Council for the Arts P.O. Box 689 Yanceyville, NC 27379	None	PC	Make More Happen	2,750.
Caswell County Chamber of Commerce P.O. Box 29 Yanceyville, NC 27379	None	PC	Capacity Grant	25,000.
Caswell County Parrish 1038 Main Street Danville, VA 27379	None	PC	Ashby Award	50,000.
Caswell Recreation Development P.O. Box 114 Yanceyville, NC 27379	None	GOV	Make More Happen	17,975.
Changing Lives Outreach Center 609 Keen St., Suite A Danville, VA 24540	None	PC	Capacity Grant	17,338.
Chatham First P.O. Box 426 Chatham, VA 24531	None	PC	Capacity Grant	25,000.
City of Danville Parks and Recreation P.O. Box 3300 Danville, VA 24543	None	GOV	Westmoreland Park	76,716.
City of Danville, VA P.O. Box 3300 Danville, VA 24543	None	GOV	Executive Training	16,900.
Total from continuation sheets				13,828,879.

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
City of Danville, VA P.O. Box 3300 Danville, VA 24543	None	GOV	Historic Preservation Study	25,000.
City of Danville, VA P.O. Box 3300 Danville, VA 24543	None	GOV	Whitewater Course Design & Development	979,690.
Community Foundation of the Dan River Region 541 Loyal Street Danville, VA 24541	None	PC	Re-granting '20-'22 & Professional Development	15,899.
Dan River Business Development Center 300 Ringgold Industrial Parkway Danville, VA 24540	None	PC	KDM Incentive	68,600.
Dan River Nonprofit Network 126 Sutherlin Avenue Danville, VA 24541	None	PC	Capacity Grant	25,000.
Danville Literacy Council 450 W. Main Street Danville, VA 24541	None	PC	Make More Happen	5,380.
Danville Neighborhood Development P.O. Box 3549 Danville, VA 24540	None	PC	New ED Search	25,000.
Danville Pittsylvania County Cancer Association 233 Riverview Dr. Danville, VA 24541	None	PC	Capacity Grant	22,000.
Danville Pittsylvania County Chamber of Commerce 150 Slayton Avenue Danville, VA 24540	None	PC	Leadership Southside	6,000.
Danville Pittsylvania County Chamber of Commerce 150 Slayton Avenue Danville, VA 24540	None	PC	Strategic Plan and CEO Search	6,654.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Danville Police Department 427 Patton Street Danville, VA 24541	None	PC	Make More Happen	25,000.
Friends of the Danville Public Library P.O. Box 11405 Danville, VA 24543	None	PC	Make More Happen	25,000.
House of Hope 206 South Ridge St. Danville, VA 24541	None	PC	Capacity Grant	25,000.
Industrial Development Authority P.O. Box 3300 Danville, VA 24543	None	GOV	Housing Study	25,000.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	Industry 4.0 Integration Initiative	1,748,992.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	Intern Program	74,600.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	CMA Facility	4,078,474.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	New President Search	25,000.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	REACH Partnership	1,613,215.
Men for Change 550 County Dr. Ringgold, VA 24586	None	PC	Make More Happen	15,370.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
My Brothers Keeper 3221 Virginia Ln Danville, VA 24540	None	PC	Capacity Grant	25,000.
Olde Dominion Agricultural Foundation 19783 US Hwy. 29, Suite G Chatham, VA 24531	None	PC	Hotel Study	13,900.
Olde Dominion Agricultural Foundation 19783 US Hwy. 29, Suite G Chatham, VA 24531	None	PC	Facility Expansion	758,212.
PATHS 705 Main Street Danville, VA 24541	None	PC	Make More Happen	22,115.
Pittsylvania County Schools P.O. Box 232 Chatham, VA 24531	None	GOV	Next Step Comprehensive Plan	25,000.
PPL Foundation P.O. Box 814 Chatham, VA 24531	None	PC	Gretna Library Expansion	207,692.
PPL Foundation P.O. Box 814 Chatham, VA 24531	None	PC	Gretna Library Expansion	150,000.
Right Touch Christian Church 513 Worsham Street Danville, VA 24540	None	PC	Make More Happen	2,500.
River District Association 208 N. Union St Danville, VA 24541	None	PC	Consultant for Black Business Collaborative	24,100.
River District Association 208 N. Union St Danville, VA 24541	None	PC	River District Revitalization Expansion	250,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Smart Beginnings 104 Trade St Danville, VA 24541	None	PC	School Readiness Initiative III	914,920.
Southside Business Technology Center (SBTC) 527 Bridge St., #200 Danville, VA 24541	None	PC	The Launch Place Phase 2	1,631,596.
The Launch Place 527 Bridge St #200 Danville, VA 24541	None	PC	Entrepreneurial Ecosystem	140,000.
The Literacy Lab 450 W. Main Street Danville, VA 24541	None	PC	Literacy Lab Tutor Program	250,000.
United Way of Danville-Pittsylvania County 308 Craghead Street, Suite 104 Danville, VA 24541	None	PC	DRNN Implementation Grant	160,841.
Veterans of Foreign War P.O. Box 185 Yanceyville, NC 27379	None	PC	Make More Happen	3,950.
Virginia Health Care Foundation 707 East Main Street, Suite 1350 Richmond, VA 23219	None	PC	Project Connect Outreach Worker	32,500.
West Piedmont Planning District 1100 Madison St. Danville, VA 24541	None	PC	West Piedmont Planning District Commission	25,000.
Total from continuation sheets				

