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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052
2015
Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, **and ending** , 20

Name of foundation
GOOD SHEPHERD FUND-IMA-MAIN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1525 W W.T. HARRIS BLVD. D1114-044

City or town, state or province, country, and ZIP or foreign postal code
CHARLOTTE, NC 28262

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 9,521,409.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number
20-0017143

B Telephone number (see instructions)
800-352-3705

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,122,480.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	128.	128.		STMT 1
	4 Dividends and interest from securities	178,823.	175,683.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	160,057.			
	b Gross sales price for all assets on line 6a	1,480,303.			
	7 Capital gain net income (from Part IV, line 2)		160,057.		
	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)				
	12 Total. Add lines 1 through 11	2,461,488.	335,868.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT. 5	5,674.	NONE	NONE	5,674.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT. 6	48,387.	48,387.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 7	11,812.	3,497.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	14,024.	NONE	NONE	14,024.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 8	92.	67.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23.	79,989.	51,951.	NONE	19,723.
	25 Contributions, gifts, grants paid	369,989.			369,989.
	26 Total expenses and disbursements. Add lines 24 and 25	449,978.	51,951.	NONE	389,712.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,011,510.			
	b Net investment income (if negative, enter -0-)		283,917.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		440,087.	1,115,493.	1,115,493.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule)	STMT 9	457,640.	457,640.	455,195.
	b	Investments - corporate stock (attach schedule)	STMT 10	4,716,095.	5,264,078.	5,639,533.
	c	Investments - corporate bonds (attach schedule)	STMT 13	1,608,187.	2,407,159.	2,306,986.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 14				
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ <u>WELLS FARGO CHECKING</u>)		4,853.	4,202.	4,202.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,226,862.	9,248,572.	9,521,409.	
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)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		7,226,862.	9,248,572.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		7,226,862.	9,248,572.	
	31	Total liabilities and net assets/fund balances (see instructions)		7,226,862.	9,248,572.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,226,862.
2	Enter amount from Part I, line 27a	2	2,011,510.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 15</u>	3	19,262.
4	Add lines 1, 2, and 3	4	9,257,634.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 16</u>	5	9,062.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,248,572.

Form **990-PF** (2015)

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 PUBLICLY TRADED SECURITIES				
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 1,480,303.		1,320,246.	160,057.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			160,057.	
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	160,057.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014			
2013			
2012			
2011			
2010			
2 Total of line 1, column (d)			2
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8

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 . . .		1	5,678.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		3	5,678.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	NONE
6 Credits/Payments		5	5,678.
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6a	5,816.
b Exempt foreign organizations - tax withheld at source			
c Tax paid with application for extension of time to file (Form 8868)			
d Backup withholding erroneously withheld			
7 Total credits and payments. Add lines 6a through 6d		6b	NONE
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		6c	NONE
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		6d	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		7	5,816.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ▶ 138. Refunded ▶		8	
		9	
		10	138.
		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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c 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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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 XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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 ▶ N/A		
14 The books are in care of ▶ Wells Fargo Bank NA Telephone no ▶ (800) 352-3705		
Located at ▶ 1 WEST 4TH STREET, WINSTON SALEM, NC ZIP+4 ▶ 27101		
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 2015, 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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
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.)		X
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 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 2015)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒

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? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b** ☐ ☒

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? ☐ Yes ☒ No **7b** ☐ ☒

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
Kenan L White 115 East Hillcrest Ave, Richmond, VA 23226	President/Direct 1	-0-	-0-	-0-
B Briscoe White III 115 East Hillcrest Ave, Richmond, VA 23226	Secretary/Treas/ 1	-0-	-0-	-0-

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **7c** ☐ ☒ **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form **990-PF** (2015)

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	7,913,179.
b	Average of monthly cash balances	1b	1,449,531.
c	Fair market value of all other assets (see instructions).	1c	10,718.
d	Total (add lines 1a, b, and c)	1d	9,373,428.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,373,428.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	140,601.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,232,827.
6	Minimum investment return. Enter 5% of line 5	6	461,641.

