Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ 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 , and ending

Name of foundation: SUNTRUST BANK CHARITABLE-IRR TR

A Employer identification number: 54-6054608

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 | Room/suite:

B Telephone number (see instructions): (804) 782-7061

City or town: ORLANDO | State: FL | ZIP code: 32802-1908

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 11,109,764

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

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

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SCANNED JUN 01 2016

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))*

	Line	Description	(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	Check ▶☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	161,097	160,043		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	118,188			
	b	Gross sales price for all assets on line 6a 2,397,615				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	549,816	549,816		
	12	**Total.** Add lines 1 through 11	829,101	709,859	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	61,300	30,650		30,650
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,000			1,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	23,979	2,758		
	19	Depreciation (attach schedule) and depletion	80,087	80,087		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	191,444	191,444		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	357,810	304,939	0	31,650
	25	Contributions, gifts, grants paid	400,000			400,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	757,810	304,939	0	431,650
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	71,291			
	b	**Net investment income** (if negative, enter -0-)		404,920		
	c	**Adjusted net income** (if negative, enter -0-)			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	4,116	747	747
	2	Savings and temporary cash investments	1,320,066	1,211,167	1,211,167
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7,100,469	7,426,737	9,897,850
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,424,651	8,638,651	11,109,764
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow 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	8,424,651	8,638,651	
	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)	8,424,651	8,638,651	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,424,651	8,638,651	

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	8,424,651
2	Enter amount from Part I, line 27a	2	71,291
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP INCOME ADJUSTMENT	3	144,243
4	Add lines 1, 2, and 3	4	8,640,185
5	Decreases not included in line 2 (itemize) ▶ RETURN OF CAPITAL ADJUSTMENT	5	1,534
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,638,651

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	-10,625
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	0

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	1,031,883	11,118,207	0 092810
2013	1,548,676	11,539,311	0 134209
2012	1,102,397	11,868,375	0 092885
2011	144,930	10,748,939	0 013483
2010	2,281,268	8,846,030	0 257886

2	**Total** of line 1, column (d)	2	0 591273
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	0 118255
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	11,098,290
5	Multiply line 4 by line 3	5	1,312,428
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,049
7	Add lines 5 and 6	7	1,316,477
8	Enter qualifying distributions from Part XII, line 4	8	431,650

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,098
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	8,098
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,098
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 900		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	900
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	7,198
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the 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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 782-7061

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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 N/A

		Line	Yes	No
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?	16		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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	1c		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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b	N/A	
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 2015?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	61,300		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,977,774
b	Average of monthly cash balances	1b	1,289,526
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,267,300
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	
3	Subtract line 2 from line 1d	3	11,267,300
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	169,010
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,098,290
6	**Minimum investment return.** Enter 5% of line 5	6	554,915

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	554,915
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,098		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,098
3	Distributable amount before adjustments Subtract line 2c from line 1			3	546,817
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	546,817
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	546,817

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	431,650
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	431,650
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	431,650

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					546,817
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2015					
a From 2010	1,314,395				
b From 2011					
c From 2012	531,210				
d From 2013	997,824				
e From 2014	509,351				
f **Total** of lines 3a through e		3,352,780			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 431,650					
a Applied to 2014, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2015 distributable amount					431,650
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*		115,167			115,167
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,237,613			
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					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					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)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		1,199,228			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		2,038,385			
10 Analysis of line 9					
a Excess from 2011					
b Excess from 2012	531,210				
c Excess from 2013	997,824				
d Excess from 2014	509,351				
e Excess from 2015					

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

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			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

CHERYL HECHLER C/O SUNTRUST BANK 919 E MAIN ST RICHMOND, VA 23219

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	400,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	161,097	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	118,188	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a BUCKHORN PARTNERSHIP I			01	549,816	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		829,101	0

13 Total. Add line 12, columns (b), (d), and (e) 13 829,101

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII 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) of the Code (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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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
		Not Applicable	

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

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

Barbara Allred — 5/11/2016 — TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/11/2016		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
FOR HOPE INSIDE PLUS INITIATIVE				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 400,000
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**
Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	40,462
Short Term CG Distributions	0

Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Capital Gains/Losses	2,268,802	2,279,427	-10,625
Other sales	128,813	0	128,813

