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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

OMB No 1545-0052

**2015**

Open to Public Inspection

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2015 or tax year beginning 7/1/2015, and ending 6/30/2016

Name of foundation <b>EDGAR A THURMAN FOUNDATION FOR CHILDREN</b>			A Employer identification number <b>54-6113281</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		Room/suite	B Telephone number (see instructions) <b>(804) 782-7114</b>	
City or town <b>ORLANDO</b>	State <b>FL</b>	ZIP code <b>32802-1908</b>		
Foreign country name		Foreign province/state/county	Foreign postal code	
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>6,710,665</b>		<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>				

Part I Analysis of Revenue and Expenses (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 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	152,947	152,947		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-126,162			
	b Gross sales price for all assets on line 6a	1,914,956			
	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)					
12 Total. Add lines 1 through 11	26,785	152,947	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57,073	28,537		28,537
	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)	19,001	2,293		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,437			4,437
	24 Total operating and administrative expenses. Add lines 13 through 23	81,511	30,830	0	33,974
	25 Contributions, gifts, grants paid	312,660			312,660
26 Total expenses and disbursements. Add lines 24 and 25	394,171	30,830	0	346,634	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-367,386				
b Net investment income (if negative, enter -0-)		122,117			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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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	356,413	374,120	374,120
	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)	6,732,074	6,346,981	6,336,545
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,088,487	6,721,101	6,710,665
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 ▶)			
Net Assets or Fund Balances	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	7,088,487	6,721,101	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	7,088,487	6,721,101	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	7,088,487	6,721,101	

## 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	7,088,487
2	Enter amount from Part I, line 27a	2	-367,386
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,721,101
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,721,101

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }			<b>2</b>	-102,099
<b>3</b> 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 }			<b>3</b>	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.

(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	34,176	7,029,630	0.004862
2013	271,719	6,910,727	0.039318
2012	292,229	6,450,975	0.045300
2011	249,852	6,142,231	0.040678
2010	228,789	6,189,334	0.036965
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.167123
<b>3</b> 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			<b>3</b> 0.033425
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 6,498,662
<b>5</b> Multiply line 4 by line 3			<b>5</b> 217,218
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,221
<b>7</b> Add lines 5 and 6			<b>7</b> 218,439
<b>8</b> 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.			<b>8</b> 346,634

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,221
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	1,221
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	1,221
<b>6</b>	Credits/Payments		
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>	5,833
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	5,833
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	4,612
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> 1,221 <b>Refunded</b>	<b>11</b>	3,391

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA		
<b>b</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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address <b>► N/A</b>	13	X	
14	The books are in care of <b>► SUNTRUST BANK</b> Telephone no. <b>► (804) 782-7114</b> Located at <b>► P O BOX 1908 ORLANDO FL</b> ZIP+4 <b>► 32802-1908</b>			
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 <b>► 15 N/A</b>			
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>►</b>	16	Yes	No X

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 <b>►</b> <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 <b>any</b> of the years listed in 2a, list the years here. <b>► 20</b> , <b>20</b> , <b>20</b> , <b>20</b>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> )	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)**

**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 13888 ROANOKE, VA 24011	TRUSTEE VARIOUS	57,073		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	6,489,116
<b>b</b>	Average of monthly cash balances	<b>1b</b>	108,510
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	6,597,626
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	6,597,626
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	98,964
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,498,662
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	324,933

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	324,933
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	1,221
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,221
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	323,712
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	323,712
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	323,712

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	346,634
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	346,634
<b>5</b>	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)	<b>5</b>	1,221
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	345,413

**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
<b>1</b> Distributable amount for 2015 from Part XI, line 7				323,712
<b>2</b> Undistributed income, if any, as of the end of 2015:				
<b>a</b> Enter amount for 2014 only			298,319	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010				
<b>b</b> From 2011				
<b>c</b> From 2012				
<b>d</b> From 2013				
<b>e</b> From 2014				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 346,634				
<b>a</b> Applied to 2014, but not more than line 2a			298,319	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2015 distributable amount				48,315
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:	0			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				275,397
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2011				
<b>b</b> Excess from 2012				
<b>c</b> Excess from 2013				
<b>d</b> Excess from 2014				
<b>e</b> Excess from 2015				



**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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	312,660
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0

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

Recipient(s) paid during the year

**Name**

APPLE RIDGE FARM INC

**Street**

JEFFERSON CTR STE 228, 541 LUCK AVE SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

