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 10/01 , 2015, and ending 9/30 , 2016

HARRIETT B WEST FOUNDATION
901 EAST CARY STREET FL 19
RICHMOND, VA 23219

A Employer identification number: 47-2284013

B Telephone number (see instructions): (804) 697-5100

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 11,054,692.

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

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)	90,903.			
	2	Ck ► [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	54,026.	49,676.	54,026.	
	4	Dividends and interest from securities	158,897.	158,897.	158,897.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-434,358.			
	b	Gross sales price for all assets on line 6a 6,284,405.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain			0.	
	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	-130,532.	208,573.	212,923.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	40,486.	30,365.		10,121.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	10,122.	10,122.		
	b	Accounting fees (attach sch) See St.2	7,800.	7,800.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 3	11,947.	116.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	97,200.	97,073.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	167,555.	145,476.		10,121.
	25	Contributions, gifts, grants paid Part XV	530,000.			530,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	697,555.	145,476.	0.	540,121.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-828,087.			
	b	**Net investment income** (if negative, enter -0-)		63,097.		
	c	**Adjusted net income** (if negative, enter -0-)			212,923.	

RECEIVED JAN 04 2017 OGDEN, UT

933 23

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	14,678.	120,518.	120,518.
2	Savings and temporary cash investments	327,289.	286,430.	286,430.
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 sch) ►			
	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) Stmt 8	1,751,857.	2,052,249.	2,078,878.
b	Investments — corporate stock (attach schedule) Stmt 9	7,106,082.	6,495,646.	6,806,495.
c	Investments — corporate bonds (attach schedule) Stmt 10	1,353,399.	1,241,906.	1,266,318.
11	Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) Stmt 11	973,582.	502,051.	496,053.
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)	11,526,887.	10,698,800.	11,054,692.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & 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	11,526,887.	10,698,800.	
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)	11,526,887.	10,698,800.	
31	**Total liabilities and net assets/fund balances** (see instructions)	11,526,887.	10,698,800.	

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	11,526,887.
2	Enter amount from Part I, line 27a	2	-828,087.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	10,698,800.
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	10,698,800.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DISTRIBUTIONS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,257,224.		6,718,763.	-461,539.
b	27,181.			27,181.
c				
d				
e				

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))
a				-461,539.
b				27,181.
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	-434,358.
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	-434,358.

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.) N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014			
2013			
2012			
2011			
2010			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	1,262.
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	1,262.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,262.
6	Credits/Payments		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a: 6,000.		
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	6,000.
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	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	4,738.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ► 4,738. **Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ►$ 0. **(2)** On foundation managers ►$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ►$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	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	
8 a	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* See Statement 5	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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 ► FRED J BERNHARDT Telephone no ► (804) 697-5100			
	Located at ► 901 EAST CARY STREET FL 19 RICHMOND VA ZIP + 4 ► 23219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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.

				Yes	No
1 a	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)?		1 b	N/A	
	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?		1 c		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.)		2 b	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__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a 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).

6 a 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** No: X

If 'Yes' to 6b, file Form 8870

7 a 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRED J BERNHARDT 901 E CARY STREET RICHMOND, VA 23219	Trustee 4.00	40,486.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	10,757,608.
b	Average of monthly cash balances	1b	457,841.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,215,449.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,215,449.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	168,232.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,047,217.
6	**Minimum investment return.** Enter 5% of line 5	6	552,361.

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	552,361.
2a	Tax on investment income for 2015 from Part VI, line 5 2a 1,262.		
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,262.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	551,099.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	551,099.
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	551,099.

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	540,121.
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	540,121.
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	540,121.

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				551,099.
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 __		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014 31,869.				
f **Total** of lines 3a through e	31,869.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► $ 540,121.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2015 distributable amount				540,121.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	10,978.			10,978.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	20,891.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	20,891.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014 20,891.				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (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.

See Statement 6

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 7				
Total			► **3a**	530,000.
b *Approved for future payment*				
Total			► **3b**	

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			14	54,026.	
4 Dividends and interest from securities			14	158,897.	
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					-434,358.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				212,923.	-434,358.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 -221,435.