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	CAMBIAR SMALL CAP-INS	0075W0593	X				3/28/2011	6/23/2015	2,600	2,285				0	315
2	BRANDES INTL S/C EQUITY-I	105262737	X				3/24/2014	6/23/2015	5,900	5,860				0	40
3	BRANDES INTL S/C EQUITY-I	105262737	X				3/24/2014	12/21/2015	3,850	4,080				0	-230
4	EATON VANCE ATLANTA CAI	277902698	X				7/29/2013	2/23/2015	9,214	7,682				0	1,532
5	EATON VANCE ATLANTA CAI	277902698	X				7/29/2013	6/23/2015	9,000	7,105				0	1,895
6	EATON VANCE FLOATING RA	277911491	X				3/11/2013	2/23/2015	155,225	158,429				0	-3,204
7	EATON VANCE FLOATING RA	277911491	X				7/29/2013	2/23/2015	5,867	5,988				0	-121
8	EATON VANCE FLOATING RA	277911491	X				10/7/2013	2/23/2015	3,369	3,439				0	-70
9	EATON VANCE FLOATING RA	277911491	X				3/24/2014	2/23/2015	7,408	7,561				0	-153
10	EATON VANCE FLOATING RA	277911491	X				8/19/2014	2/23/2015	7,355	7,506				0	-151
11	ISHARES DJ SELECT DIVIDE	464287168	X				8/19/2014	2/23/2015	4,961	4,683				0	278
12	ISHARES DJ SELECT DIVIDE	464287168	X				8/19/2014	12/21/2015	15,658	15,880				0	-222
13	ISHARES RUSSELL 1000 VAL	464287598	X				8/19/2014	2/23/2015	56,321	54,224				0	2,097
14	ISHARES RUSSELL 1000 GR(	464287614	X				8/19/2014	2/23/2015	95,904	88,363				0	7,541
15	ISHARES RUSSELL 1000 GR(	464287614	X				8/19/2014	6/23/2015	230,777	209,169				0	21,608
16	ISHARES BARCLAYS 3-7 YEA	464288661	X				7/29/2013	2/23/2015	196,887	193,738				0	3,149
17	ISHARES BARCLAYS 3-7 YEA	464288661	X				10/7/2013	2/23/2015	4,427	4,356				0	71
18	ISHARES BARCLAYS 3-7 YEA	464288661	X				3/24/2014	2/23/2015	14,265	14,037				0	228
19	ISHARES CORE MSCI PACIFI	46434V696	X				8/19/2014	2/23/2015	1,466	1,506				0	-40
20	ISHARES CORE MSCI PACIFI	46434V696	X				8/19/2014	6/23/2015	6,403	6,234				0	169
21	ISHARES CORE MSCI PACIFI	46434V696	X				8/19/2014	12/21/2015	64,879	71,844				0	-6,965
22	ISHARES CORE MSCI EUROI	46434V738	X				8/19/2014	2/23/2015	2,964	3,040				0	-76
23	ISHARES CORE MSCI EUROI	46434V738	X				8/19/2014	6/23/2015	5,697	5,605				0	92
24	MAINSTAY ICAP INTERNATIC	56063J716	X				10/7/2013	6/23/2015	13,350	12,546				0	804
25	MANNING & NAPIER WORLD	563821545	X				7/18/2011	2/23/2015	24,262	24,972				0	-710
26	MANNING & NAPIER WORLD	563821545	X				7/18/2011	4/16/2015	36,033	36,237				0	-204
27	MANNING & NAPIER WORLD	563821545	X				8/8/2011	4/16/2015	5,828	5,861				0	-33
28	MANNING & NAPIER WORLD	563821545	X				10/18/2011	4/16/2015	12,269	12,338				0	-69
