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 NOV 1, 2015 **, and ending** OCT 31, 2016

Name of foundation: JAMES G HANES MEMORIAL FUND

A Employer identification number: 56-6036987

Number and street (or P O box number if mail is not delivered to street address): 4605 COUNTRY CLUB ROAD

Room/suite:

B Telephone number: 336 768 8500

City or town, state or province, country, and ZIP or foreign postal code: WINSTON-SALEM, NC 27104

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 25,359,963.

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

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,205.	9,205.		STATEMENT 2
	4 Dividends and interest from securities	554,809.	552,464.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	306,783.			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,885,513.				
	7 Capital gain net income (from Part IV, line 2)		285,899.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<6,388.>	8,483.		STATEMENT 4
	12 Total. Add lines 1 through 11	864,409.	856,051.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	52,668.	52,668.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	3,431.	0.		0.
	c Other professional fees STMT 6	65,555.	65,555.		0.
	17 Interest	4,952.	4,871.		0.
	18 Taxes STMT 7	7,028.	1,884.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	107,775.	107,151.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	241,409.	232,129.		0.
	25 Contributions, gifts, grants paid	1,102,493.			1,102,493.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,343,902.	232,129.		1,102,493.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<479,493.>			
	b **Net investment income** (if negative, enter -0-)		623,922.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,869,490.	1,746,216.	1,747,676.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	10,164,989.	11,317,275.	17,230,194.
	c Investments - corporate bonds STMT 10	2,548,153.	4,284,720.	4,269,866.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,226,615.	1,981,543.	2,112,227.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	19,809,247.	19,329,754.	25,359,963.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	19,809,247.	19,329,754.	
	30 **Total net assets or fund balances**	19,809,247.	19,329,754.	
	31 **Total liabilities and net assets/fund balances**	19,809,247.	19,329,754.	

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	19,809,247.
2	Enter amount from Part I, line 27a	2	<479,493.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,329,754.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,329,754.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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	2,305,307.		2,428,535.	<123,228.>
b	1,233,711.		1,150,195.	83,516.
c	8,425.			8,425.
d	317,186.			317,186.
e	20,884.		20,884.	0.

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				<123,228.>
b				83,516.
c				8,425.
d				317,186.
e				0.

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	285,899.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,204,159.	25,937,054.	.046426
2013	1,003,179.	21,363,897.	.046957
2012	938,740.	19,437,000.	.048297
2011	864,993.	20,030,488.	.043184
2010	803,326.	18,378,439.	.043710

2 Total of line 1, column (d)	2	.228574
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	.045715
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	25,865,572.
5 Multiply line 4 by line 3	5	1,182,445.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,239.
7 Add lines 5 and 6	7	1,188,684.
8 Enter qualifying distributions from Part XII, line 4	8	1,102,493.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	12,478.
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	12,478.
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	12,478.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 18,000.		
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	18,000.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,522.
11 Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 5,522.	Refunded ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 ▶ CAPITAL BANK Telephone no ▶336 768 8500

Located at ▶4605 COUNTRY CLUB ROAD, WINSTON-SALEM, NC ZIP+4 ▶27104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes [X] No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes [X] 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)* N/A	3b		
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**		X
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?	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.

(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
CAPITAL BANK 4605 COUNTRY CLUB ROAD WINSTON-SALEM, NC 27104	TRUSTEE 10.00	52,668.	0.	0.

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SALEM INVESTMENT COUNSELORS, INC 480 SHEPHERD STREET, WINSTONSALEM, NC 27103	INVESTMENT MANAGEMENT	65,555.
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**

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	23,304,112.
b	Average of monthly cash balances	1b	2,955,352.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,259,464.
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	26,259,464.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	393,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,865,572.
6	**Minimum investment return.** Enter 5% of line 5	6	1,293,279.

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	1,293,279.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 12,478.		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	12,478.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,280,801.
4	*Recoveries of amounts treated as qualifying distributions*	4	0.
5	Add lines 3 and 4	5	1,280,801.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,280,801.

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	1,102,493.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,102,493.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,102,493.

