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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
David & Suzanne Hillman
Family Foundation

A Employer identification number
20-1970693

Number and street (or P O box number if mail is not delivered to street address)
1950 Old Gallows Road

Room/suite

B Telephone number (see instructions)
(703) 902-2000

City or town, state or province, country, and ZIP or foreign postal code
Vienna, VA 22182

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,311,632

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

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

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)	1,479,812			
	2		Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments	2,297	2,297	2,297	
	4		Dividends and interest from securities	36,399	36,399	36,399	
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	618			
	b		Gross sales price for all assets on line 6a 600,140				
	7		Capital gain net income (from Part IV, line 2)		618		
	8		Net short-term capital gain				
	9		Income modifications				
	10a		Gross sales less returns and allowances				
	b		Less Cost of goods sold				
	c		Gross profit or (loss) (attach schedule)				
	11		Other income (attach schedule)				
	12		**Total.** Add lines 1 through 11	1,519,126	39,314	38,696	
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc				
	14		Other employee salaries and wages				
	15		Pension plans, employee benefits				
	16a		Legal fees (attach schedule)				
	b		Accounting fees (attach schedule)	8,500	2,833	2,833	5,667
	c		Other professional fees (attach schedule)				
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	803			
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)	1,780	1,023	1,023	757
	24		**Total operating and administrative expenses.** Add lines 13 through 23	11,083	3,856	3,856	6,424
	25		Contributions, gifts, grants paid	1,464,175			1,464,175
	26		**Total expenses and disbursements.** Add lines 24 and 25	1,475,258	3,856	3,856	1,470,599
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	43,868			
	b		**Net investment income** (if negative, enter -0-)		35,458		
	c		**Adjusted net income**(if negative, enter -0-)			34,840	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	26,398	30,987	30,987
2	Savings and temporary cash investments	987,659	929,060	929,060
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	1,018,946	459,425	447,571
b	Investments—corporate stock (attach schedule)		599,400	621,555
c	Investments—corporate bonds (attach schedule)	214,705	274,704	259,509
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	42,438	40,438	22,950
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)	2,290,146	2,334,014	2,311,632
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,290,146	2,334,014	
30	**Total net assets or fund balances** (see instructions)	2,290,146	2,334,014	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,290,146	2,334,014	

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	2,290,146
2	Enter amount from Part I, line 27a	2	43,868
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,334,014
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	2,334,014

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	618
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	-6

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 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))
2015	450,531	2,213,692	0 20352
2014	1,089,307	2,160,486	0 50420
2013	952,097	2,127,720	0 44747
2012	1,089,028	2,188,585	0 49760
2011	589,294	1,849,002	0 31871

2 Total of line 1, column (d)	2	1 971492
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 394298
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,255,418
5 Multiply line 4 by line 3	5	889,307
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	355
7 Add lines 5 and 6	7	889,662
8 Enter qualifying distributions from Part XII, line 4	8	1,470,599

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	355
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	
3	Add lines 1 and 2		3	355
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	355
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 700		
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	700
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	345
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 345	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Hillman & Glorioso Telephone no ▶(703) 902-9600

Located at ▶1950 Old Gallows Road Ste 700 Vienna VA ZIP+4 ▶22182

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 |

			Yes	No
16	At any time during calendar year 2016, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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 2016?	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016).*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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**	**No**
	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?.	☐ 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**	**No**
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	**No**

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000. . . . . ▶

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

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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 The Foundation contributed scholarship funds to the University of Maryland College Park Foundation, Inc /A James Clark School of Engineering for tuition assistance to be used for individuals interested in becoming entrepreneurs	491,448
2 The Foundation contributed scholarship funds to the Prince George's Community College Foundation, Inc for tuition assistance to be used for individuals interested in becoming entrepreneurs	353,848
3 The Foundation contributed scholarship funds to the University of Maryland College Park Foundation, Inc /A James Clark School of Engineering for the establishment of a graduate assistantship endowment and for providing for graduate assistantships in the 2016-2017 academic year	491,448
4 The Foundation contributed scholarship funds to Montgomery College Foundation for tuition assistance to be used for individuals interested in becoming entrepreneurs	74,968

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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	1,189,312
b	Average of monthly cash balances.	1b	1,100,452
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,289,764
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	
3	Subtract line 2 from line 1d.	3	2,289,764
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,346
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,255,418
6	**Minimum investment return.** Enter 5% of line 5.	6	112,771

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	112,771
2a	Tax on investment income for 2016 from Part VI, line 5. — 2a: 355		
b	Income tax for 2016 (This does not include the tax from Part VI). — 2b:		
c	Add lines 2a and 2b.	2c	355
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,416
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	112,416
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	112,416

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	1,470,599
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	1,470,599
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	355
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,470,244