29	MANNING & NAPIER WORLD	563821545	X				2/6/2012	4/16/2015	88,245	88,746				0	-501
30	MANNING & NAPIER WORLD	563821545	X				8/6/2012	4/16/2015	8,873	8,924				0	-51
31	MANNING & NAPIER WORLD	563821545	X				11/19/2012	4/16/2015	313,056	314,831				0	-1,775
32	MANNING & NAPIER WORLD	563821545	X				3/24/2014	4/16/2015	17,117	17,215				0	-98
33	MANNING & NAPIER WORLD	563821545	X				10/27/2014	4/16/2015	52,649	52,947				0	-298
34	OPPENHEIMER DEVELOPINC	683974505	X				2/6/2012	2/23/2015	3,309	3,086				0	223
35	OPPENHEIMER DEVELOPINC	683974505	X				8/6/2012	2/23/2015	6,107	5,695				0	412
36	OPPENHEIMER DEVELOPINC	683974505	X				11/19/2012	2/23/2015	43,115	40,208				0	2,907
37	PIMCO EMERGING LOCAL B(	72201F516	X				8/6/2012	6/22/2015	85,196	111,642				0	-26,446
38	PIMCO EMERGING LOCAL B(	72201F516	X				3/11/2013	6/22/2015	5,560	7,286				0	-1,726
39	PIMCO EMERGING LOCAL B(	72201F516	X				7/29/2013	6/22/2015	14,204	18,614				0	-4,410
40	PIMCO EMERGING LOCAL B(	72201F516	X				10/7/2013	6/22/2015	3,110	4,075				0	-965
41	PIMCO EMERGING LOCAL B(	72201F516	X				3/24/2014	6/22/2015	12,824	16,916				0	-4,092
42	PIMCO EMERGING LOCAL B(	72201F516	X				10/27/2014	6/22/2015	2,708	3,105				0	-397
43	PIMCO EMERGING LOCAL B(	72201F516	X				2/23/2015	6/22/2015	19,779	20,416				0	-637
44	PIMCO 1-5 YEAR US TIPS IND	72201R205	X				7/29/2013	2/23/2015	127,741	130,884				0	-3,143
45	PIMCO 1-5 YEAR US TIPS IND	72201R205	X				10/7/2013	2/23/2015	3,106	3,182				0	-76
46	PIMCO 1-5 YEAR US TIPS IND	72201R205	X				3/24/2014	2/23/2015	10,300	10,553				0	-253
47	OSTERWEIS STRATEGIC INC	742935489	X				7/29/2013	2/23/2015	55,021	56,378				0	-1,357
48	T ROWE PRICE DIVERS S/C (	779917103	X				7/29/2013	2/23/2015	3,380	2,697				0	683
49	T ROWE PRICE DIVERS S/C (	779917103	X				7/29/2013	6/23/2015	3,000	2,277				0	723
50	VAN ECK EMERGING MARKE	921075438	X				8/19/2014	12/21/2015	47,800	58,338				0	-10,538
51	WASATCH LONG/SHORT FUN	936793769	X				8/6/2012	6/23/2015	122,435	133,390				0	-10,955
52	WASATCH LONG/SHORT FUN	936793769	X				11/19/2012	6/23/2015	835	910				0	-75
53	WASATCH LONG/SHORT FUN	936793769	X				3/24/2014	6/23/2015	4,303	4,688				0	-385
54	WASATCH LONG/SHORT FUN	936793769	X				8/19/2014	6/23/2015	172,428	187,856				0	-15,428
55	BUCKHORN CO COMPANY 1						1/1/2000	12/31/2015	123,853						123,853
56	BUCKHORN CO COMPANY L						1/1/2000	12/31/2015	4,960						4,960