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	461,641.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,678.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	455,963.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	455,963.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	455,963.

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	389,712.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	389,712.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	389,712.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				455,963.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			273,736.	
b Total for prior years 20 <u>13</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>389,712.</u>				
a Applied to 2014, but not more than line 2a . . .			273,736.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				115,976.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				339,987.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	NONE			
e Excess from 2015 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

N/A

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.

N/A

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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 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 Paid during the year SEE STATEMENT 31				369,989.
Total			▶ 3a	369,989.
b Approved for future payment				
Total			▶ 3b	

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| 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. | | |

[illegible]

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

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.

**Sign
Here**

► Kenan L. Wh. H

05/04/2016

► President

Signature of officer or trustee

Date _____

Title

KENAN L. WHITE

**Paid
Preparer
Use Only**

Print/Type preparer's name

TAMMY RENAUD, AVP

Prepared by signature

10

Date

05/04/2016

Check ☐ if self-employed

PTIN

P01043078

Firm's name ► WELLS FARGO BANK, N.A.

Firm's EIN ▶ 94-3080771

Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-0444
CHARLOTTE, NC 28262

Phone no. 800-691-8916

Form **990-PF** (2015)

Schedule of Contributors

OMB No 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not 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 is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
GOOD SHEPHERD FUND-IMA-MAIN