(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.)
N/A	

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2 a 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
N/A		

Sign Here

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

Fred J. Bernhardt, TEE | 12-28-16 | 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
Lee P Martin, Jr.	Lee P Martin, Jr.	12/15/16		P01201112

Firm's name ► L.P. Martin & Company, P.C. — Firm's EIN ► 54-1506924

Firm's address ► 4132 Innslake Drive, Glen Allen, VA 23060 — Phone no (804) 346-2626

TEEA0503L 10/13/15

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	$ 10,122.	$ 10,122.		
Total	$ 10,122.	$ 10,122.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 7,800.	$ 7,800.		
Total	$ 7,800.	$ 7,800.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	$ 11,831.			
FOREIGN TAX	116.	$ 116.		
Total	$ 11,947.	$ 116.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MGMT FEES	$ 97,073.	$ 97,073.		
MISC ADMIN EXP - PENALTY	127.			
Total	$ 97,200.	$ 97,073.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
ESTATE OF HARRIETT B WEST	901 EAST CARY STREET FL 19 RICHMOND, VA 23219

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	FRED J BERNHARDT
Care Of:	
Street Address:	901 EAST CARY STREET FL 19
City, State, Zip Code:	RICHMOND, VA 23219
Telephone:	(804) 697-5100
E-Mail Address:	
Form and Content:	WRITTEN REQUEST, ENCLOSE LETTER OR BROCHURE, OUTLINING ACTIVITIES.
Submission Deadlines:	NONE
Restrictions on Awards:	NONE

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND VA 23223	NONE	N/A	GENERAL FUND	$ 25,000.
ART 180 INC 114 W. MARSHALL STREET RICHMOND VA 23220	NONE	N/A	GENERAL FUND	25,000.
BON SECOURS HEALTH CARE FDN 7229 FOREST AVE, SUITE 200 RICHMOND VA 23226	NONE	N/A	HOSPICE CARE FUND	25,000.
BOYS & GIRLS CLUB OF METRO RICHMOND 5511 STAPLES MILL RD, STE 301 RICHMOND VA 23228	NONE	N/A	GENERAL FUND	20,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
CARITAS P.O. BOX 25790 RICHMOND VA 23260	NONE	N/A	GENERAL FUND	$ 20,000.
ELK HILL INC P.O. BOX 99 GOOCHLAND VA 23063	NONE	N/A	GENERAL FUND	25,000.
EMMANUEL EPISCOPAL CHURCH 1214 WILMER AVENUE RICHMOND VA 23229	NONE	N/A	GENERAL FUND	10,000.
RICHMOND HABITAT FOR HUMANITY 2281 DABNEY ROAD RICHMOND VA 23230	NONE	N/A	GENERAL FUND	25,000.
JACKSON-FEILD HOMES 2800 PATTERSON AVENUE STE 302 RICHMOND VA 23221	NONE	N/A	GENERAL FUND	25,000.
LEWIS GINTER BOTANICAL GARDENS 1800 LAKESIDE AVENUE RICHMOND VA 23228	NONE	N/A	GENERAL FUND	25,000.
VCU MASSEY CANCER CENTER P.O. BOX 980214 RICHMOND VA 23298	NONE	N/A	GENERAL FUND	50,000.
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE STE 110 RICHMOND VA 23225	NONE	N/A	COMMUNITY GRANTS	155,000.
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND VA 23220	NONE	N/A	GENERAL FUND	20,000.
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVENUE RICHMOND VA 23227	NONE	N/A	FELLOWSHIP FUND	20,000.
BETTER HOUSING COALITION 23 W BROAD ST #100 RICHMOND VA 23241	NONE	N/A	GENERAL FUND	25,000.
CAMP CHANCO ON THE JAMES 394 FLOODS DRIVE SPRING GROVE VA 23881	NONE	N/A	GENERAL FUND	5,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD STE 211 RICHMOND VA 23229	NONE	N/A	GENERAL FUND	$ 10,000.
GOOD NEIGHBOR VILLAGE 8825 RUFFIN ROAD RICHMOND VA 23231	NONE	N/A	GENERAL FUND	5,000.
ST ANDREWS SCHOOL 227 SOUTH CHERRY ST RICHMOND VA 23220	NONE	N/A	GENERAL FUND	10,000.
TRICYCLE GARDENS 2314 JEFFERSON AVENUE RICHMOND VA 23223	NONE	N/A	GENERAL FUND	5,000.
			Total	$ 530,000.