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		549,816	549,816	0
1	BUCKHORN GAS ROYALTIES	533,916	533,916	
2	RENTAL INCOME - BUCKHORN K-1	15,900	15,900	

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,000	0	0	1,000
	Description				
1	TAX PREP FEES	1,000			1,000

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		23,979	2,758	0	0
	Description				
1	FOREIGN TAX WITHHELD	2,758	2,758		
2	PY EXCISE TAX DUE	20,321			
3	ESTIMATED EXCISE PAYMENTS	900			

Part I, Line 19 (990-PF) - Depreciation and Depletion

							80,087	80,087	0
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP DEPLETION						80,087	80,087	

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		191,444	191,444	0	0
1	PORTFOLIO 2% - BUCKHORN K-1	1,326	1,326		
2	ROYALTY INC DEDUCTIONS	190,118	190,118		

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			7,100,469	7,426,737	9,897,850
1				7,426,737	9,897,850
2			0		
3			0		
4			0		
5			0		
6			0		
7			0		
8			0		
9			0		
10			0		
11			0		
12			0		
13			0		
14			0		
15			0		
16			0		
17			0		
18			0		
19			0		
20			0		
21			0		

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	40,462
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						2,228,340	0	0	2,279,427	-51,087	0	0	0	-51,087
1	CAMBIAR SMALL CAP-INS	0075W0593		3/28/2011	6/23/2015	2,600		0	2,285	315	0	0	0	315
2	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	6/23/2015	5,900		0	5,860	40	0	0	0	40
3	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	12/21/2015	3,850		0	4,080	-230	0	0	0	-230
4	EATON VANCE ATLANTA CAI	277902698		7/29/2013	2/23/2015	9,214		0	7,682	1,532	0	0	0	1,532
5	EATON VANCE ATLANTA CAI	277902698		7/29/2013	6/23/2015	9,000		0	7,105	1,895	0	0	0	1,895
6	EATON VANCE FLOATING RA	277911491		3/11/2013	2/23/2015	155,225		0	158,429	-3,204	0	0	0	-3,204
7	EATON VANCE FLOATING RA	277911491		7/29/2013	2/23/2015	5,867		0	5,988	-121	0	0	0	-121
8	EATON VANCE FLOATING RA	277911491		10/7/2013	2/23/2015	3,369		0	3,439	-70	0	0	0	-70
9	EATON VANCE FLOATING RA	277911491		3/24/2014	2/23/2015	7,408		0	7,561	-153	0	0	0	-153
10	EATON VANCE FLOATING RA	277911491		8/19/2014	2/23/2015	7,355		0	7,506	-151	0	0	0	-151
11	ISHARES DJ SELECT DIVIDE	464287168		8/19/2014	2/23/2015	4,961		0	4,683	278	0	0	0	278
12	ISHARES DJ SELECT DIVIDE	464287168		8/19/2014	12/21/2015	15,658		0	15,880	-222	0	0	0	-222
13	ISHARES RUSSELL 1000 VAL	464287598		8/19/2014	2/23/2015	56,321		0	54,224	2,097	0	0	0	2,097
14	ISHARES RUSSELL 1000 GRO	464287614		8/19/2014	2/23/2015	95,904		0	88,363	7,541	0	0	0	7,541
15	ISHARES RUSSELL 1000 GRO	464287614		8/19/2014	6/23/2015	230,777		0	209,169	21,608	0	0	0	21,608
16	ISHARES BARCLAYS 3-7 YEA	464288661		7/29/2013	2/23/2015	196,887		0	193,738	3,149	0	0	0	3,149
17	ISHARES BARCLAYS 3-7 YEA	464288661		10/7/2013	2/23/2015	4,427		0	4,356	71	0	0	0	71
18	ISHARES BARCLAYS 3-7 YEA	464288661		3/24/2014	2/23/2015	14,265		0	14,037	228	0	0	0	228
19	ISHARES CORE MSCI PACIFI	46434V696		8/19/2014	2/23/2015	1,466		0	1,506	-40	0	0	0	-40
20	ISHARES CORE MSCI PACIFI	46434V696		8/19/2014	6/23/2015	6,403		0	6,234	169	0	0	0	169