Employer identification number
20-0017143

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	JANET PATTON LEWIS REV TRUST 115 E Hillcrest Ave RICHAMOND, VA 23226	\$ 2,122,480.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SECURED MARKET DEPOSIT ACCOUNT	128.	128.
	-----	-----
TOTAL	128.	128.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABBVIE INC	875.	875.
ABERDEEN EMERG MARKETS-INST #5840	1,551.	1,551.
AIR PRODUCTS & CHEMI 1.200% 10/15/17	600.	600.
AMERICAN EXPRESS CO	196.	196.
AMERICAN EXPRESS 7.000% 3/19/18	3,500.	3,500.
APPLE INC	2,152.	2,152.
BANK OF AMERICA CORP 5.875% 1/05/21	2,938.	2,938.
BAXTER INTL INC	1,100.	1,100.
BAXTER INTERNATIONAL 4.500% 8/15/19	2,250.	2,250.
BLACKROCK INC	1,535.	1,535.
CVS HEALTH CORPORATION	518.	518.
CALVERT CAPTL ACCUMULATION-I #764	2,398.	2,398.
CAPITAL ONE FINANCIAL CORP	1,613.	1,613.
CISCO SYSTEMS INC 4.950% 2/15/19	1,980.	1,980.
COHEN & STEERS INSTL RLTY SHRS #1263	8,781.	8,781.
COLGATE PALMOLIVE CO	856.	856.
CORNING INC	2,125.	2,125.
COSTCO WHOLESALE CORP	3,540.	3,540.
CUMMINS INC.	1,299.	1,299.
DANAHER CORP	295.	295.
WALT DISNEY CO	1,539.	1,539.
DOMINI INTL SOCIAL EQUITY-INV #430	1,005.	1,005.
DOMINI INTL SOCIAL EQ-INST #330	2,397.	2,397.
DOVER CORP COM	573.	573.
DRIEHAUS ACTIVE INCOME FUND	13,979.	13,979.
E M C CORP MASS	477.	477.
EOG RESOURCES, INC	388.	388.
EOG RESOURCES INC 4.400% 6/01/20	2,200.	2,200.
EMERSON ELECTRIC CO 5.000% 4/15/19	2,500.	2,500.
FED FARM CREDIT BK 4.625% 3/21/17	2,313.	2,313.
FED HOME LN BK 1.875% 3/13/20	938.	938.
FED HOME LN BK 2.375% 9/10/21	1,092.	1,092.
EEY482 D60M 05/04/2016 11:05:11		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FED HOME LN BK 1.250% 6/08/18	625.	625.
FED HOME LN MTG CORP 2.000% 7/30/19	1,000.	1,000.
FED NATL MTG ASSN 2.000% 4/30/20	1,000.	1,000.
FED HOME LN MTG CORP 2.375% 1/13/22	1,188.	1,188.
FED HOME LN MTG CORP 1.000% 3/08/17	500.	500.
FID ADV EMER MKTS INC- CL I #607	99.	99.
GOLDEN SMALL CAP CORE FUND	159.	159.
FRANKLIN RESOURCES 2.800% 9/15/22	1,237.	1,237.
GENERAL MILLS INC	1,769.	1,769.
GILEAD SCIENCES INC	645.	645.
GILEAD SCIENCES INC 4.400% 12/01/21	1,296.	1,296.
HEWLETT-PACKARD CO 4.300% 6/01/21	1,720.	1,720.
HOME DEPOT INC	1,516.	1,516.
INTEL CORP	1,949.	1,949.
ISHARES CORE S&P MIDCAP ETF	1,957.	1,957.
JPMORGAN CHASE & CO	1,554.	1,554.
JOHNSON & JOHNSON	2,119.	2,119.
KIMBERLY CLARK CORP COM	1,757.	1,757.
LINCOLN NATIONAL COR 8.750% 7/01/19	4,375.	4,375.
MEDTRONIC INC	293.	293.
MEDTRONIC INC 3.000% 3/15/15	600.	600.
MERCK & CO INC NEW	387.	387.
MERGER FUND-INST #301	5,910.	5,910.
MICROSOFT CORP	2,556.	2,556.
MORGAN STANLEY 3.800% 4/29/16	1,520.	1,520.
NEWELL RUBBERMAID INC	414.	414.
NORDSTROM INC 4.750% 5/01/20	1,306.	1,306.
NOVARTIS AG - ADR	1,586.	1,586.
PNC FINANCIAL SERVICES GROUP	985.	985.
PIMCO COMMODITY REAL RET STRAT-I#45	6,986.	6,986.
PIMCO EMERGING LOCAL BOND IS #332	1,722.	1,276.
PRAXAIR INC COM	1,158.	1,158.
PRUDENTIAL FINL INC	1,689.	1,689.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRUDENTIAL FINL INC 5.500% 3/15/16	2,750.	2,750.
QUALCOMM INC	1,159.	1,159.
RIDGEWORTH SEIX FLOATING CL I #5203	4,954.	4,954.
RIDGEWORTH CORE BOND I #5850	1,594.	1,594.
RIDGEWORTH SEIX CORE BND-I #5506	1,091.	1,091.
ROCHE HOLDINGS LTD - ADR	1,405.	1,405.
ROGERS COMMUNICATIONS INC CL B	488.	488.
T ROWE PRICE NEW ASIA FD #39	1,032.	1,032.
SPDR DJ WILSHIRE INTERNATIONAL REAL	6,920.	6,920.
SMUCKER (J.M.) CO 3.500% 10/15/21	1,750.	1,750.
SNAP ON INC	1,145.	1,145.
SPECTRA ENERGY CORP	2,353.	2,353.
STATOIL ASA ADR	1,804.	1,804.
STRYKER CORP	483.	483.
TJX COMPANIES INC	644.	644.
TEMPLETON GLOBAL BOND FD-ADV #616	5,688.	5,688.
TIME WARNER INC	1,204.	1,204.
US BANCORP	993.	993.
UNION PACIFIC CORP 5.700% 8/15/18	855.	855.
UNITED PARCEL SERVICE-CL B	1,883.	1,883.
US TREASURY NOTE 1.500% 1/31/19	750.	750.
V F CORP	695.	695.
VANGUARD FTSE DEVELOPED ETF	955.	955.
VANGUARD FTSE EMERGING MARKETS ETF	1,527.	1,527.
VANGUARD REIT VIPER	6,673.	4,636.
VERIZON COMMUNICATIONS	1,790.	1,790.
VISA INC-CLASS A SHRS	354.	354.
ACCENTURE PLC	1,855.	1,855.
MEDTRONIC PLC	949.	292.
TOTAL	178,823.	175,683.