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS		
Federal Home Loan Bank 2 625% 12/10/21 25,000 Units	25,361 85	26,556 75
Federal Home Loan Bank 5 0% 11/17/17 50,000 Units	53,157 38	52,389 50
Federal Home Loan Mortgage Co 1.25% 8/1/19 50,000 Units	49,875.00	50,363 00
Federal Home Loan Mortgage Co 1 375% 5/1/20 50,000 Units	49,800 00	50,542 50
Federal Home Loan Mortgage Co 3.75% 3/27/19 40,000 Units	42,495.39	42,755 20
Federal Home Loan Mortgage Co 2.375% 1/13/22 75,000 Units	78,744 08	78,978 00
Federal Home Loan Mortgage Co 1 25% 6/22/18 100,000 Units	99,900.00	100,659 00
Federal National Mortgage Assn. 1.375% 2/26/21 60,000 Units	60,167.68	60,396 00
Federal National Mortgage Assn. 2.625% 9/6/24 60,000 Units	64,172 69	64,231 80
Federal Farm Credit Bank 2.52% 6/15/23 50,000 Units	50,304.26	52,873 50
Federal Farm Credit Bank 3.5% 12/20/23 25,000 Units	28,086 00	28,163 25
FHLMC Ser K715 CMO 2 856% 1/25/21 75,000 Units	77,765.63	79,106.25
FNMA Mortgage Pool 4 295% 6/1/21 71628.36 Units	80,055 88	79,605 61
FHLMC Gold Pool 4 0% 4/1/32 68487.36 Units	73,677 43	74,127 29
US Treasury Notes, 2 375% 8/15/24 50,000 Units	50,811 19	53,273 50
US Treasury Notes, 3 75% 11/15/18 50,000 Units	52,902 35	53,094 00

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
US Treasury Notes, 1 875% 10/31/17 75,000 Units	76,033 13	75,946 50
US Treasury Notes, 1 75% 5/15/22 75,000 Units	74,293.25	76,890 00
US Treasury TIPS .125% 4/15/18 51,621 Units	51,948 60	52,621 88
US Treasury Notes, 3 375% 11/15/19 100,000 Units	106,623.66	107,508 00
US Treasury Notes, 3.125% 4/30/17 45,000 Units	45,706 93	45,668 25
US Treasury Notes, 2.75% 11/15/23 100,000 Units	106,163.32	108,965 00
US Treasury Bonds, 6 625% 2/15/27 40,000 Units	57,768 28	59,140.80
US Treasury Bonds, 5.25% 11/15/28 10,000 Units	13,407 12	13,844 90
US Treasury Notes, 1 875% 8/31/17 50,000 Units	50,604 55	50,543 00
US Treasury Notes, 2.875% 3/31/18 40,000 Units	41,213.20	41,262 40
US Treasury Notes, 1.625% 8/31/19 40,000 Units	40,380.85	40,842.40
US Treasury Notes, 4.0% 8/15/18 65,000 Units	68,915.85	68,958 50
US Treasury Notes, 2 5% 8/15/23 50,000 Units	53,681 84	53,564 50
US Treasury Notes, 2.125% 5/15/25 50,000 Units	51,935.75	52,273.50
Charlottesville, VA 2 75% 6/15/19 50,000 Units	52,202 49	52,514 00
Colorado ST HSG 2 774% 11/1/22 45,000 Units	45,000 00	46,714 50
Fairfax County, VA 3 0% 4/1/21 50,000 Units	52,121.42	53,478.50

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Florida St Board, 2 638% 7/01/21 75,000 Units	75,000 00	77,920 50
Lynchburg, VA 2 5% 12/1/20 25,000 Units	25,935 39	26,502 75
York County, VA Economic 3% 7/15/20 25,000 Units	26,036 66	26,602.50
	2,052,249.10	**2,078,877.53**