16,000

**Name**

BIG BROTHERS BIG SISTERS OF SW VA

**Street**

124 WELLS AVE NW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

5,000

**Name**

BLUE RIDGE AREA FOOD BANK INC

**Street**

96 LAUREL HILL ROAD

**City**

VERONA

**State**

VA

**Zip Code**

24482-0937

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,000

**Name**

BLUE RIDGE MOUNTAINS COUNCIL

**Street**

2131 VALLEY VIEW BLVD NW

**City**

ROANOKE

**State**

VA

**Zip Code**

24012-2031

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

8,000

**Name**

BOYS HOME

**Street**

414 BOYS HOME RD

**City**

COVINGTON

**State**

VA

**Zip Code**

24426

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

11,200

**Name**

BRADLEY FREE CLINIC

**Street**

1240 3RD ST SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

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

Recipient(s) paid during the year

**Name**

BRAIN INJURY SERVICES OF SWVA

**Street**

3904 FRANKLIN RD SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24014

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

4,000

**Name**

CHILDRENS HOME SOCIETY OF VIRGINIA

**Street**

4200 FITZHUGH AVE

**City**

RICHMOND

**State**

VA

**Zip Code**

23230-3829

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

15,000

**Name**

CHIP OF ROANOKE VALLEY

**Street**

1201 3RD ST SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,960

**Name**

COMMUNITY CHRISTMAS STORE

**Street**

2711 FRANKLIN RD SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24014

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,500

**Name**

FAMILY SERVICE OF ROANOKE VALLEY

**Street**

360 CAMPBELL AVE SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

10,000

**Name**

FEEDING AMERICA SOUTHWEST VIRGINIA

**Street**

MAIN OFFICE &amp; SALEM DISTRIBUTION CENTER, 1025 ELECTRIC RD

**City**

SALEM

**State**

VA

**Zip Code**

24153

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,000

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

Recipient(s) paid during the year

**Name**

FOOD PANTRY-SALEN AND ROANOKE CO

**Street**

620 CHAPMAN ST

**City**

SALEM

**State**

VA

**Zip Code**

24153

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

16,000

**Name**

GREENVALE SCHOOL INC

**Street**

627 WESTWOOD BLVD NW

**City**

ROANOKE

**State**

VA

**Zip Code**

24017

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

10,000

**Name**

HOPETREE FAMILY SERVICES

**Street**

860 MT VERNON LN

**City**

SALEM

**State**

VA

**Zip Code**

24153

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

15,000

**Name**

JEFFERSON CENTER FOUNDATION LTD

**Street**

541 LUCK AVENUE SUITE 221

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

**Name**

MOUNTAIN EMPIRE OLDER CITIZENS INC

**Street**

1501 3RD AVE E

**City**

BIG STONE GAP

**State**

VA

**Zip Code**

24219

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

5,000

**Name**

NEW RIVER VALLEY CHILD ADVOCACY

**Street**

90 COLLEGE STREET, SUITE C

**City**

CHRISTIANSBURG

**State**

VA

**Zip Code**

24073

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

5,000

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

Recipient(s) paid during the year

**Name**

NORTH CROSS SCHOOL

**Street**

4254 COLONIAL AVE

**City**

ROANOKE

**State**

VA

**Zip Code**

24018

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

8,000

**Name**

PHOEBE NEEDLES CENTER

**Street**

732 TURNERS CREEK RD

**City**

CALLAWAY

**State**

VA

**Zip Code**

24067

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

15,000

**Name**

PLANNED PARENTHOOD SOUTH ATLANTIC

**Street**

2207 PETERS CREEK ROAD

**City**

ROANOKE

**State**

VA

**Zip Code**

24017

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

15,000

**Name**

PRESBYTERIAN COMMUNITY CENTER INC

**Street**

1228 JAMISON AVE SE

**City**

ROANOKE

**State**

VA

**Zip Code**

24013-1909

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

5,000

**Name**

ROANOKE BALLET THEATRE INC

**Street**

1318 GRANDIN RD SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24015

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

**Name**

ROANOKE CATHOLIC SCHOOL

**Street**

621 N JEFFERSON ST

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

10,000



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

Recipient(s) paid during the year

**Name**

SOUTHWEST VIRGINIA BALLET COMPANY

**Street**

305 E CALHOUN ST

**City**

SALEM

**State**

VA

**Zip Code**

24153

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

**Name**

ST JOHN'S EPSICOPAL CHURCH

**Street**

1 MOUNTAIN AVE SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

9,000

**Name**

STRAIGHT STREET ROANOKE VALLEY INC

**Street**

333 LUCK AVE SW

**City**

ROANOKE

**State**

VA

**Zip Code**

24016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

15,000

**Name**

TAUBMAN MUSEUM OF ART

**Street**

110 SALEM AVENUE, SE

**City**

ROANOKE

**State**

VA

**Zip Code**

24011

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

**Name**

VIRGINIA COLLEGE FUND

**Street**

4900 AUGUSTA AVENUE, SUITE 101

**City**

RICHMOND

**State**

VA

**Zip Code**

23230

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

7,500

**Name**

W E SKELETON 4-H EDUC CONF CTR

**Street**

775 HERMITAGE RD

**City**

WIRTZ

**State**

VA

**Zip Code**

24184

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

10,000

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

Recipient(s) paid during the year

Name

WEST END CENTER INC

Street

1223 PATTERSON AVE SW

City

ROANOKE

State

VA

Zip Code

24016

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

12,000

Name

YMCA OF ROANOKE VALLEY INC

Street

520 CHURCH AVENUE, SW

City

ROANOKE

State

VA

Zip Code

24016

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

3,000

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



**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?  |    |
| a   | Transfers from the reporting foundation to a noncharitable exempt organization of  |    |
| (1) | Cash   | 1a |
| (2) | Other assets   | 1a |
| b   | Other transactions   |    |
| (1) | Sales of assets to a noncharitable exempt organization   | 1b |
| (2) | Purchases of assets from a noncharitable exempt organization   | 1b |
| (3) | Rental of facilities, equipment, or other assets   | 1b |
| (4) | Reimbursement arrangements   | 1b |
| (5) | Loans or loan guarantees   | 1b |
| (6) | Performance of services or membership or fundraising solicitations   | 1b |
| c   | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1  |
| 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. |    |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

[illegible]