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Cardinal News P.O. Box 4455 Roanoke, VA 24015	None	PC	New Reporter	200,000.
Caswell County, NC P.O. Box 98, 144 Court Square Yanceyville, NC 27379	None	GOV	Caswell Enterprise Center - On the Square	254,000.
City of Danville, VA P.O. Box 3300 Danville, VA 24543	None	GOV	Riverfront Park	2,000,000.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	CMA Facility	1,881,277.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	Dan River Region Collaborative	297,965.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	REACH Partnership	4,137,405.
Institute for Advanced Learning and Research 150 Slayton Avenue Danville, VA 24540	None	GOV	AmericCorps 2022-2025	462,230.
Piedmont Community College P.O. Box 1150 Yanceyville, NC 27379	None	PC	Center for Educational & Agricultural Development (CEAD)	2,509,650.
Pittsylvania County P.O. Box 426 Chatham, VA 24531	None	GOV	County Admin. Search	25,000.
PPL Foundation P.O. Box 814 Chatham, VA 24531	None	PC	Gretna Library Expansion	38,392.
Total from continuation sheets				16,882,225.

Part XIV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
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)				
River District Association 208 N. Union St Danville, VA 24541	None	PC	River District Revitalization Expansion	1,000,000.
Smart Beginnings 104 Trade St Danville, VA 24541	None	PC	School Readiness Initiative III	2,685,195.
Southside Business Technology Center (SBTC) 527 Bridge St #200 Danville, VA 24541	None	PC	The Launch Place Phase 2	623,900.
The Launch Place 527 Bridge St #200 Danville, VA 24541	None	PC	Entrepreneurial Ecosystem	252,211.
The Literacy Lab 450 W. Main Street Danville, VA 24541	None	PC	Literacy Lab Tutor Program	500,000.
West Piedmont Planning District 1100 Madison St. Danville, VA 24541	None	PC	West Piedmont Planning District Commission	15,000.
Total from continuation sheets				

Schedule B
(Form 990)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2022

Name of the organization

Danville Regional Foundation

Employer identification number

20-3319727

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), 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 (entering "N/A" in column (b) instead of the contributor name and address), 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* religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), 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 certify that it doesn't meet the filing requirements of Schedule B (Form 990).

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

Schedule B (Form 990) (2022)

Name of organization Danville Regional Foundation	Employer identification number 20-3319727
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>MacKenzie Scott</u> <u>1201 Third Avenue, Suite 4900</u> <u>Seattle, WA 98101</u>	\$ <u>13,061,797.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Danville Regional Foundation	Employer identification number 20-3319727
---	---

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
1	Marketable Securities - Amazon stock (AMZN) _____ _____ _____	\$ 13,061,797.	11/08/22
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization Danville Regional Foundation	Employer identification number 20-3319727
---	---

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
Publicly traded securities	110,510,679.	102,165,321.	0.	0.	8,345,358.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
Return of capital - alt. invest. funds	0.	0.	0.	0.	152,060.	

Capital Gains Dividends from Part IV 0.

Total to Form 990-PF, Part I, line 6a 8,497,418.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Net taxable pass-through income from partnership investment K-1	193.	193.	
Rental income from investments (non-debt financed)	187,948.	187,948.	
Rental income from investments (debt financed)	123,394.	0.	
Other investment income	28,364.	28,364.	
Total to Form 990-PF, Part I, line 11	339,899.	216,505.	