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS		
Cambıar Small Cap 2,606 88 Unıts	50,000.00	45,828 99
DFA Internatıonal Core Equıty Fd 92,091 65 Unıts	1,140,582 60	1,085,760 47
DFA US Core Equıty 1 Portfolıo 8,313 685 Unıts	151,603.49	153,054 94
DFA Emerging Mkts Core Equıty 7,061 198 Unıts	105,000 00	129,784.82
Eaton Vance Atl Capıtal SMID-1 2,050 021 Units	50,000.00	57,646 59
Federated Strategic Val Dıv 135,509.805 Units	810,000.00	837,450.59
Ishares Core MSCI Emergıng 2,850 Unıts	106,219.50	129,988.50
Ishares Russell Mıdcap ETF 1,732 Units	277,241.59	301,922 24
Ishares Russell 2000 ETF 2,573 Units	297,631.78	319,592 33
T Rowe Prıce Divers S/C Growth 2,048.34 Unıts	50,000.00	56,472.76
Agco Corporatıon 378 Unıts	16,679.07	18,642 96
Anthem, Inc 101 Unıts	13,103.73	12,656.31
Apple, Inc. 404 Unıts	45,561.87	45,672.20
AT&T, Inc 1,092 Units	38,403 74	44,346.12
Bank of Amerıca Corporatıon 759 Unıts	8,642 44	11,878 35
Berkshıre Hathaway, Inc Cl B 325 Unıts	48,557 82	46,952 75

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Chevron Corporation 427 Units	44,580 60	43,946 84
Cisco Systems, Inc 1,142 Units	31,659.64	36,224 24
Citigroup, Inc 463 Units	21,392.60	21,867.49
Dow Chemical Company 364 Units	17,631 96	18,866 12
Entergy Corporation 309 Units	24,307 39	23,709 57
Exxon Mobil Corporation 825 Units	82,856.17	72,006.00
Fedex Corporation 75 Units	13,345.13	13,101.00
General Dynamic Corporation 85 Units	11,960 35	13,188.60
General Electric Corporation 1,593 Units	43,011.00	47,184 66
General Motors Company 820 Units	26,607.61	26,051 40
Goldman Sachs Group, Inc. 175 Units	28,602.00	28,222.25
Intel Corporation 646 Units	21,259.15	24,386 50
Johnson & Johnson 406 Units	40,911.13	47,960 78
JP Morgan Chase & Company 993 Units	58,511.43	66,123.87
Kimberly Clark Corporation 77 Units	10,577 63	9,712 78
Lear Corporation 104 Units	9,876 79	12,606.88
Merck & Company, Inc. 375 Units	22,481 25	23,403 75

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Microsoft Corporation 722 Units	36,465 98	41,587 20
National Oilwell, Inc 728 Units	30,566 98	26,746 72
Oshkosh Corporation 377 Units	15,349.18	21,112 00
Pfizer, Inc 1,648 Units	53,841.43	55,817 76
Phillips 66 218 Units	14,971.14	17,559 90
Procter & Gamble Company 220 Units	16,633 36	19,745 00
Reliance Steel & Aluminum 307 Units	18,427 90	22,113 21
Terex Corporation 613 Units	13,425.01	15,576 33
Valero Energy Corporation 369 Units	19,623 61	19,557 00
Wells Fargo & Company 1,176 Units	60,248.69	52,073.28
Whirlpool Corporation 55 Units	10,216 53	8,918 80
World Fuel Services Corp 481 Units	22,520 37	22,251.06
Wyndham Worldwide Corp 203 Units	13,901.64	13,667.99
3M Company 262 Units	39,567.39	46,172 26
Accenture PLC Class A 238 Units	23,520 97	29,076 46
Alphabet Inc Cl C (Google) 118 Units	68,255 13	91,720 22
American Express Company		

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
290 Units	25,896 39	18,571 60
Amphenol Corporation		
890 Units	48,021 38	57,778 80
Biogen, Inc		
43 Units	10,945 95	13,460.29
Bristol Myers Squibb Company		
715 Units	33,740 85	38,552 80
Check Point Software Tech Ltd		
630 Units	50,056 95	48,894 30
Coca Cola Company		
858 Units	36,266 18	36,310 56
Cognizant Technology Solutions		
304 Units	15,941 76	14,503.84
Comcast Corporation Cl A		
628 Units	33,932.24	40,069.36
Costco Wholesale Corporation		
233 Units	33,536 60	35,534.83
CVS Health Corporation		
784 Units	73,535 98	69,768 16
Danaher Corporation		
616 Units	40,765 41	48,288.24
Disney Walt Company New		
382 Units	35,393.45	35,472.52
Ecolab, Inc.		
441 Units	48,045.16	53,678.52
Facebook, Inc A		
451 Units	38,939 77	57,849.77
Gilead Sciences, Inc		
384 Units	39,146 79	30,382 08
Idex Corporation		
408 Units	31,740 18	38,176.56
Lauder, Estee Companies, Cl A		
283 Units	22,014.47	25,062.48