**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  
Signature of officer or trustee

11/7/2016  
Date

► TRUSTEE  
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

SHAWN P HANLON

Preparer's signature

Date \_\_\_\_\_

11/7/2016

Check ☒ if  
self-employed

PTIN

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

Long Term CG Distributions				Amount		Capital Gains/Losses										Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
Short Term CG Distributions				33		Other sales										1,031,718		1,133,817		-102,089		0	
				0												0		0		0		0	
	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	EATON VANCE-ATLANTA SM	277902698	X				12/10/2015	3/3/2016	1,900	1,907					-7								
2	EATON VANCE-ATLANTA SM	277902698	X				12/10/2015	6/20/2016	3,809	3,559					250								
3	EATON VANCE-ATLANTA SM	277902698	X				7/29/2013	6/20/2016	5,877	4,686					1,191								
4	GOTHAM NEUTRAL FUND-INV	360873111	X				3/3/2016	6/20/2016	8,182	8,190					-8								
5	ISHARES DJ SELECT DIVID	464287168	X				2/23/2015	6/20/2016	24,604	22,829					1,775								
6	ISHARES IBOXX INV GRD CO	464287242	X				7/7/2015	6/20/2016	24,591	24,719					-128								
7	ISHARES RUSSELL 1000 VAL	464287598	X				3/3/2016	3/3/2016	190,980	203,571					-12,591								
8	T ROWE OM US SMALL CAP	779917103	X				8/19/2014	6/20/2016	547	514					33								
9	VAN ECK EMERGING MARKE	921075438	X				8/6/2012	6/20/2016	6,350	7,877					-1,527								
10	WASATCH LONG/SHORT FUN	936793769	X				12/29/2014	2/9/2016	92,005	114,593					-22,588								
11	WASATCH LONG/SHORT FUN	936793769	X				2/23/2015	2/9/2016	21,381	30,096					-8,715								
12	WASATCH LONG/SHORT FUN	936793769	X				12/17/2015	2/9/2016	5,478	7,744					-2,268								
13	WASATCH LONG/SHORT FUN	936793769	X				12/29/2015	2/9/2016	3,482	4,000					-518								
14	WASATCH LONG/SHORT FUN	936793769	X				12/11/2014	6/20/2016	13,587	14,404					-817								
15	WF ABSOLUTE RETURN FUN	94987W737	X				3/24/2014	6/20/2016	6,037	6,581					-544								
16	WF ABSOLUTE RETURN FUN	94987W737	X				12/16/2014	6/20/2016	3,124	3,603					-479								
17	CAMBIAR SMALL CAP-INS	0075W0593	X				7/7/2015	6/20/2016	12,026	12,446					-420								
18	BLACKSTONE ALT MULTI-SIT	0925V7201	X				3/24/2014	3/3/2016	1,500	1,621					-121								
19	BRANDES INTL S/C EQUITY-I	105262737	X				4/16/2015	6/20/2016	21,667	25,150					-3,483								
20	DFA L/C INTERNATIONAL PO	233203868	X				8/6/2012	6/20/2016	20,158	20,843					-685								