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - INCOME (ALLOCABLE	5,674.			5,674.
TOTALS	5,674.	NONE	NONE	5,674.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	48,387.	48,387.
	-----	-----
TOTALS	48,387.	48,387.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
FEDERAL TAX PAYMENT - PRIOR YE	1,469.	1,469.
FEDERAL ESTIMATES - PRINCIPAL	2,499.	
FOREIGN TAXES ON QUALIFIED FOR	5,816.	
FOREIGN TAXES ON NONQUALIFIED	1,501.	1,501.
	527.	527.
	-----	-----
TOTALS	11,812.	3,497.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ADR FEES	67.	67.	25.
STATE CORP COMMISSION	25.		
TOTALS	92.	67.	25.
	=====	=====	=====

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
31331SS46 FED FARM CREDIT BK	56,145.	56,145.	52,236.
313378J77 FED HOME LN BK	50,472.	50,472.	50,130.
313379DT3 FED HOME LN BK	49,409.	49,409.	49,961.
3137EADB2 FED HOME LN MTG CORP	50,988.	50,988.	50,695.
3137EADC0 FED HOME LN MTG CORP	50,039.	50,039.	50,042.
313378JP7 FED HOME LN BK	50,174.	50,174.	50,782.
3134G3JM3 FED HOME LN MTG CORP	50,223.	50,223.	50,662.
3136G0DU2 FED NATL MTG ASSN	50,231.	50,231.	50,511.
912828B33 US TREASURY NOTE	49,959.	49,959.	50,176.
	-----	-----	-----
TOTALS	457,640.	457,640.	455,195.
	=====	=====	=====

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
037833100 APPLE INC	35,941.	92,044.	115,786.
040337107 ARIEL FUND #2220	117,000.		
071813109 BAXTER INTL INC	45,881.		
131649709 CALVERT CAPTL ACCUMU	105,000.	187,000.	180,541.
14040H105 CAPITAL ONE FINANCIA	67,196.	58,239.	70,736.
19247U106 COHEN & STEERS INSTL	283,300.	308,300.	331,561.
22160K105 COSTCO WHOLESALE COR	55,437.	29,925.	52,488.
22544R305 CREDIT SUISSE COMM R	101,000.	101,000.	60,423.
235851102 DANAHER CORP	33,624.	46,917.	68,267.
254687106 WALT DISNEY CO	46,064.	38,204.	76,708.
257132704 DOMINI INTL SOCIAL E	171,977.		
268648102 E M C CORP MASS	54,338.		
370334104 GENERAL MILLS INC	53,204.	37,955.	50,453.
38259P508 GOOGLE INC	35,021.		
437076102 HOME DEPOT INC	31,215.	24,841.	76,044.
464287507 ISHARES CORE S&P MID	70,990.	133,739.	167,184.
46625H100 JPMORGAN CHASE & CO	42,212.	68,716.	88,810.
478160104 JOHNSON & JOHNSON	64,764.	49,134.	65,741.
577130107 MATTHEWS PACIFIC TIG	120,000.		
594918104 MICROSOFT CORP	61,731.	56,546.	102,915.
655044105 NOBLE ENERGY INC	30,877.		
66987V109 NOVARTIS AG - ADR	44,436.	44,436.	51,194.
693475105 PNC FINANCIAL SERVIC	31,744.	51,353.	67,670.
701765877 PARNASSUS SMALL CAP	76,665.		
722005667 PIMCO COMMODITY REAL	238,023.	238,023.	111,682.
742935588 PORTFOLIO 21 #1203	101,738.		
744320102 PRUDENTIAL FINL INC	48,708.	42,441.	51,695.
747525103 QUALCOMM INC	51,338.		
78463X863 SPDR DJ WILSHIRE INT	227,766.	227,766.	221,810.