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Lowes Companies, Inc 820 Units	39,089 40	59,212 20
Marsh & McLennan Companies 513 Units	29,833.21	34,499 25
Mastercard, Inc Cl A 491 Units	44,276 75	49,969 07
Nike, Inc Cl B 528 Units	26,463.29	27,799.20
Novartis AG Spons ADR 173 Units	17,982 51	13,660 08
Pepsico, Inc 268 Units	26,317.59	29,150 36
Perrigo Company, PLC 312 Units	47,492 79	28,806.96
Praxair, Inc 266 Units	31,694 76	32,140 78
Priceline Group, Inc 36 Units	40,592 92	52,973 64
Ross Stores, Inc 708 Units	33,260.45	45,524.40
Schlumberger, Ltd 347 Units	36,457 56	27,288 08
Starbucks Corporation 447 Units	18,392.97	24,200 58
Texas Instruments Inc. 457 Units	24,768 33	32,072 26
Thermo Fisher Scientific Inc 507 Units	68,565 72	80,643 42
VISA Inc. Cl A 1,090 Units	72,683 99	90,143 00
Whole Foods Market, Inc 882 Units	38,245 58	25,004.70
Aetna, Inc 105 Units	11,896 94	12,122 25

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Aflac Inc		
372 Units	26,189 30	26,735 64
Alcoa, Inc.		
1,333 Units	13,011 42	13,516 62
Applied Materials, Inc		
787 Units	19,233 89	23,728 05
Bank of Hawaii Corp		
245 Units	17,186 67	17,791.90
Baxter, Intl Inc		
586 Units	23,881.31	27,893.60
Blackrock Inc.		
66 Units	22,127 44	23,922.36
Brixmor Property Group Inc		
892 Units	22,932.71	24,788.68
CA Inc.		
595 Units	17,899 33	19,682.60
Century Link, Inc.		
544 Units	14,501.52	14,921.92
Cerner Corp.		
359 Units	22,705 78	22,168.25
Charles Schwab Corp		
681 Units	17,249 73	21,499.17
Colgate Palmolive Co		
344 Units	25,798 56	25,504.16
Consolidated Edison Inc.		
265 Units	19,510.52	19,954 50
Cubesmart REIT		
617 Units	19,345.11	16,819.42
Fortive Corp.		
607 Units	28,074 69	30,896.30
Discover Financial Services		
403 Units	23,367 19	22,789.65
Discovery Communications		

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
871 Units	22,575 71	23,447 32
Dolby Laboratories Inc.		
285 Units	13,664.87	15,472 65
Dollar General Corp		
780 Units	58,862 82	54,592.20
Dollar Tree Inc		
182 Units	13,904 98	14,365 26
Equity Residential Pptys Tr REIT		
344 Units	23,746 67	22,129.52
First Republic Bank		
259 Units	18,306.30	19,971 49
Franklin Resources Inc		
516 Units	18,771 67	18,354.12
Great Plains Energy, Inc.		
709 Units	21,092.39	19,348.61
Herlmerich & Payne Inc.		
222 Units	13,300.28	14,940 60
Henry Schein Inc.		
116 Units	19,296.70	18,905.68
Laboratory Corp America		
138 Units	18,715.88	18,972 24
Manpower Group		
167 Units	12,878 20	12,067 42
Marathon Oil Corp		
917 Units	13,113 93	14,497 77
Medtronic PLC		
363 Units	27,476 62	31,363 20
Mondelez Intl Inc		
1,276 Units	52,431 44	56,016.40
Mylan NV		
326 Units	13,099.85	12,427 12
Old Republic Intl Corp		
1,227 Units	22,754 99	21,619 74