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				1,280,801.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			77,972.	
b Total for prior years _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,102,493.				
a Applied to 2014, but not more than line 2a			77,972.	
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				1,024,521.
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))	0.			0.
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 instr			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				256,280.
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	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
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

JAMES G HANES MEMORIAL FUND, 336 768 8500
CAPITAL BANK, 4605 COUNTRY CLUB ROAD, WINSTON-SALEM, NC 27104

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

FORMS ARE AVAILABLE AT THE ABOVE ADDRESS

c Any submission deadlines

ANNUAL APPLICATION DEADLINES ARE JANUARY 1, APRIL 1, JULY 1, AND OCTOBER 1

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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				
AMERICAN CHESTNUT FOUNDATION 29010 HAWTHORNE DRIVE MEADOWVILLE, VA 24361	NONE	501(C)(3)	FUND RESEARCH REGARDING BLIGHT RESISTANCE	5,000.
CHILDREN'S HOME SOCIETY OF NC PO BOX 14608 GREENSBORO, NC 27415	NONE	501(C)(3)	FALL CAMPAIGN FOR TUTTEROW FUND	162,500.
CREATIVE CORRIDORS 525 VINE WINSTON-SALEM, NC 27101	NONE	501(C)(3)	OPERATIONAL SUPPORT INCLUDING DESIGN TEAM	100,000.
FORSYTH TECH FOUNDATION 2100 SILAS CREEK PARKWAY WINSTON-SALEM, NC 27103	NONE	501(C)(3)	SUPPORT FOR ESTABLISHMENT OF 3-D PRINTING LAB	80,000.
HOPE OF WINSTON SALEM 505 DEACON BOULEVARD WINSTON-SALEM, NC 27105	NONE	501(C)(3)	EXPAND FOOD DELIVERY SERVICES	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,102,493.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2015)

523611
11-24-15

20140303 721342 1352 2015.05050 JAMES G HANES MEMORIAL FUND 1352___1

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	9,205.	
4 Dividends and interest from securities	525990	2,345.	14	552,464.	
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	525990	<14,871.>	01	8,483.	
8 Gain or (loss) from sales of assets other than inventory	525990	20,884.	18	285,899.	
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)		8,358.		856,051.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 864,409.

(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)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

Phyllis S Scitty VP 3/14/17 Capital Bank Corp Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HUGH L MCLENDON	Hugh L McLendon	3-7-17		P00148465
Firm's name ▶ LEVIN, SPINNETT & COMPANY, LLP			Firm's EIN ▶ 56-0892557	
Firm's address ▶ 1025 WEST FIRST STREET WINSTON-SALEM, NC 27101-3683			Phone no 336 725 4279	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OLD SALEM MUSEUM AND GARDENS 600 SOUTH MAIN STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	OPERATIONAL SUPPORT FOR MAINTENANCE	50,000.
NEW RIVER CONSERVANCY 1 NORTH JEFFERSON AVENUE WEST JEFFERSON, NC 28694	NONE	501(C)(3)	EXPAND INFORMATION SHARING SERVICES	15,000.
SENIOR SERVICES 2895 SHOREFAIR DRIVE WINSTON-SALEM, NC 27105	NONE	501(C)(3)	EXPAND OPERATING PROGRAMS	25,000.
UNIVERSITY OF NC SCHOOL OF THE ARTS FOUNDATION 1533 SOUTH MAIN STREET WINSTON-SALEM, NC 27127	NONE	501(C)(3)	SUPPORT THEATRE RECONFIGURATION STUDY	20,000.
HELEN SIMONEAU DANSE 2564 ROBINHOOD ROAD WINSTON-SALEM, NC 27106	NONE	501(C)(3)	OPERATIONAL SUPPORT FOR SALARIES	8,000.
BOOKMARKS 206 N SPRUCE STREET WINSTON-SALEM, NC 27101	NONE	501(C)(3)	PROGRAM SUPPORT	10,000.
SOUTHEASTERN CENTER FOR CONTEMPORARY ART 750 MARGUERITE DRIVE WINSTON-SALEM, NC 27106	NONE	501(C)(3)	OPERATIONAL SUPPORT	350,826.
LIB FOR ALL 3524 YADKINVILLE ROAD WINSTON-SALEM, NC 27106	NONE	501(C)(3)	PROGRAM SUPPORT	16,667.
THE NATURE CONSERVANCY 334 BLACKWELL STREET DURHAM, NC 27701	NONE	501(C)(3)	SUPPORT ESTABLISHMENT OF ENDOWMENT FUND	33,333.
TRIAD STAGE 232 SOUTH ELM STREET GREENSBORO, NC 27401	NONE	501(C)(3)	OPERATIONAL SUPPORT FOR EXPANDING SUPPORT BASE	16,667.
Total from continuation sheets				704,993.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WAKE FOREST UNIVERSITY HEALTH SCIENCES 3655 REED STREET WINSTON-SALEM, NC 27107	NONE	501(C)(3)	CAPITAL CAMPAIGN FOR MEDICAL EDUCATION BUILDING	150,000.
DIGGS GALLERY AT WINSTON SALEM STATE UNIVERSITY 601 S MARTIN LUTHER KING, JR DRIVE WINSTON-SALEM, NC 27110	NONE	501(C)(3)	OPERATIONAL AND PROGRAM SUPPORT	4,500.
THE OLIO 840 MILL WORKS WINSTON-SALEM, NC 27101	NONE	501(C)(3)	OPERATIONAL SUPPORT	5,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,305,307.	2,428,535.	0.	0.	<123,228.>

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,233,711.	1,150,195.	0.	0.	83,516.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED		PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,425.	0.	0.	0.	8,425.