21	DOUBLELINE TOTL RET BND	256620103	X				8/19/2014	3/3/2016	93,953	99,123					-5,170								
22	ISHARES RUSSELL 1000 VAL	464287598	X				8/19/2014	6/20/2016	40,396	39,832					564								
23	ISHARES RUSSELL 1000 VAL	464287598	X				12/17/2015	6/20/2016	27,265	27,242					23								
24	ISHARES RUSSELL 1000 GRD	464287814	X				3/3/2016	6/20/2016	12,174	11,656					518								
25	ISHARES RUSSELL 1000 GRD	464287614	X				2/23/2015	6/20/2016	11,719	11,733					-14								
26	ISHARES BARCLAYS MBS BC	464288588	X				8/19/2014	6/20/2016	27,149	26,856					293								
27	ISHARES CORE US TREASUR	46429B267	X				8/19/2014	6/20/2016	6,368	6,979					-611								
28	ISHARES CORE MSCI PACIFI	46434V696	X				8/19/2014	6/20/2016	12,752	14,539					-1,787								
29	ISHARES CORE MSCI EUROF	46434V738	X				8/19/2014	6/20/2016	21,650	26,792					-5,142								
30	MAINSTAY ICAP INTERNATIO	56063J716	X				10/7/2013	6/20/2016	63,350	74,196					-10,846								
31	MAINSTAY ICAP INTERNATIO	56063J716	X				10/7/2013	6/20/2016	10,867	12,201					-1,334								
32	MAINSTAY ICAP INTERNATIO	56063J716	X				7/29/2013	3/3/2016	78,101	88,227					-10,126								
33	OSTERWEIS STRATEGIC INC	742935489	X				9/16/2013	3/3/2016	1,366	1,534					-168								
34	OSTERWEIS STRATEGIC INC	742935489	X				10/7/2013	3/3/2016	1,678	1,887					-211								
35	OSTERWEIS STRATEGIC INC	742935489	X				12/15/2015	3/3/2016	3,664	3,706					-42								
36	OSTERWEIS STRATEGIC INC	742935489	X				12/16/2013	3/3/2016	2,226	2,504					-278								
37	OSTERWEIS STRATEGIC INC	742935489	X				9/15/2014	3/3/2016	2,114	2,378					-264								
38	OSTERWEIS STRATEGIC INC	742935489	X				10/27/2014	3/3/2016	120,341	134,911					-14,570								
39	OSTERWEIS STRATEGIC INC	742935489	X				12/15/2014	3/3/2016	4,935	5,316					-381								
40	OSTERWEIS STRATEGIC INC	742935489	X				12/17/2015	3/3/2016	3,648	3,700					-52								
41	OSTERWEIS STRATEGIC INC	742935489	X				9/15/2015	3/3/2016	3,089	3,387					-292								
42	OSTERWEIS STRATEGIC INC	742935489	X				12/14/2015	6/20/2016	1,212	1,182					-30								
43	OSTERWEIS STRATEGIC INC	742935489	X				12/17/2013	6/20/2016	1,420	1,400					20								
44	OSTERWEIS STRATEGIC INC	742935489	X				12/14/2015	6/20/2016	1,212	1,182					-30								
45	OSTERWEIS STRATEGIC INC	742935489	X				12/14/2015	6/20/2016	1,212	1,182					-30								
46	T ROWE OM US SMALL CAP	779917103	X				12/17/2013	6/20/2016	1,420	1,400					20								
47	T ROWE OM US SMALL CAP	779917103	X				12/17/2013	6/20/2016	1,420	1,400					20								