21	ISHARES CORE MSCI PACIFI	46434V696		8/19/2014	12/21/2015	64,879		0	71,844	-6,965	0	0	0	-6,965
22	ISHARES CORE MSCI EUROF	46434V738		8/19/2014	2/23/2015	2,964		0	3,040	-76	0	0	0	-76
23	ISHARES CORE MSCI EUROF	46434V738		8/19/2014	6/23/2015	5,697		0	5,605	92	0	0	0	92
24	MAINSTAY ICAP INTERNATIC	56063J716		10/7/2013	6/23/2015	13,350		0	12,546	804	0	0	0	804
25	MANNING & NAPIER WORLD	563821545		7/18/2011	2/23/2015	24,262		0	24,972	-710	0	0	0	-710
26	MANNING & NAPIER WORLD	563821545		7/18/2011	4/16/2015	36,033		0	36,237	-204	0	0	0	-204
27	MANNING & NAPIER WORLD	563821545		8/8/2011	4/16/2015	5,828		0	5,861	-33	0	0	0	-33
28	MANNING & NAPIER WORLD	563821545		10/18/2011	4/16/2015	12,269		0	12,338	-69	0	0	0	-69
29	MANNING & NAPIER WORLD	563821545		2/6/2012	4/16/2015	88,245		0	88,746	-501	0	0	0	-501
30	MANNING & NAPIER WORLD	563821545		8/6/2012	4/16/2015	8,873		0	8,924	-51	0	0	0	-51
31	MANNING & NAPIER WORLD	563821545		11/19/2012	4/16/2015	313,056		0	314,831	-1,775	0	0	0	-1,775
32	MANNING & NAPIER WORLD	563821545		3/24/2014	4/16/2015	17,117		0	17,215	-98	0	0	0	-98
33	MANNING & NAPIER WORLD	563821545		10/27/2014	4/16/2015	52,649		0	52,947	-298	0	0	0	-298
34	OPPENHEIMER DEVELOPINC	683974505		2/6/2012	2/23/2015	3,309		0	3,086	223	0	0	0	223
35	OPPENHEIMER DEVELOPINC	683974505		8/6/2012	2/23/2015	6,107		0	5,695	412	0	0	0	412
36	OPPENHEIMER DEVELOPINC	683974505		11/19/2012	2/23/2015	43,115		0	40,208	2,907	0	0	0	2,907
37	PIMCO EMERGING LOCAL BC	72201F516		8/6/2012	6/22/2015	85,196		0	111,642	-26,446	0	0	0	-26,446
38	PIMCO EMERGING LOCAL BC	72201F516		3/11/2013	6/22/2015	5,560		0	7,286	-1,726	0	0	0	-1,726
39	PIMCO EMERGING LOCAL BC	72201F516		7/29/2013	6/22/2015	14,204		0	18,614	-4,410	0	0	0	-4,410
40	PIMCO EMERGING LOCAL BC	72201F516		10/7/2013	6/22/2015	3,110		0	4,075	-965	0	0	0	-965
41	PIMCO EMERGING LOCAL BC	72201F516		3/24/2014	6/22/2015	12,824		0	16,916	-4,092	0	0	0	-4,092
42	PIMCO EMERGING LOCAL BC	72201F516		10/27/2014	6/22/2015	2,708		0	3,105	-397	0	0	0	-397
43	PIMCO EMERGING LOCAL BC	72201F516		2/23/2015	6/22/2015	19,779		0	20,416	-637	0	0	0	-637
44	PIMCO 1-5 YEAR US TIPS INE	72201R205		7/29/2013	2/23/2015	127,741		0	130,884	-3,143	0	0	0	-3,143
45	PIMCO 1-5 YEAR US TIPS INE	72201R205		10/7/2013	2/23/2015	3,106		0	3,182	-76	0	0	0	-76
46	PIMCO 1-5 YEAR US TIPS INE	72201R205		3/24/2014	2/23/2015	10,300		0	10,553	-253	0	0	0	-253
47	OSTERWEIS STRATEGIC INC	742935489		7/29/2013	2/23/2015	55,021		0	56,378	-1,357	0	0	0	-1,357
48	T ROWE PRICE DIVERS S/C (	779917103		7/29/2013	2/23/2015	3,380		0	2,697	683	0	0	0	683
49	T ROWE PRICE DIVERS S/C (	779917103		7/29/2013	6/23/2015	3,000		0	2,277	723	0	0	0	723
50	VAN ECK EMERGING MARKE	921075438		8/19/2014	12/21/2015	47,800		0	58,338	-10,538	0	0	0	-10,538
51	WASATCH LONG/SHORT FUI	936793769		8/6/2012	6/23/2015	122,435		0	133,390	-10,955	0	0	0	-10,955
52	WASATCH LONG/SHORT FUI	936793769		11/19/2012	6/23/2015	835		0	910	-75	0	0	0	-75
53	WASATCH LONG/SHORT FUI	936793769		3/24/2014	6/23/2015	4,303		0	4,688	-385	0	0	0	-385
54	WASATCH LONG/SHORT FUI	936793769		8/19/2014	6/23/2015	172,428		0	187,856	-15,428	0	0	0	-15,428