JAMES G HANES MEMORIAL FUND
#56-6036987
October 31, 2016

FORM 990-PF, PART I, LINE 4 - Dividends and Interest from Securities

Description	Revenue Per Books	Net Investment Income
Capital Bank	546,767	546,767
Capital Bank - amortization of bond premiums	(35,540)	(35,540)
Deutsche Bank Private Equity Asia Select Fund	37,451	36,142
NB Secondary Opportunties Fund	849	849
NB Co-Investment Partners	171	171
Deutsche Bank Private Equity Global Select Fund	822	822
NB Co-Investment Partners Cayman AIV I	141	141
Trilantic Capital Partners IV	6	6
Trilantic Capital Partners IV Onshore AIV (A)	12	12
Trilantic Capital Partners IV AIV Cayman	0	0
Silverpeak Legacy Fund III	916	916
Plexus Fund II	0	0
Alex Brown Realty Chesapeake IV	328	328
CS Strategic Partners PB	2,886	1,850
	554,809	552,464

FORM 990-PF, PART I, LINE 11 - Other Income

Description	Revenue Per Books	Net Investment Income
Class action settlements	92	92
Deutsche Bank Private Equity Asia Select Fund	(2,103)	(2,099)
NB Secondary Opportunties Fund	30	159
NB Co-Investment Partners	(160)	(160)
Deutsche Bank Private Equity Global Select Fund	(5,024)	(5,120)
NB Co-Investment Partners Cayman AIV I	(26)	(26)
Trilantic Capital Partners IV	250	250
Trilantic Capital Partners IV Onshore AIV (A)	(87)	290
Trilantic Capital Partners IV Onshore AIV (B)	0	0
Trilantic Capital Partners IV Onshore AIV (C)	24,996	24,996
Trilantic Capital Partners IV AIV Cayman	82	82
Silverpeak Legacy Fund III	(22,854)	(8,349)
Plexus Fund II	(892)	(582)
Alex Brown Realty Chesapeake IV	(1,668)	(1,668)
CS Strategic Partners PB	976	618
	(6,388)	8,483

JAMES G HANES MEMORIAL FUND
#56-6036987
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FORM 990-PF, PART I, LINE 23 - Other Expenses

Description	Revenue Per Books	Net Investment Income
Maintenance expenses regarding property held for investment	32,431	32,431
Deutsche Bank Private Equity Asia Select Fund	18,755	18,727
NB Secondary Opportunties Fund	4,157	4,157
NB Co-Investment Partners	2,773	2,773
Deutsche Bank Private Equity Global Select Fund	5,944	5,944
NB Co-Investment Partners Cayman AIV I	113	113
Trilantic Capital Partners IV	3,165	3,165
Trilantic Capital Partners IV Onshore AIV (A)	91	91
Trilantic Capital Partners IV Onshore AIV (B)		0
Trilantic Capital Partners IV Onshore AIV (C)	17,695	17,695
Trilantic Capital Partners IV Offshore AIV (A)	11	11
Trilantic Capital Partners IV AIV Cayman	43	43
Silverpeak Legacy Fund III	3,751	3,745
Plexus Fund II	1,491	1,491
Alex Brown Realty Chesapeake IV	601	601
CS Strategic Partners PB	4,584	3,994
BEP Private Investors II	12,150	12,150
Clerk filing fee	20	20
	107,775	107,151

JAMES G HANES MEMORIAL FUND
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FORM 990-PF, PART IV - Capital Gains and Losses for Tax on Investment Income