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				112,416
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011. 497,804				
b From 2012. 980,515				
c From 2013. 846,423				
d From 2014. 981,965				
e From 2015. 340,449				
f Total of lines 3a through e.	3,647,156			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,470,599				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				112,416
e Remaining amount distributed out of corpus	1,358,183			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,005,339			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	497,804			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	4,507,535			
10 Analysis of line 9				
a Excess from 2012. . . . 980,515				
b Excess from 2013. . . . 846,423				
c Excess from 2014. . . . 981,965				
d Excess from 2015. . . . 340,449				
e Excess from 2016. . . . 1,358,183				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
Univ of MD College Park Foundation 4191 Samuel Riggs IV Alumni Center College Park, MD 20742	None	PC	Tuition Assistance	982,896
Prince George's Comm Coll Foundatio 301 Largo Road Room 312 Largo, MD 20774	None	PC	Tuition Assistance	365,848
Montgomery College Foundation 40 West Guide Drive Suite 220 Rockville, MD 20850	None	PC	Tuition Assistance	115,431
Total . . . . ▶ **3a**				1,464,175
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	2,297	
4 Dividends and interest from securities. . . .			14	36,399	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	618	
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). .				39,314	

13 Total. Add line 12, columns (b), (d), and (e). **13** 39,314

(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)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** | 2017-03-17 | ******

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
Frank F Glorioso				P00049226
Firm's name ▶ Hillman & Glorioso PLLC				Firm's EIN ▶
Firm's address ▶ 1950 Old Gallows Rd Ste 700 Vienna, VA 22182				Phone no (703) 902-9600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
12875 2 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-12-15
10850 79 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-11-15
8063 22 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-10-15
11831 08 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-09-15
8657 42 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-08-15
5679 34 FHLMC 4160 HB 2 1/2 12-15-32	P	2013-02-05	2016-07-15
300000 FNMA 3 000 3-27-28	P	2015-07-22	2016-03-28
1621 43 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-12-25
1653 17 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-11-25
1685 26 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-10-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,875		12,763	112
10,851		10,756	95
8,063		7,993	70
11,831		11,728	103
8,657		8,582	75
5,679		5,630	49
300,000		300,006	-6
1,621		1,577	44
1,653		1,608	45
1,685		1,639	46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			112
			95
			70
			103
			75
			49
			-6
			44
			45
			46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1717 73 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-09-25
1750 56 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-08-25
1783 77 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-07-25
3132 18 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-06-25
5982 86 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-05-25
3066 95 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-04-25
1420 74 FNR 2013-58 CB MT 3 000 6-25-43	P	2013-07-29	2016-01-25
2440 5 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-12-20
2510 46 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-11-20
4127 82 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-10-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,718		1,670	48
1,751		1,702	49
1,784		1,735	49
3,132		3,046	86
5,983		5,818	165
3,067		2,983	84
1,421		1,382	39
2,441		2,441	
2,510		2,510	
4,128		4,128	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			48
			49
			49
			86
			165
			84
			39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3042 18 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-09-20
640 08 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-08-20
1749 02 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-07-20
3764 14 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-06-20
18 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-05-20
3183 89 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-04-20
284 91 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-03-20
270 35 GNR 2011-157 HW 3 000 10-20-41	P	2011-12-22	2016-01-20
1454 92 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-10-20
4244 71 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-09-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,042		3,042	
640		640	
1,749		1,749	
3,764		3,764	
2,281		2,281	
3,184		3,184	
285		285	
270		270	
1,455		1,455	
4,245		4,245	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4844 03 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-08-20
19 2 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-06-20
1510 6 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-05-20
1711 52 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-04-20
2593 57 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-03-20
487 37 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-02-20
1848 95 GNR 2012 34 LA 3 000 9-20-41	P	2012-02-23	2016-01-20
359 43 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-12-20
346 97 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-11-20
460 48 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-10-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,844		4,844	
19		19	
1,511		1,511	
1,712		1,712	
2,594		2,594	
487		487	
1,849		1,849	
359		370	-11
347		357	-10
460		474	-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-11
			-10
			-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
509 34 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-09-20
288 72 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-08-20
499 69 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-07-20
580 83 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-06-20
234 15 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-05-20
798 6 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-04-20
1737 33 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-03-20
1335 53 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-02-20
1689 76 GNR 2012-91 HX 3 000 9-20-40	P	2012-07-26	2016-01-20
4503 29 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-09-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
509		525	-16
289		297	-8
500		515	-15
581		598	-17
234		241	-7
799		823	-24
1,737		1,789	-52
1,336		1,376	-40
1,690		1,740	-50
4,503		4,520	-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-16
			-8
			-15
			-17
			-7
			-24
			-52
			-40
			-50
			-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2644 31 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-07-20
3426 17 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-06-20
2857 47 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-05-20
3012 63 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-04-20
2708 31 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-02-20
2939 54 GNR 2013-34 LA 3 000 10-20-42	P	2013-03-20	2016-01-20
488 23 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-12-20
3161 57 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-11-20
3315 41 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-10-20
7130 99 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-09-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,644		2,654	-10
3,426		3,439	-13
2,857		2,868	-11
3,013		3,024	-11
2,708		2,718	-10
2,940		2,951	-11
488		491	-3
3,162		3,181	-19
3,315		3,336	-21
7,131		7,176	-45