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										61,300	0	0
1	SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	61,300		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	900
7	Total		7	900

SUNTRUST BANK CHARITABLE-IRR TR 7015561

FORM 990PF, PART 1 NET INVESTMENT INCOME – DIVIDENDS AND INTEREST FROM SECURITIES

INTEREST INCOME FROM BUCKHORN COAL K-1 : $23.00

DIVIDENDS INCOME FROM BUCKHORN COAL K-1 : $3,729

FORM 990PF, PART XV – LINE 2B TO 2D

FORM, INFORMATION AND MATERIALS: WRITTEN APPLICATIONS WITH SUPPORTING INFORMATION REGARDING THE PURPOSE OF THE ORGANIZATION AND EXPECTED BENEFITS OF PROGRAM.

SUBMISSION DEADLINES: APPLICATIONS SHOULD BE MADE IN OR BEFORE OCTOBER FOR CONSIDERATION IN THE FOLLOWING YEAR.

RESTRICTIONS OR LIMITATIONS ON AWARDS: CONTRIBUTIONS/GRANTS ARE PRIMARILY TO COMMUNITY ORGANIZATIONS. GRANTS ARE NOT MADE TO POLITICAL OR RELIGIOUS ORGANZATIONS.

SUNTRUST

PRICE WATERHOUSE COOPERS LLP
600 GRANT STREET, 52ND FLOOR
PITTSBURGH, PA 15219

STATEMENT OF ACCOUNT
FOR THE PERIOD 12/01/15 THROUGH 12/31/15

SUNTRUST BANK CHARITABLE
IRREVOCABLE TRUST

ACCOUNT NUMBER: 7015561

ACCOUNT ADMINISTRATOR:	CHERYL HECHLER
PHONE:	804-782-7061
INVESTMENT MANAGER:	WILLIAM J. LONGAN, JR.
PHONE:	804-782-7880
PRIVATE CLIENT ADVISOR:	CHRISTY FERGUSON-SNEAD
PHONE:	804-782-7787

SUNTRUST

C O N S O L I D A T E D   R E P O R T

SUNTRUST BANK CHARITABLE-IRR TR

A C C O U N T I N G   P E R I O D

DECEMBER 1, 2015 THRU DECEMBER 31, 2015

FOR THE FOLLOWING ACCOUNTS:

TRUST NUMBER		ACCOUNT NAME
A	7015561	SUNTRUST BANK CHARITABLE IRREVOCABLE TRUST
B	7932925	SUNTRUST BANK CHARITABLE IRREVOCABLE TRUST BUCKHORN COAL

SUNTRUST

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SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT: 7015561

NOTICE OF LIMITATION PERIODS FOR BREACH OF TRUST ACTIONS

THIS NOTICE SERVES TO ALERT PERSONS INTERESTED IN THIS ACCOUNT (I) THAT IN MANY STATES, INCLUDING THOSE LISTED BELOW, STATUTES OF LIMITATIONS PROVIDE THAT A BENEFICIARY OF A TRUST MAY NOT COMMENCE A PROCEEDING AGAINST A TRUSTEE FOR BREACH OF TRUST MORE THAN A CERTAIN PERIOD ("PERIOD") AFTER THE DATE THE BENEFICIARY OR A REPRESENTATIVE OF THE BENEFICIARY WAS SENT A REPORT DISCLOSING SUFFICIENT INFORMATION TO ALERT A RECIPIENT OF THE EXISTENCE OF A POTENTIAL CLAIM FOR BREACH OF TRUST; (II) THAT THIS STATEMENT IS A REPORT WITHIN THE MEANING OF SAID STATUTES AS TO ALL INFORMATION CONTAINED HEREIN, INCLUDING BUT NOT LIMITED TO COMPENSATION RECEIVED BY SUNTRUST BANK AND ITS AFFILIATES, INVESTMENTS MADE, HELD OR DISPOSED OF AND DISBURSEMENTS AND DISTRIBUTIONS MADE ON BEHALF OF THIS ACCOUNT AND (III) PERSONS OBJECTING TO ANY TRANSACTIONS OR OTHER MATTERS DISCLOSED IN THIS STATEMENT MAY BE REQUIRED BY SUCH STATUTES TO PROVIDE WRITTEN NOTICE OF SUCH OBJECTIONS TO SUNTRUST BANK IN ORDER TO PRESERVE THEIR RIGHTS TO BRING LEGAL ACTION RELATING TO SUCH OBJECTIONS.

THIS NOTICE AND THE RELEVANT PERIODS LISTED BELOW ARE PROVIDED SOLELY FOR INFORMATIONAL PURPOSES AND NOT AS LEGAL ADVICE. THE TERMS OF THE RELEVANT STATUTES ARE INCORPORATED HEREIN BY REFERENCE AND ARE AVAILABLE ON STATE GOVERNMENT WEBSITES.

MANY FACTORS ARE INVOLVED IN DETERMINING WHETHER A PARTICULAR STATUTE OF LIMITATIONS IS APPLICABLE AND YOU SHOULD CONSULT WITH YOUR OWN COUNSEL REGARDING ANY POTENTIAL CLAIM.