Description	Net Gain (Loss) from Investment Partnerships: Revenue Per Books	Net Investment Income
Short Term		
Deutsche Bank Private Equity Asia Select Fund	715	715
NB Secondary Opportunties Fund	1,192	1,192
NB Co-Investment Partners	(182)	(182)
Deutsche Bank Private Equity Global Select Fund	5,709	5,709
Silverpeak Legacy Fund III	777	777
CS Strategic Partners PB	(235)	214
	7,976	8,425
Long Term		
Deutsche Bank Private Equity Asia Select Fund	99,272	91,658
NB Secondary Opportunties Fund	8,939	8,939
NB Secondary Opportunties Fund - Section 1231	103	103
NB Co-Investment Partners	12,928	12,928
Deutsche Bank Private Equity Global Select Fund	33,413	33,413
Deutsche Bank Private Equity Global Select Fund - 1231	1	0
NB Co-Investment Partners Cayman AIV I	28,552	28,552
Trilantic Capital Partners IV	46,718	46,718
Trilantic Capital Partners IV Onshore AIV (A)	70	70
Trilantic Capital Partners IV Onshore AIV (A) - Section 1231	(426)	(426)
Trilantic Capital Partners IV Onshore AIV (C)	18,750	18,750
Trilantic Capital Partners IV Offshore AIV (A)	1,478	1,478
Silverpeak Legacy Fund III	(17,540)	(17,540)
Silverpeak Legacy Fund III - Section 1231	906	1,056
Plexus Fund II	45,039	45,039
Plexus Fund II - Section 1231	9,900	9,900
Alex Brown Realty Chesapeake IV - Section 1231	7,093	7,093
CS Strategic Partners PB	43,207	29,443
CS Strategic Partners PB - Section 1231	116	12
	338,519	317,186

JAMES G HANES MEMORIAL FUND
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October 31, 2016

FORM 990-PF, PART IV - Capital Gains and Losses for Tax on Investment Income

Description		Date Acquired	Date Sold	Gross Sales Price	Cost or Basis	Gain (Loss)
Short Term						
5000	Vasco Data Security Intl	5/28/2015	11/4/2015	100,410	132,415	(32,005)
10000	Kinder Morgan Inc	11/4/2015	12/23/2015	163,226	274,887	(111,661)
5000	Monroe Capital Corp	7/20/2016	8/8/2016	78,064	77,500	564
5000	Autodesk Inc	12/23/2015	9/13/2016	328,607	308,167	20,440
585M	Federal Home Loan Mortgage	4/6/2016	9/29/2016	585,000	585,178	(178)
550M	Federal Home Loan Mortgage	4/7/2016	10/27/2016	550,000	550,413	(413)
500M	Federal Home Loan Mortgage	4/6/2016	10/27/2016	500,000	499,975	25
				2,305,307	2,428,535	(123,228)
Long Term						
6000	Pimco Corp Opportunities	6/24/2004	11/4/2015	85,005	96,420	(11,415)
6000	Pimco Corp Opportunities	7/20/2004	11/4/2015	85,005	100,236	(15,231)
200M	Proctor & Gamble SR Notes	9/1/2011	12/15/2015	200,000	222,542	(22,542)
500M	Federal Home Loan Mortgage	2/4/2015	2/26/2016	500,000	499,875	125
2000	Highwood Properties	12/28/2013	9/13/2016	101,182	72,256	28,926
5000	Ubiquiti Networks	5/28/2015	9/13/2016	262,519	158,866	103,653
				1,233,711	1,150,195	83,516

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
317,186.	0.	0.	0.	317,186.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCHEDULE ATTACHED	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,884.	0.	0.	0.	20,884.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	306,783.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL BANK - NOMINEE	9,205.	9,205.	
TOTAL TO PART I, LINE 3	9,205.	9,205.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHEDULE ATTACHED	552,464.	0.	552,464.	552,464.	
SCHEDULE ATTACHED	2,345.	0.	2,345.	0.	
TO PART I, LINE 4	554,809.	0.	554,809.	552,464.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SCHEDULE ATTACHED	8,483.	8,483.	
SCHEDULE ATTACHED	<14,871.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,388.>	8,483.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	3,431.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	3,431.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	65,555.	65,555.		0.
TO FORM 990-PF, PG 1, LN 16C	65,555.	65,555.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD-PASSTHROUGHS	1,884.	1,884.		0.
FEDERAL - ESTIMATES	5,144.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,028.	1,884.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHEDULE ATTACHED	107,775.	107,151.		0.
TO FORM 990-PF, PG 1, LN 23	107,775.	107,151.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON & PREFERRED STOCK, PTP	11,317,275.	17,230,194.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,317,275.	17,230,194.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE AND AGENCY BONDS	4,284,720.	4,269,866.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,284,720.	4,269,866.

[redacted]

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT PARTNERSHIPS	COST	1,981,543.	2,112,227.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,981,543.	2,112,227.