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
847560109 SPECTRA ENERGY CORP	48,137.	48,137.	38,065.
85771P102 STATOIL ASA ADR	49,386.	49,386.	27,920.
863667101 STRYKER CORP	21,754.	47,323.	56,693.
872540109 TJX COMPANIES INC	34,105.	34,105.	56,728.
911312106 UNITED PARCEL SERVIC	55,398.	46,748.	54,851.
G1151C101 ACCENTURE PLC	60,287.	52,243.	80,988.
194162103 COLGATE PALMOLIVE CO	28,084.	43,953.	51,964.
231021106 CUMMINS INC.	40,984.	40,984.	32,564.
30219G108 EXPRESS SCRIPTS HOLD	46,537.	46,537.	67,743.
458140100 INTEL CORP	61,782.	61,782.	69,934.
494368103 KIMBERLY CLARK CORP	44,190.	44,190.	64,287.
585055106 MEDTRONIC INC	46,674.		
918204108 V F CORP	15,913.	46,057.	52,290.
003021714 ABERDEEN EMERG MARKE	135,000.		
025816109 AMERICAN EXPRESS CO	50,410.		
09247X101 BLACKROCK INC	47,269.	47,269.	59,932.
26875P101 EOG RESOURCES, INC	35,905.	41,816.	42,120.
74005P104 PRAXAIR INC COM	48,005.	48,005.	41,472.
74925K581 BOSTON P LNG/SHRT RE	362,000.	462,000.	488,680.
771195104 ROCHE HOLDINGS LTD -	47,695.	47,695.	48,258.
775109200 ROGERS COMMUNICATION	53,937.		
833034101 SNAP ON INC	53,061.	46,183.	80,572.
922908553 VANGUARD REIT VIPER	145,014.	143,914.	170,303.
G29183103 EATON CORP PLC	57,466.		
260003108 DOVER CORP COM	37,971.		
375558103 GILEAD SCIENCES INC	51,011.	51,011.	50,595.
38259P706 GOOGLE INC-CL C	34,909.		
589509207 MERGER FUND-INST #30	381,750.	481,750.	463,240.
845467109 SOUTHWESTERN ENERGY	37,941.		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
887317303 TIME WARNER INC	58,287.	58,287.	55,616.
922042858 VANGUARD FTSE EMERGI	39,041.	126,004.	109,906.
92826C839 VISA INC-CLASS A SHR	39,002.	56,239.	66,693.
02079K305 ALPHABET INC CL A		70,204.	113,589.
126650100 CVS HEALTH CORPORATI		53,936.	54,751.
174610105 CITIZENS FINANCIAL G		40,794.	40,595.
257132811 DOMINI INTL SOCIAL E		296,977.	327,301.
30249U101 FMC TECHNOLOGIES INC		40,719.	33,362.
34984T857 GOLDEN SMALL CAP COR		144,500.	139,283.
452308109 ILLINOIS TOOL WORKS		39,367.	39,852.
58933Y105 MERCK & CO INC NEW		49,545.	45,425.
651229106 NEWELL RUBBERMAID IN		44,703.	48,047.
77956H500 T ROWE PRICE NEW ASI		84,000.	81,978.
902973304 US BANCORP		58,786.	56,111.
921943858 VANGUARD FTSE DEVELO		156,113.	150,919.
92343V104 VERIZON COMMUNICATIO		53,115.	49,687.
G5960L103 MEDTRONIC PLC		65,408.	65,382.
N6596X109 NXP SEMICONDUCTORS N		57,714.	50,129.
	-----	-----	-----
TOTALS	4,716,095.	5,264,078.	5,639,533.
	=====	=====	=====