STATE	STATUTE	PERIOD
AL	ALA. CODE 19-3B-1005	2 YEARS
AZ	ARIZ. CODE 14-11005	1 YEAR
AR	ARK. CODE 28-73-1005	1 YEAR
DE	12 DEL. CODE 3585	2 YEARS
FL	FLA. STAT. 736.1008	6 MONTHS
GA	O.C.G.A. 53-12-307	2 YEARS
MD	MD. CODE CTS & JUD. PROC. 5-101	3 YEARS
PA	20 PA.C.S. 7785	2.5 YEARS
SC	S.C.C.L. 62.7-1005	1 YEAR
TN	T.C.A. CODE 35-15-1005	1 YEAR
VA	VA. CODE 64.2-796	1 YEAR
DC	D.C. CODE 19-1310.05	1 YEAR

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO SUMMARY

AS OF 12/31/15

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	292,070.72-	2.63-%	292,070.72-			
STIF & MONEY MARKET FUNDS	1,211,166.47	10.90 %	1,211,166.47	0.00	468	0.04 %
EQUITY SECURITIES	6,949,617.79	62.55 %	4,227,955.11	2,721,662.68	93,637	1.35 %
MUTUAL FUNDS	2,948,232.16	26.54 %	3,198,782.39	250,550.23-	55,447	1.88 %
PRINCIPAL PORTFOLIO TOTAL	**10,816,945.70**	**97.36 %**	**8,345,833.25**	**2,471,112.45**	**149,552**	**1.35 %**
INCOME PORTFOLIO						
INCOME CASH	292,818.02	2.64 %	292,818.02			

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	1,476,062.44- 13.29-%	1,476,062.44-			
STIF & MONEY MARKET FUNDS						
1,211,166.47	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	1,211,166.47 1.000 10.90 %	1,211,166.47 1.00	0.00	468	0.04 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
6,585	ISHARES CORE MSCI EUROPE ETF CUSIP: 46434V738	278,150.40 42.240 2.50 %	301,755.65 45.82	23,605.25-	7,764	2.79 % 0.00 %
2,896	ISHARES CORE MSCI PACIFIC ETF CUSIP: 46434V696	138,197.12 47.720 1.24 %	150,440.21 51.95	12,243.09-	3,588	2.60 % 0.00 %
4,636	ISHARES DJ SELECT DIVIDEND ETF CUSIP: 464287168	348,395.40 75.150 3.14 %	350,569.40 75.62	2,174.00-	12,007	3.45 % 0.00 %
8,436	ISHARES RUSSELL 1000 GROWTH ETF CUSIP: 464287614	839,213.28 99.480 7.55 %	781,495.47 92.64	57,717.81	11,498	1.37 % 0.00 %
12,166	ISHARES RUSSELL 1000 VALUE ETF CUSIP: 464287598	1,190,564.76 97.860 10.72 %	1,243,420.36 102.20	52,855.60-	29,454	2.47 % 0.00 %

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	TOTAL MUTUAL FUNDS-EQUITY	2,794,520.96	2,827,681.09	33,160.13-	64,311	2.30 %
MUTUAL FUNDS-FIXED INCOME						
2,099	ISHARES BARCLAYS MBS BOND ETF CUSIP: 464288588	226,062.30 107.700 2.03 %	229,560.91 109.37	3,498.61-	4,847	2.14 % 0.00 %
4,635	ISHARES IBOXX INV GRD CORP BOND ETF CUSIP: 464287242	528,436.35 114.010 4.76 %	554,065.23 119.54	25,628.88-	18,359	3.47 % 0.00 %
19,553	ISHARES TREASURY BOND ETF CUSIP: 46429B267	489,998.18 25.060 4.41 %	495,372.88 25.33	5,374.70-	6,120	1.25 % 0.00 %
	TOTAL MUTUAL FUNDS-FIXED INCOME	1,244,496.83	1,278,999.02	34,502.19-	29,326	2.36 %
LTD PARTNERSHIP & CLOSELY HELD						
693	BUCKHORN COAL LP CUSIP: 1183710A2	2,910,600.00 4,200.000 26.20 %	121,275.00 175.00	2,789,325.00	0	0.00 % 0.00 %
	TOTAL EQUITY SECURITIES	**6,949,617.79**	**4,227,955.11**	**2,721,662.68**	**93,637**	**1.35 %**