Form 990-PF	Legal Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	2,925.	1,300.		1,625.
To Fm 990-PF, Pg 1, ln 16a	2,925.	1,300.		1,625.

Form 990-PF	Accounting Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit & accounting fees	50,500.	0.		47,050.
To Form 990-PF, Pg 1, ln 16b	50,500.	0.		47,050.

Form 990-PF	Other Professional Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management and advisory fees	1,102,991.	1,102,991.		0.
Other professional fees	573,283.	115,113.		518,595.
Property management	300,496.	295,394.		0.
Payroll & benefit administration fees	1,301.	0.		1,301.
To Form 990-PF, Pg 1, ln 16c	1,978,071.	1,513,498.		519,896.

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	56,766.	3,889.		52,812.
Federal excise taxes	382,989.	0.		0.
Property tax	44,522.	39,579.		2,413.
To Form 990-PF, Pg 1, ln 18	484,277.	43,468.		55,225.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Marketing / promotion	65,748.	0.		65,748.
Insurance	57,343.	22,053.		35,290.
Supplies	8,745.	0.		8,745.
Small capital purchases, software licenses	22,174.	0.		22,174.
Bank charges	708.	708.		0.
Postage	1,565.	0.		1,565.
Website hosting & maintenance	5,975.	0.		5,975.
Special initiatives (non-fundraising)	237,385.	0.		237,385.
Maintenance & repairs	286,994.	226,989.		7,076.
Telephone	12,495.	0.		12,495.
Dues and subscriptions	46,776.	0.		46,776.
Miscellaneous	138,389.	127,700.		3,069.
Provision for deferred federal excise tax benefit	-622,461.	0.		0.
To Form 990-PF, Pg 1, ln 23	261,836.	377,450.		446,298.

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 8

Description	Amount
Unrealized loss on investments per audited financial statements	38,390,404.
Taxable pass through inc. from K-1's included in unrealized gains in the F/S	193.
Total to Form 990-PF, Part III, line 5	38,390,597.

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. government obligations	X		9,678,579.	9,678,579.
Total U.S. Government Obligations			9,678,579.	9,678,579.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			9,678,579.	9,678,579.

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
3M Co Com	125,916.	125,916.
Abbvie Inc.	331,462.	331,462.
Acuity Brands Inc	116,589.	116,589.
Addus Homecare Corp	371,098.	371,098.
Agco Corp Com	133,004.	133,004.
Alkami Technology Inc.	614,969.	614,969.
Allison Transmission Holdings	119,725.	119,725.
Ally Financial Inc	272,520.	272,520.
Amcors PLC	57,585.	57,585.
Amdocs LTD Com	570,307.	570,307.
Ameriprise Finl Inc	261,862.	261,862.
Amerisourcebergen Corp	324,957.	324,957.
Amgen Inc	328,563.	328,563.
AMN Healthcare Services Inc.	285,531.	285,531.
Amphenol Corp CL A	524,224.	524,224.
Apple Inc	523,488.	523,488.
Archer Daniels Midland Co	59,053.	59,053.
Arista Networks Inc	515,616.	515,616.
Armstrong World Inds	287,049.	287,049.
Asbury Automotive Group Inc.	605,865.	605,865.