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

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

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

		19,001	2,293	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,293	2,293		
2	PY EXCISE TAX DUE	10,875			
3	ESTIMATED EXCISE PAYMENTS	5,833			

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

		4,437	0	0	4,437
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	COA FEES	4,437	0		4,437



**Part II, Line 10c (990-PF) - Investments - Corporate Bonds**

		6,732,074		6,346,981		0	6,336,545	
Description		Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
1	SEE ATTACHED STATEMENT		6,346,981		6,336,545			

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

Long Term CG Distributions		Short Term CG Distributions		Amount		0		1,031,685		0		1,133,817		-102,132		0		0		-102,132		0		Gains Minus		Excess FMV Over		Adj Basis or Losses	
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		FMV 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	
1	EATON VANCE-ATLANTA SM	277902698				12/10/2015		3/3/2016		1,900				0		1,907		-7		0		0		0		-7			
2	EATON VANCE-ATLANTA SM	277902698				12/10/2015		6/20/2016		3,559				0		3,559		250		0		0		0		250			
3	EATON VANCE-ATLANTA SM	277902698				7/29/2013		6/20/2016		5,877				0		4,686		1,191		0		0		0		1,191			
4	GOTHAM NEUTRAL FUND-INV	360873111				3/3/2016		6/20/2016		8,182				0		8,190		-8		0		0		0		-8			
5	ISHARES DJ SELECT DIVIDEN	464287168				3/3/2016		6/20/2016		24,604				0		22,829		1,775		0		0		0		1,775			
6	ISHARES IBOXX INV GRD CO	464287242				2/23/2015		6/20/2016		24,591				0		24,719		-128		0		0		0		-128			
7	ISHARES RUSSELL 1000 VAL	464287598				7/7/2015		3/3/2016		190,980				0		203,571		-12,591		0		0		0		-12,591			
8	T ROWE QM US SMALL CAP	779917103				3/3/2016		6/20/2016		547				0		514		33		0		0		0		33			
9	VAN ECK EMERGING MARKE	921075438				8/19/2012		6/20/2016		6,350				0		7,877		-1,527		0		0		0		-1,527			
10	WASATCH LONGSHORT FUN	936793769				12/29/2014		2/9/2016		92,005				0		114,593		-22,588		0		0		0		-22,588			
11	WASATCH LONGSHORT FUN	936793769				2/23/2015		2/9/2016		21,381				0		30,095		-8,715		0		0		0		-8,715			
12	WASATCH LONGSHORT FUN	936793769				12/17/2015		2/9/2016		5,472				0		7,744		-2,268		0		0		0		-2,268			
13	WASATCH LONGSHORT FUN	936793769				12/29/2015		2/9/2016		13,587				0		14,404		-817		0		0		0		-817			
14	WASATCH LONGSHORT FUN	936793769				12/11/2014		6/20/2016		494				0		540		-46		0		0		0		-46			
15	WF ABSOLUTE RETURN FUN	94987W737				3/24/2014		6/20/2016		6,037				0		6,581		-544		0		0		0		-544			
16	WF ABSOLUTE RETURN FUN	94987W737				12/16/2014		6/20/2016		3,124				0		3,603		-479		0		0		0		-479			
17	CAMBIAR SMALL CAP-INS	0075W0593				7/7/2015		6/20/2016		12,026				0		12,446		-420		0		0		0		-420			
18	BLACKSTONE ALT MULT-ST	09257V021				3/24/2014		6/20/2016		1,500				0		1,621		-121		0		0		0		-121			
19	BRANDES INTL SIC EQUITY-I	105262737				3/24/2014		6/20/2016		8,346				0		6,475		-1,871		0		0		0		-1,871			
20	BRANDES INTL SIC EQUITY-I	105262737				4/16/2015		6/20/2016		21,667				0		23,150		-1,483		0		0		0		-1,483			
21	DFA LIC INTERNATIONAL PO	233203868				8/6/2012		6/20/2016		20,158				0		20,843		-685		0		0		0		-685			
22	DOUBLELINE TOTL RET BND	258620103				8/19/2014		6/20/2016		93,953				0		99,123		-5,170		0		0		0		-5,170			