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
17275RAE2 CISCO SYSTEMS INC	43,691.	43,691.	43,712.
428236BM4 HEWLETT-PACKARD CO	40,974.	40,974.	39,611.
585055AR7 MEDTRONIC INC	41,915.		
76628T678 RIDGEWORTH SEIX FLOA	106,505.	136,505.	132,188.
76628T702 RIDGEWORTH INTERMED	135,616.		
880208400 TEMPLETON GLOBAL BON	184,961.	234,961.	213,872.
61747YDD4 MORGAN STANLEY	38,532.	38,532.	40,339.
00287YAJ8 ABBVIE INC	49,709.	49,709.	49,903.
009158AS5 AIR PRODUCTS & CHEMI	48,971.	48,971.	49,714.
025816AY5 AMERICAN EXPRESS	61,787.	61,787.	55,450.
06051GEE5 BANK OF AMERICA CORP	59,251.	59,251.	56,587.
071813BA6 BAXTER INTERNATIONAL	57,541.	57,541.	52,989.
219350AU9 CORNING INC	55,451.	55,451.	52,512.
262028855 DRIEHAUS ACTIVE INCO	294,000.	510,000.	481,383.
26875PAE1 EOG RESOURCES INC	57,027.	57,027.	53,374.
291011BA1 EMERSON ELECTRIC CO	59,536.	59,536.	54,542.
534187AX7 LINCOLN NATIONAL COR	66,135.	66,135.	60,051.
72201F516 PIMCO EMERGING LOCAL	50,000.		
74432QAJ4 PRUDENTIAL FINL INC	55,172.	55,172.	50,462.
832696AB4 SMUCKER (J.M.) CO	51,559.	51,559.	51,443.
354613AJ0 FRANKLIN RESOURCES	49,854.	49,854.	48,813.
256210105 DODGE & COX INCOME F	375,000.	375,000.	375,282.
315920702 FID ADV EMER MKTS IN	50,000.	50,000.	49,880.
375558AU7 GILEAD SCIENCES INC	56,468.	56,468.	54,006.
655664AN0 NORDSTROM INC	56,477.	56,477.	54,042.
76628T876 RIDGEWORTH SEIX CORE	135,616.	135,616.	131,818.
907818DA3 UNION PACIFIC CORP	56,942.	56,942.	55,013.
TOTALS	1,608,187.	2,407,159.	2,306,986.

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV

C OR F

DESCRIPTION

722005816 PIMCO INVESTMENT GRD C
76628T611 RIDGEWORTH SHT TM BO C
76628T678 RIDGEWORTH SEIX FLOA C
76628T702 RIDGEWORTH INTERMED C
880208400 TEMPLETON GLOBAL BON C

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE PRIOR TO TYE	19,252.
ROUNDING	10.

TOTAL	19,262.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
ROC BASIS ADJUSTMENT	1,615.
MUTUAL FUND TAX EFFECT DATE POST TYE	946.
CHECKING ACCT XX 3678	6,501.

TOTAL	9,062.
	=====

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

JANET PATTON LEWIS REV TRUST
115 E Hillcrest Ave
RICHAMOND, VA 23226

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Weyanoke Nursery Inc

ADDRESS:

11110 SANDY FIELDS RD

Charles City, VA 23030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Cystic Fibrosis

ADDRESS:

6931 ARLINGTON RD

Bethesda, MD 20814

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Va Capital Trails

ADDRESS:

PO BOX 17966

Richmond, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

Cornel Lab or Ornithology

ADDRESS:

159 SAPSUCKER RD

Ithaca, NY 14850

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNCW

ADDRESS:

601 SOUTH COLLEGE RD.

Wilmington, NC 28403

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 51,000.

RECIPIENT NAME:

Elk Hill Farm

ADDRESS:

PO BOX 99

Goochland, VA 23063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
Center for Conservation Biology Inc
ADDRESS:
POB 8795
Williamsburg, VA 23187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
THE HEALING PLACE
ADDRESS:
700 DINWINDLE AVE
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
ACTS
ADDRESS:
2325 WEST BROAD ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 589.