Atkore Inc.	117,843.	117,843.
Autoliv Inc Com	118,163.	118,163.
Autozone Inc	308,272.	308,272.
Avis Budget Group	233,436.	233,436.
Baker Hughes Co.	250,798.	250,798.
Bank Ozk Com	263,154.	263,154.
BankUnited Inc	275,021.	275,021.
Berry Global Group Inc.	57,288.	57,288.
Biogen Inc.	318,735.	318,735.
BJS Whsl Club Hldgs	285,083.	285,083.
Booz Allen Hamilton Hldg	569,948.	569,948.
Borgwarner Inc. Com	121,515.	121,515.
Boyd Gaming Corp	293,044.	293,044.
BP PLC - ADR	243,427.	243,427.
Bristol Myers Squibb Co	298,377.	298,377.
Brunswick Corp	315,350.	315,350.
Cadence Design Systems Inc	544,730.	544,730.
Cannae Holdings Inc.	337,628.	337,628.
Capital One Financial Corp	273,674.	273,674.
Cardinal Health Inc.	318,165.	318,165.
Carlisle Cos Inc	116,647.	116,647.
Caseys Gen Stores Inc.	296,142.	296,142.
Cass Information Sys.	158,308.	158,308.
CDW Corp	520,561.	520,561.
Celanese Corp	54,392.	54,392.
Centene Corp	317,461.	317,461.
Championx Corp	617,922.	617,922.
Chemours Co Com	56,218.	56,218.
Cigna Corp	335,316.	335,316.
Citigroup Inc	277,260.	277,260.
Citizens Financial Group Inc	278,976.	278,976.
Cognizant Tech Solutions	566,638.	566,638.
Comerica Inc.	281,171.	281,171.
Commercial Metals Co	58,974.	58,974.
ConocoPhillips	241,074.	241,074.
Crane Co	126,366.	126,366.
Cummins Inc.	125,022.	125,022.
CVS Health Corp	301,470.	301,470.
Denbury Inc.	522,990.	522,990.
Dicks Sporting Goods Inc	315,521.	315,521.
Dillard's Inc	313,181.	313,181.
Discover Financial Services	252,793.	252,793.
Dover Corp Com	121,463.	121,463.
Dow Inc	57,445.	57,445.
Dun & Bradstreet Holdings Inc.	245,690.	245,690.
Eastman Chem Co Com	55,135.	55,135.
Edison Intl Com	169,038.	169,038.
Element Solutions Inc.	597,087.	597,087.
Elevance Health Inc.	327,788.	327,788.
Emcor Group Inc Com	128,263.	128,263.
Emerson Electric Co	127,760.	127,760.
Enstar Group Limited	593,773.	593,773.
Equitable Hldgs Inc	256,951.	256,951.
Evergy Inc	169,533.	169,533.
F&g Annuities & Life Inc.	9,487.	9,487.
Fidelity National Financial	262,287.	262,287.
First Advantage Corp	375,050.	375,050.
First Interstate BancSystem Inc	386,500.	386,500.

First Merchants Corp Com	428,777.	428,777.
Fleetcor Technologies Inc.	530,100.	530,100.
Floor & Decor	277,684.	277,684.
Fortinet Inc. Com	534,025.	534,025.
Fortune Brands Innovations Inc.	214,162.	214,162.
Franklin Resources Inc	277,623.	277,623.
Gartner Inc. Com	536,479.	536,479.
Gates Industrial Corp	370,528.	370,528.
General Mills Inc.	331,207.	331,207.
Gentex Corp	128,551.	128,551.
Genuine Part Co.	118,681.	118,681.
Goldman Sachs Group Inc	267,150.	267,150.
H&R Block Inc.	272,401.	272,401.
Harley Davidson Inc.	282,714.	282,714.
Hartford Finl Svcs Group Inc	278,903.	278,903.
HCA Healthcare, Inc.	333,544.	333,544.
Healthequity Inc.	288,475.	288,475.
Hologic Inc. Com	329,239.	329,239.
Humana Inc	311,924.	311,924.
Huntsman Corp	56,939.	56,939.
Ingredion Inc	57,681.	57,681.
International Paper Co	55,269.	55,269.
Intuit Com	534,788.	534,788.
J.M. Smucker Co.	344,650.	344,650.
Jacobs Solutions Inc.	124,633.	124,633.
Jazz Pharmaceuticals PLC	343,950.	343,950.
Jefferies Finl Group Inc.	265,739.	265,739.
KeyCorp New	279,277.	279,277.
Keysight Technologies Inc	531,514.	531,514.
Kraft Heinz Co	342,330.	342,330.
Kroger Co	326,192.	326,192.
Laboratory Corp Amer Hldgs	346,391.	346,391.
Lear Corp	117,075.	117,075.
Leslies Inc.	194,530.	194,530.
Lincoln National Corp Ind	265,851.	265,851.
Louisiana Pac Corp Com	55,470.	55,470.
Lowes Cos Inc.	302,048.	302,048.
Lyondellbasell Industries	56,875.	56,875.
M D C Hldgs Inc.	341,438.	341,438.
Marathon Oil Corp	236,267.	236,267.
Marriott Internat'l	295,398.	295,398.
Masco Corp	124,049.	124,049.
Masterbrand Inc.	28,313.	28,313.
McKesson Corp	320,728.	320,728.
Miller Inds Inc. Tenn	498,062.	498,062.
Molina Healthcare Inc.	332,531.	332,531.
Monarch Casino & Resort Inc.	640,109.	640,109.
Murphy USA Inc.	304,419.	304,419.
Nextstar Media Group, Inc.	301,052.	301,052.
Nicolet Bankshares Inc.	475,947.	475,947.
Nucor Corp	51,933.	51,933.
O Reilly Automotive Inc.	315,667.	315,667.
Oshkosh Truck Corp	128,405.	128,405.
Ovintiv Inc.	235,447.	235,447.
Owens Corning Inc	54,933.	54,933.
Packaging Corp of America	56,280.	56,280.
Papa Johns	553,535.	553,535.
Parker Hannifin Corp	128,913.	128,913.