23	ISHARES RUSSELL 1000 VAL	464287598				8/19/2014		6/20/2016		40,396				0		39,832		564		0		0		0		564			
24	ISHARES RUSSELL 1000 VAL	464287598				12/17/2015		6/20/2016		27,265				0		27,242		23		0		0		0		23			
25	ISHARES RUSSELL 1000 GRD	464287614				3/3/2016		6/20/2016		12,174				0		11,656		518		0		0		0		518			
26	ISHARES RUSSELL 1000 GRD	464287614				2/23/2015		6/20/2016		11,719				0		11,733		-14		0		0		0		-14			
27	ISHARES BARCLAYS MBS BC	464288588				3/3/2016		6/20/2016		27,149				0		26,856		293		0		0		0		293			
28	ISHARES CORE US TREASUR	464298267				8/19/2014		6/20/2016		6,368				0		6,979		-611		0		0		0		-611			
29	ISHARES CORE MSCI PACIFI	46434V696				8/19/2014		6/20/2016		12,752				0		14,539		-1,787		0		0		0		-1,787			
30	ISHARES CORE MSCI EUROPE	46434V738				8/19/2014		6/20/2016		21,650				0		26,792		-5,142		0		0		0		-5,142			
31	MAINSTAY ICAP INTERNATIO	56063J716				10/7/2013		3/3/2016		63,350				0		74,196		-10,846		0		0		0		-10,846			
32	MAINSTAY ICAP INTERNATIO	56063J716				10/7/2013		6/20/2016		10,867				0		12,201		-1,334		0		0		0		-1,334			
33	MAINSTAY ICAP INTERNATIO	56063J716				7/29/2013		3/3/2016		78,101				0		88,227		-10,126		0		0		0		-10,126			
34	OSTERWEIS STRATEGIC INC	742935489				9/16/2013		3/3/2016		1,366				0		1,534		-168		0		0		0		-168			
35	OSTERWEIS STRATEGIC INC	742935489				10/7/2013		3/3/2016		1,676				0		1,887		-211		0		0		0		-211			
36	OSTERWEIS STRATEGIC INC	742935489				12/15/2015		3/3/2016		3,664				0		3,706		-42		0		0		0		-42			
37	OSTERWEIS STRATEGIC INC	742935489				12/16/2013		3/3/2016		2,226				0		2,504		-278		0		0		0		-278			
38	OSTERWEIS STRATEGIC INC	742935489				9/15/2014		3/3/2016		2,114				0		2,378		-264		0		0		0		-264			
39	OSTERWEIS STRATEGIC INC	742935489				10/7/2014		3/3/2016		120,341				0		134,911		-14,570		0		0		0		-14,570			
40	OSTERWEIS STRATEGIC INC	742935489				12/15/2014		3/3/2016		4,935				0		5,316		-381		0		0		0		-381			
41	OSTERWEIS STRATEGIC INC	742935489				12/17/2015		3/3/2016		3,648				0		3,700		-52		0		0		0		-52			
42	OSTERWEIS STRATEGIC INC	742935489				3/16/2015		3/3/2016		3,096				0		3,367		-271		0		0		0		-271			
43	OSTERWEIS STRATEGIC INC	742935489				6/15/2015		3/3/2016		3,089				0		3,381		-292		0		0		0		-292			
44	OSTERWEIS STRATEGIC INC	742935489				9/15/2015		3/3/2016		3,031				0		3,327		-196		0		0		0		-196			
45	OSTERWEIS STRATEGIC INC	742935489				12/14/2015		6/20/2016		1,212				0		1,182		30		0		0		0		30			
46	T ROWE QM US SMALL CAP	779917103				12/17/2015		6/20/2016		1,420				0		1,400		20		0		0		0		20			
47	T ROWE QM US SMALL CAP	779917103												0						0		0		0					

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

1	Name	Check "x" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	57,073		0	Expense Account
										Compensation	Benefits		
	SUNTRUST BANK	X	P O BOX 13888	ROANOKE	VA	24011		TRUSTEE	VARIOUS	57,073			

**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	11/13/2015	2	1,818
3 Second quarter estimated tax payment	12/11/2015	3	2,458
4 Third quarter estimated tax payment	3/15/2016	4	494
5 Fourth quarter estimated tax payment	6/14/2016	5	1,063
6 Other payments		6	
7 Total		7	5,833

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

<b>1</b>	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year . . .	<b>1</b>	<u>298,319</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total . . . . .	<b>10</b>	<u>298,319</u>