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS						
18,642.447	BLACKSTONE ALTERNATIVE MULTI-STRATEGY FUND CUSIP: 09257V201	188,661.56 10.120 1.70 %	195,000.00 10.46	6,338.44-	0	0.00 % 0.00 %
10,843.43	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	138,362.17 12.760 1.25 %	146,153.68 13.48	7,791.51-	884	0.64 % 0.00 %
4,147.034	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	69,338.41 16.720 0.62 %	77,865.34 18.78	8,526.93-	746	1.08 % 0.00 %
25,072.582	DFA LARGE CAP INTERNATIONAL PORTFOLIO CUSIP: 233203868	490,921.16 19.580 4.42 %	560,500.00 22.36	69,578.84-	14,442	2.94 % 0.00 %
34,958.784	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	376,855.69 10.780 3.39 %	390,733.67 11.18	13,877.98-	15,662	4.16 % 0.00 %
8,098.833	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	209,921.75 25.920 1.89 %	179,146.18 22.12	30,775.57	0	0.00 % 0.00 %
18,692.615	GOTHAM NEUTRAL FUND CUSIP: 360873111	183,374.55 9.810 1.65 %	187,300.00 10.02	3,925.45-	0	0.00 % 0.00 %
11,414.51	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	351,566.91 30.800 3.16 %	385,908.08 33.81	34,341.17-	5,605	1.59 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
4,647.42	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	139,376.13 29.990 1.25 %	152,007.43 32.71	12,631.30-	1,041	0.75 % 0.00 %
25,010.599	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	266,612.99 10.660 2.40 %	292,773.85 11.71	26,160.86-	15,957	5.99 % 0.00 %
2,727.927	T ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	70,107.72 25.700 0.63 %	59,650.32 21.87	10,457.40	0	0.00 % 0.00 %
10,665.474	VAN ECK EMERGING MARKETS FUND CUSIP: 921075438	138,757.82 13.010 1.25 %	169,999.29 15.94	31,241.47-	0	0.00 % 0.00 %
13,598.595	WASATCH LONG/SHORT FUND CUSIP: 936793769	153,120.18 11.260 1.38 %	214,230.55 15.75	61,110.37-	0	0.00 % 0.00 %
16,855.819	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	171,255.12 10.160 1.54 %	187,514.00 11.12	16,258.88-	1,112	0.65 % 0.00 %
TOTAL MUTUAL FUNDS		2,948,232.16	3,198,782.39	250,550.23-	55,447	1.88 %
PRINCIPAL PORTFOLIO TOTAL		**9,632,953.98**	**7,161,841.53**	**2,471,112.45**	**149,552**	**1.35 %**
INCOME PORTFOLIO						
	INCOME CASH	1,476,809.74 13.29 %	1,476,809.74			

SUNTRUST

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/15

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY

[redacted]

SUNTRUST

Annual Report of Other Compensation Received by SunTrust Banks, Inc. and its Affiliates For Services Provided to Mutual Fund Investments and Deposits held in this Account

SEI Private Trust Company and/or its affiliates ("SEI") serves as clearing broker of record for certain mutual fund investments held by SunTrust in the SunTrust Accounts* and, in such capacity, may be compensated by such mutual funds (or their affiliates) for shareholder and administrative services provided to such mutual fund investments held in the SunTrust Accounts. SEI has subcontracted certain shareholder and administrative service functions to SunTrust. The compensation SunTrust will receive through SEI for such services varies by mutual fund and ranges, on an annual basis, from 0.0% to 0.28% of the amount invested.

Federated Investors Inc. and/or its affiliates ("Federated"); Dreyfus BNY Mellon;("Dreyfus") and JPMorgan Chase;("JPM") have also engaged SunTrust to provide shareholder and administrative services to accounts invested in money market mutual funds offered by these firms, except for individual retirement accounts and qualified retirement plan accounts. The compensation SunTrust will receive from these firms in connection with such services varies by mutual fund and ranges, on an annual basis, from 0.0% to 0.10% of the amount invested.

The fees paid by the mutual funds for investment advisory and administrative services are described in the prospectuses and the statements of additional information for the respective mutual funds. Such fees are expenses of the mutual funds and are reflected in the investment returns, which are quoted net of all expenses.

SunTrust receives financial benefits in the form of interest rate spread earnings in connection with all deposits and investments made in any SunTrust deposit account, including sweep accounts. Such earnings are derived from the difference, or "spread," between the interest rate and other costs SunTrust pays on amounts deposited, and the interest income and other benefits SunTrust earns when it makes loans or invests the deposited funds in the ordinary course of its banking business.

* The term SunTrust Accounts does not include GenSpring Family Offices accounts, individual retirement accounts, or institutional investment management accounts contracted with SunTrust's Foundations & Endowments Specialty Practice Group, or qualified retirement plan accounts subject to ERISA where SunTrust is a fiduciary to the account.