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Paychex Inc.	517,478.	517,478.
PDC Entergy Inc.	229,353.	229,353.
Performance Food Group Co.	922,679.	922,679.
Pinnacle West Cap Corp	168,581.	168,581.
Portland Gen Elec Co	171,451.	171,451.
PPL Corp Com	170,119.	170,119.
Public Svc Enterprise Group Inc	176,703.	176,703.
Quest Diagnostics Inc.	346,671.	346,671.
Reliance STL & Alum Co Com	55,671.	55,671.
Ross Stores Inc.	308,630.	308,630.
Ruth's Hospitality Group	192,494.	192,494.
Ryder Sys Inc.	116,998.	116,998.
Schein Henry Inc	323,793.	323,793.
Seaworld Entmt Inc.	300,619.	300,619.
Sempra Energy Com	160,722.	160,722.
Shell PLC Spon	241,981.	241,981.
Skyline Champion Corp	295,204.	295,204.
Slm Corp	273,568.	273,568.
Sm Energy Co	231,515.	231,515.
Snap-On Inc.	120,643.	120,643.
Sonoco Prods Co	57,978.	57,978.
Southstate Corp	427,387.	427,387.
Spirit Aerosystems Hldgs	318,940.	318,940.
Steel Dynamics Inc Com	54,810.	54,810.
Synchrony Financial	267,316.	267,316.
TE Connectivity Ltd	522,684.	522,684.
Techtarget Inc	180,646.	180,646.
Texas Instruments Inc	514,991.	514,991.
Timken Co Com	127,842.	127,842.
T-Mobile US Inc	167,020.	167,020.
Totalenergies SE	253,348.	253,348.
Tractor Supply Co Com	322,607.	322,607.
Trinity Inds Inc	340,499.	340,499.
Ufp Industries Inc.	56,822.	56,822.
Ulta Beauty, Inc.	309,586.	309,586.
United Rentals Inc Com	122,264.	122,264.
United Sts Stl Corp	56,613.	56,613.
United Therapeutics Corp Del	337,879.	337,879.
Univar Solutions Inc.	119,441.	119,441.
Unumprovident Corp	276,132.	276,132.
Valvoline Inc	813,115.	813,115.
Verizon Communications	171,035.	171,035.
Vistra Corp	164,117.	164,117.
Webster Finl Corp	523,012.	523,012.
Westlake Corp	53,423.	53,423.
Wyndham Hotels & Resorts	313,194.	313,194.
Zurn Water Solutions Corp Com	317,758.	317,758.

Total to Form 990-PF, Part II, line 10b

50,642,814.50,642,814.

Form 990-PF

Corporate Bonds

Statement 11

Description	Book Value	Fair Market Value
Amazon.com Inc.	140,951.	140,951.
American Express Co.	207,909.	207,909.
Amgen Inc	158,824.	158,824.
AT&T Inc.	194,606.	194,606.
Avalonbay Communities	543,957.	543,957.
Bank New York Mellon Corp	444,641.	444,641.
Bank of America Corp.	531,308.	531,308.
Broadcom Inc.	244,980.	244,980.
Burlington North Santa Fe	292,650.	292,650.
Camden Property Trust	224,483.	224,483.
Capital One Financial Co.	490,256.	490,256.
Charles Schwab Corp	239,201.	239,201.
Chubb INA Holdings Inc.	193,120.	193,120.
Cintas Corporation	457,886.	457,886.
Citigroup Inc	2,741,174.	2,741,174.
Comcast Corp	235,587.	235,587.
CVS Health Corp	314,353.	314,353.
Dupont De Nemours Inc.	186,836.	186,836.
Enterprise Products	243,075.	243,075.
EOG Resources Inc.	249,018.	249,018.
Fifth Third BankCorp	331,268.	331,268.
Fiserv Inc.	227,028.	227,028.
Florida Power & Light	178,378.	178,378.
Franklin Resources Inc	176,196.	176,196.
Geico Corp	258,537.	258,537.
General Mills Inc.	292,983.	292,983.
Genuine Part Co.	160,526.	160,526.
Georgia Power Company	250,803.	250,803.
Goldman Sachs Group Inc	688,546.	688,546.
Halliburton Co	150,762.	150,762.
John Deere Capital Corp	349,954.	349,954.
JP Morgan Chase & Co	403,561.	403,561.
JP Morgan Chase Mbs Serv.	476,426.	476,426.
Keycorp	177,030.	177,030.
Kroger Co	236,200.	236,200.
Lincoln National Corp	262,284.	262,284.
Magellan Midstream Partners	297,999.	297,999.
McDonalds Corp	229,248.	229,248.
Metlife Inc	624,098.	624,098.
Mondelez International	277,611.	277,611.
Morgan Stan Cap/Ser	271,402.	271,402.
Morgan Stanley	64,102.	64,102.
Morgan Stanley Fr	172,859.	172,859.
Morgan Stanley Sr	418,400.	418,400.
MS Bofa MI Trust Serv.	151,453.	151,453.
Norfolk Southern Corp	395,976.	395,976.
Oracle Corp	393,440.	393,440.
PNC Financial Services	289,469.	289,469.
Progressive Corp.	308,408.	308,408.
Qualcomm Inc.	247,247.	247,247.
Shell International Fin	610,457.	610,457.
Spectra Energy Partners	209,367.	209,367.