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Oracle Corp 448 Units	18,447 07	17,597.44
Pioneer Natural Resources 92 Units	14,165 58	17,079 80
Pitney Bowes 1,160 Units	23,096 23	21,065 60
Prologis Inc. REIT 586 Units	21,325 87	31,374.44
Public Storage Inc. REIT 75 Units	19,215 77	16,735 50
Reinsurance Group of America Inc 187 Units	19,017 90	20,184 78
Reynolds American Inc 392 Units	17,534.62	18,482 80
Skechers USA Inc. 655 Units	18,724.68	14,999.50
Textron, Inc 450 Units	17,593 69	17,887.50
Tyson Foods, Inc 316 Units	19,263 77	23,595.72
Verisk Analytics Inc. 183 Units	14,865 77	14,874.24
Verizon Communications 247 Units	13,297.91	12,839.06
Walmart Stores, Inc 514 Units	35,798 61	37,069.68
WEC Energy Group Inc. 428 Units	21,918 42	25,628.64
Western Alliance 313 Units	9,778 03	11,750 02
Xcel Energy, Inc. 693 Units	24,379.75	28,510 02
Xerox Corp 2,202,Units	19,989 56	22,306 26

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Zimmer Biomet Holdings, Inc 121 Units	11,178 92	15,732.42
Zoetis, Inc 773 Units	36,776 35	40,203 73
	6,495,646.01	**6,806,495.09**

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

CORPORATE BONDS	BOOK VALUE	FAIR MARKET VALUE
Abbott Labs 2 55% 3/15/22 50,000 Units	50,351 36	51,376 50
Anheuser-Busch Inbev 2 15% 2/1/19 50,000 Units	50,561 07	50,856.50
Bank of New York Mellon Mtn 3 55% 9/23/21 50,000 Units	52,584 23	53,829 50
BB&T Corp Mtn 2.15% 3/22/17 50,000 Units	50,225.22	50,193 00
CME Group Inc 3% 3/15/25 60,000 Units	60,928 06	62,967 60
Cisco Systems 1.85% 9/20/21 50,000 Units	49,993 00	50,300 00
Exxon Mobil Corp 1.305% 3/6/18 40,000 Units	40,175.35	40,121.20
Florida Power & Light 3.125% 12/01/25 75,000 Units	74,877 75	80,221.50
General Electric Cap CRP 5.625% 9/15/17 50,000 Units	52,039 12	52,135 50
Goldman Sachs Group 2.625% 1/31/19 50,000 Units	50,184.36	51,021 50
Home Depot Inc. 2 25% 9/10/18 50,000 Units	50,891 49	51,088 50
HSBC USA Inc 2 375% 11/13/19 40,000 Units	40,485 64	40,491.60
Intel Corporation 3.1% 7/29/22 60,000 Units	60,313 77	64,085 40
Johnson & Johnson 3.375% 12/5/23 50,000 Units	53,876 42	55,255 00
JP Morgan Chase & Co 3 875% 9/10/24 50,000 Units	50,152 41	52,638.50
Morgan Stanley Mtn 2.125% 4/25/18 40,000 Units	40,151.06	40,336 40

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
Oracle Corp 2 8% 7/8/21 50,000 Units	50,620 91	52,229 50
Procter & Gamble 1 9% 11/1/19 50,000 Units	50,403 50	51,016 00
Royal Bank Canada Mtn 1 5% 1/16/18 50,000 Units	50,220.14	50,126 50
Target Corp 2 5% 4/15/26 60,000 Units	59,994 60	61,226 40
Toyota Motor Cred Mtn 2 75% 5/17/21 50,000 Units	51,474.22	52,201 50
Walt Disney Company Mtn 1 85% 5/30/19 50,000 Units	49,935 00	50,841.00
Wells Fargo Co Mtn 3 0% 1/22/21 50,000 Units	51,503 05	51,839 00
Westpac Banking Corp 2 0% 8/19/21 50,000 Units	49,964.50	49,919 50
	1,241,906.23	**1,266,317.60**

HARRIETT B. WEST FOUNDATION

ASSETS - SEPTEMBER 30, 2016

	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS		
Abbey Capital Futures Strategy Fund 7987.22 Units	100,000.00	92,731.62
Blackstone Alt Multi-Strategy Fund 29825.606 Units	302,051.06	303,922.93
Gotham Neutral Fund 10030.09 Units	100,000.00	99,398.19
	502,051.06	**496,052.74**