=====

RECIPIENT NAME:

James River Association

ADDRESS:

9 SOUTH 12TH ST 4TH FL

Richmond, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Childrens Museum of Richmond

ADDRESS:

2626 WEST BROAD ST

Richmond, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Greater Richmond SCAN

ADDRESS:

103 EAST GRACE ST

Richmond, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SOUTHERN ENVIROMENTAL LAW CENTER

ADDRESS:

201 W MAIN ST

CHARLOTTESVILLE, VA 22902

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

The Nature Conservancy

ADDRESS:

530 E MAIN ST SUITE 800

Richmond, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 160,000.

RECIPIENT NAME:

Delta Waterfowl

ADDRESS:

PO BOX 3128

Bismark, ND 58502

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

VA Historical Society

ADDRESS:

PO BOX 7311

Richmond, VA 23221

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

5015 FITZHUGH AVE

RICHMOND, VA 23230

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

ROANOKE COLLEGE

ADDRESS:

221 COLLEGE LANR

SALEM, VA 24153

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

St, Joseph's Villa

ADDRESS:

8000 BROOK RD.

Richmond, VA 23227

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

The Valentine Museum

ADDRESS:

1015 EAST CLAY ST

Richmond, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Hollins University

ADDRESS:

PO BOX 9629

Roanoke, VA 24020

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

VA Home for Boys & Girls

ADDRESS:

8716 WEST BROAD ST

Richmond, VA 23294

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Grace Holy Trinity Church

ADDRESS:

8 NORTH LAUREL ST

Richmond, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 115,000.

RECIPIENT NAME:

Collegiate School

ADDRESS:

103 N MORORELAN RD

Richmond, VA 23229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Boys & Girls Club of Metro
Richmond

ADDRESS:

5511 STAPLES MILL ROAD
Richmond, VA 23228

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

WCVE PUBLIC RADIO

ADDRESS:

23 SESAME ST
RICHMOND, VA 23235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,900.

RECIPIENT NAME:

VCU RICE RIVERS CENTER

ADDRESS:

1000 WEST CARY ST
RICHMOND, VA 23284

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
New Community School
ADDRESS:
4211 HERMITAGE RD.
Richmond, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
Central VA Food Bank
ADDRESS:
1415 RHOADMILLER ST
Richmond, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Wildlife Center of VA
ADDRESS:
1800 S DELPHINE AVE.
Waynesboro, VA 22980
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
Lewis Ginter Botanical Gardens
ADDRESS:
1800 LAKESIDE AVE.
Richmond, VA 23228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
Library of VA Foundation
ADDRESS:
800 EAST BROAD ST
Richmond, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UNIVERSITY OF VIRGINIA
ADDRESS:
POB 400807
CHARLOTTESVILLE, VA 22904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

St Christopher's School

ADDRESS:

711 ST. CHRISTOPHER'S RD.

Richmond, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,700.

RECIPIENT NAME:

ST ANDREWS SCHOOL

ADDRESS:

227 E CHERRY ST

RICHMOND, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

RICHMOND PUBLIC LIBRARY FOUNDATION

ADDRESS:

101 E FRANKLIN ST

RICHMOND, VA 23219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

World Pediatric Project

ADDRESS:

7201 GLEN FOREST DR SUITE 304

Richmond, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

St. Catherines School Foundation

ADDRESS:

6001 GROVE AVE

Richmond, VA 23226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,600.

RECIPIENT NAME:

Maymount

ADDRESS:

1700 HAMPTON ST

Richmond, VA 23220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

GOOD SHEPHERD FUND-IMA-MAIN

20-0017143

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

Flagler College

ADDRESS:

POB 1027

St. Augustine, FL 32085

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

369,989.

=====

STATEMENT 31