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Stryker Corp	244,746.	244,746.
SunTrust Bank	299,568.	299,568.
Sysco Corp	222,516.	222,516.
Toronto Dominion Bank	258,291.	258,291.
Travelers Ppty	543,750.	543,750.
Union Pacific Corp	496,385.	496,385.
US Bancopr	390,644.	390,644.
Verizon Communications	352,281.	352,281.
Virginia Elec & Power Co	277,225.	277,225.
Walt Disney Company	349,131.	349,131.
Wells Fargo & Co	510,680.	510,680.
Westlake Chem Corp	375,844.	375,844.
Williams Cos Inc.	173,989.	173,989.
Total to Form 990-PF, Part II, line 10c	<u>22,411,883.</u>	<u>22,411,883.</u>

<u>Form 990-PF</u>	<u>Other Investments</u>	<u>Statement 12</u>	
<u>Description</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Commingled real estate investment fund - alternative investment	FMV	13,973,062.	13,973,062.
Fidelity Mid Cap Index Fund	FMV	10,962,766.	10,962,766.
Lazard Emerging Markets Equity LLC fund	FMV	12,973,259.	12,973,259.
Offshore feeder funds - alternative investments	FMV	22,900,000.	22,900,000.
Real estate investment properties	FMV	10,132,468.	10,132,468.
Vanguard Developed Markets Index Fund	FMV	13,707,117.	13,707,117.
Vanguard Growth Index Fund	FMV	23,351,597.	23,351,597.
Vanguard Russell 2000 Growth Index Fund	FMV	28,282,003.	28,282,003.
		13,578,152.	13,578,152.
Total to Form 990-PF, Part II, line 13		<u>149,860,424.</u>	<u>149,860,424.</u>

Form 990-PF Depreciation of Assets Not Held for Investment Statement 13

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Software	22,565.	22,565.	0.
Additional software licenses	2,414.	2,414.	0.
Server and computer equipment	5,014.	5,014.	0.
Computers	2,658.	2,658.	0.
Computers	1,712.	1,712.	0.
Phone system	6,641.	6,641.	0.
Computers	1,504.	1,504.	0.
Phones/security	38,250.	38,250.	0.
Furniture	72,746.	72,746.	0.
Board table and chairs	16,196.	16,196.	0.
Alarm system	4,428.	4,428.	0.
Building (finance lease right of use asset)	891,000.	493,763.	397,237.
Server	7,996.	7,996.	0.
Office Furniture	7,469.	7,469.	0.
Computer equipment	3,041.	3,041.	0.
Leasehold improvements	2,597.	1,320.	1,277.
Notebook computers	6,664.	6,664.	0.
Leasehold improvements	13,708.	6,853.	6,855.
Leasehold improvements	56,167.	26,591.	29,576.
Website upgrades	34,370.	34,370.	0.
Carpet	7,506.	5,504.	2,002.
Automobile	44,983.	30,740.	14,243.
Carrier Indoor/Outdoor Unit	35,480.	10,559.	24,921.
Total To Fm 990-PF, Part II, ln 14	1,285,109.	808,998.	476,111.

<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Diversified Capital-Virginia, LLC	2,958 monthly -1st 12 mo's; then \$3,247 monthly; balloon payment at maturity	Real estate

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
07/31/15	08/01/25	510,000.	5.00%	Finance the purchase of real estate investment property

Relationship of Lender

None

Description of Consideration

N/A

	<u>FMV of Consideration</u>	<u>Balance Due</u>
	0.	385,292.

<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Jerome D. Cook, Sr. & Barbara T. Cook	34,521 annually	Real estate

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
09/25/15	09/25/25	280,000.	4.00%	Finance the purchase of real estate investment property

Relationship of Lender

None

Description of Consideration

N/A

	<u>FMV of Consideration</u>	<u>Balance Due</u>
	0.	95,800.

<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Industrial Development Authority of Danville	6,105 monthly	Building

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
12/01/11	11/30/31	891,000.	5.45%	Finance lease (formerly termed capital lease) - building

Relationship of Lender
None

<u>Description of Consideration</u>	<u>FMV of Consideration</u>	<u>Balance Due</u>
N/A	0.	503,021.
Total to Form 990-PF, Part II, line 21, Column B		<u>984,113.</u>

Form 990-PF	List of Substantial Contributors Part VI-A, Line 10	Statement 15
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<u>Name of Contributor</u>	<u>Address</u>
MacKenzie Scott	1201 Third Avenue, Suite 4900 Seattle, WA 98101

Form 990-PF

Part VII - List of Officers, Directors
Trustees and Foundation Managers

Statement 16

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Clark Casteel 512 Bridge St., #100 Danville, VA 24541	President & CEO 40.00	260,000.	49,681.	14,885.
Jon C. Sells 512 Bridge St., #100 Danville, VA 24541	Treasurer & CFO 40.00	131,016.	19,604.	0.
Greg Hairston 512 Bridge St., #100 Danville, VA 24541	Chair 1.00	0.	0.	0.
Alexis I. Ehrhardt 512 Bridge St., #100 Danville, VA 24541	Vice Chair 1.00	0.	0.	0.
Shirley Jo Hite 512 Bridge St., #100 Danville, VA 24541	Secretary 35.00	66,446.	30,299.	0.
Carolyn Evans 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Charles Majors 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Martha A. Walker 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Tammy Wright-Warren 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Jim Bebeau 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.

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Paul Erwin 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
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Maggy Gregory 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
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Chris R. Eastwood 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
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Maurice Ferrell 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
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Totals included on 990-PF, Page 6, Part VII

<u>457,462.</u>	<u>99,584.</u>	<u>14,885.</u>
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Name and Address of Person to Whom Applications Should be Submitted

Mr. Clark Casteel, Pres. & CEO
512 Bridge St., #100
Danville, VA 24541

Telephone Number

434-799-2176

Form and Content of Applications

Refer to the Foundation's grant proposal guidelines on its website for full details and information.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

The Foundation supports programs operating or benefiting those who live in Danville and Pittsylvania County in VA and Caswell County in NC. Refer to the Foundation's grant proposal guidelines on its website for full details and information.

2022 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	Software	01/10/07	SL	3.00		16	22,565.				22,565.	22,565.		0.	22,565.
2	Additional software licenses	07/24/07	SL	2.50		16	2,414.				2,414.	2,414.		0.	2,414.
3	Server and computer equipment	12/12/07	SL	3.00		16	5,014.				5,014.	5,014.		0.	5,014.
4	Computers	02/28/08	SL	3.00		16	2,658.				2,658.	2,658.		0.	2,658.
5	Computers	03/10/08	SL	3.00		16	1,712.				1,712.	1,712.		0.	1,712.
6	Phone system	04/30/08	SL	5.00		16	6,641.				6,641.	6,641.		0.	6,641.
7	Computers	04/01/08	SL	3.00		16	1,504.				1,504.	1,504.		0.	1,504.
9	Phones/security	09/01/11	SL	5.00		16	38,250.				38,250.	38,250.		0.	38,250.
10	Furniture	10/06/11	SL	8.00		16	72,746.				72,746.	72,746.		0.	72,746.
11	Board table and chairs	12/02/11	SL	8.00		16	16,196.				16,196.	16,196.		0.	16,196.
12	Alarm system	12/02/11	SL	5.00		16	4,428.				4,428.	4,428.		0.	4,428.
13	Building (finance lease right of use asset)	12/01/11	SL	20.00		16	891,000.				891,000.	449,213.		44,550.	493,763.
15	Server	10/30/12	SL	5.00		16	7,996.				7,996.	7,996.		0.	7,996.
16	Office Furniture	12/31/13	SL	5.00		16	7,469.				7,469.	7,469.		0.	7,469.
17	Computer equipment	06/01/14	SL	3.00		16	3,041.				3,041.	3,041.		0.	3,041.
18	Leasehold improvements	04/01/14	SL	17.00		16	2,597.				2,597.	1,166.		154.	1,320.
19	Notebook computers	06/18/14	SL	3.00		16	6,664.				6,664.	6,664.		0.	6,664.
20	Leasehold improvements	08/01/14	SL	17.00		16	13,708.				13,708.	6,039.		814.	6,853.

2022 DEPRECIATION AND AMORTIZATION REPORT

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990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
21	Leasehold improvements	12/01/14	SL	17.00		16	56,167.				56,167.	23,271.		3,320.	26,591.
31	Website upgrades	11/13/15	SL	3.00		16	34,370.				34,370.	34,370.		0.	34,370.
55	Carpet	05/02/19	SL	5.00		16	7,506.				7,506.	4,003.		1,501.	5,504.
100	Automobile	08/12/19	SL	5.00		16	44,983.				44,983.	21,743.		8,997.	30,740.
120	Carrier Indoor/Outdoor Unit	07/13/02	SL	5.00		16	35,480.				35,480.	3,506.		7,053.	10,559.
	* Total 990-PF Pg 1 Depr						1,285,109.				1,285,109.	742,609.		66,389.	808,998.

(D) - Asset disposed

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

Underpayment of Estimated Tax by Corporations

Attach to the corporation's tax return. **Form 990-PF**

2022

Go to www.irs.gov/Form2220 for instructions and the latest information.

Name Danville Regional Foundation	Employer identification number 20-3319727
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	331,854.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	331,854.
4 Enter the tax shown on the corporation's 2021 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	272,524.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	272,524.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)	
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/22	06/15/22	09/15/22	12/15/22
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	68,131.	97,796.	82,964.	82,963.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11		50,000.	60,000.	
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12				
13 Add lines 11 and 12	13		50,000.	60,000.	
14 Add amounts on lines 16 and 17 of the preceding column	14	68,131.	165,927.	198,891.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	0.	0.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		68,131.	115,927.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	68,131.	97,796.	82,964.	82,963.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2022 and before 7/1/2022	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$...	22 \$	\$	\$	\$
23 Number of days on line 20 after 6/30/2022 and before 10/1/2022	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\% (0.05)}{365}$...	24 \$	\$	\$	\$
25 Number of days on line 20 after 9/30/2022 and before 1/1/2023	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\% (0.06)}{365}$...	26 \$	\$	\$	\$
27 Number of days on line 20 after 12/31/2022 and before 4/1/2023	27	See Attached Worksheet		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 7\% (0.07)}{365}$...	28 \$	\$	\$	\$
29 Number of days on line 20 after 3/31/2023 and before 7/1/2023	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30 \$	\$	\$	\$
31 Number of days on line 20 after 6/30/2023 and before 10/1/2023	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32 \$	\$	\$	\$
33 Number of days on line 20 after 9/30/2023 and before 1/1/2024	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34 \$	\$	\$	\$
35 Number of days on line 20 after 12/31/2023 and before 3/16/2024	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{366}$	36 \$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37 \$	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns	38 \$			11,456.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Form 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) Danville Regional Foundation					Identifying Number 20-3319727
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(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/22	68,131.	68,131.	31	.000109589	231.
06/15/22	97,796.	165,927.	15	.000109589	273.
06/30/22	0.	165,927.	77	.000136986	1,750.
09/15/22	82,964.	248,891.			
09/15/22	-50,000.	198,891.	15	.000136986	409.
09/30/22	0.	198,891.	74	.000164384	2,419.
12/13/22	-60,000.	138,891.	2	.000164384	46.
12/15/22	82,963.	221,854.	16	.000164384	584.
12/31/22	0.	221,854.	135	.000191781	5,744.

Penalty Due (Sum of Column F). **11,456.**

* Date of estimated tax payment, withholding credit date or installment due date.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. Danville Regional Foundation	Taxpayer identification number (TIN) 20-3319727
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 512 Bridge Street, 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Danville, VA 24541	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12
Form 990-T (corporation)	07		

Jon C. Sells, CFO & Treas.

- The books are in the care of ▶ **512 Bridge Street, Suite 100 - Danville, VA 24541**

Telephone No. ▶ **434-799-2176** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **November 15, 2023**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2022** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	350,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	110,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	240,000.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-TE and Form 8879-TE for payment instructions.