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-10
			-13
			-11
			-11
			-10
			-11
			-3
			-19
			-21
			-45

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2304 77 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-07-20
2986 25 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-06-20
2490 56 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-05-20
2625 81 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-04-20
2360 56 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-02-20
2562 1 GNR 2013-76 CA 3 000 3-20-43	P	2013-05-20	2016-01-20
40000 GS STEP UP NOTE 3 1/2 12-22-29	P	2014-12-17	2016-09-22
75000 INT BK REC & DEV 2 1/4 5-20-30	P	2015-05-11	2016-08-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,305		2,319	-14
2,986		3,005	-19
2,491		2,506	-15
2,626		2,642	-16
2,361		2,375	-14
2,562		2,578	-16
40,000		40,000	
75,000		75,006	-6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-14
			-19
			-15
			-16
			-14
			-16
			-6

Form 990PF Part VIII Line 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
David Hillman 1950 Old Gallows Rd Ste 600 Vienna, VA 22182	Vice President 0 25	0		
Suzanne Hillman 1950 Old Gallows Rd Ste 600 Vienna, VA 22182	President 0 25	0		
Steven A Michael 1950 Old Gallows Rd Ste 600 Vienna, VA 22182	Secretary 0 25	0		
Frank F Glorioso 1950 Old Gallows Rd Ste 700 Vienna, VA 22182	Trustee 0 25	0		
Richard GR Hillman 1950 Old Gallows Rd Ste 600 Vienna, VA 22182	Trustee 0 25	0		
Cheryl Anne Hillman 1950 Old Gallows Rd Ste 600 Vienna, VA 22182	Trustee 0 25	0		

TY 2016 Accounting Fees Schedule

Name: David & Suzanne Hillman Family Foundation

EIN: 20-1970693

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	8,500	2,833	2,833	5,667

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491079002017

TY 2016 Other Expenses Schedule

Name: David & Suzanne Hillman Family Foundation

EIN: 20-1970693

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank and Brokerage Account Service Fees	1,023	1,023	1,023	
VA SCC Annual Registration Fee	25			25
D&O Insurance	732			732

TY 2016 Taxes Schedule

Name: David & Suzanne Hillman Family Foundation

EIN: 20-1970693

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Balance due from 2015	103			
2016 Estimated Tax Payments	700			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990	OMB No 1545-0047 **2016**

Name of the organization	**Employer identification number**
David & Suzanne Hillman Family Foundation	20-1970693

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
David & Suzanne Hillman
Family Foundation

Employer identification number
20-1970693

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	See Additional Data Table	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Name of organization	Employer identification number
David & Suzanne Hillman Family Foundation	20-1970693

Part II Noncash Property

(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
David & Suzanne Hillman Family Foundation	20-1970693

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of** *exclusively* **religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.)** ▶ **$** ____________

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	**(b) Purpose of gift**	**(c) Use of gift**	**(d) Description of how gift is held**

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID: 16000303
Software Version: 2016v3.0
EIN: 20-1970693
Name: David & Suzanne Hillman Family Foundation

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Admiral Farragut LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 16,878	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
2	Bayvue LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 39,111	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
3	Hillzo LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 23,222	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
4	Carriage Hill Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 55,931	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
5	Cavalier Club LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 13,096	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
6	Charles Towers LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 26,423	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Deertree Apartments Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 27,936	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
8	Fountain Club LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 26,714	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
9	Gateway Gardens Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 32,942	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
10	SMC Limited Partnership 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 27,704	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
11	High View Ventures LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 17,693	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
12	Isabella Park LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 25,725	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	Hidden Cove Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 29,275	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
14	Kent Village LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 47,375	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
15	Kings Gardens Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 25,725	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
16	Liberty - Reisterstown I LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 17,053	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
17	Lakeside North Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 16,122	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
18	Longview Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 21,767	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	Marlborough House LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 19,497	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
20	Middletowne LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 17,286	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
21	Miramont Villas LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 17,460	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
22	Nob Hill LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 23,047	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
23	Park Charles Apartments Assoc LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 12,571	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
24	Oxon Hill Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 48,947	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	Seven Mile Lane LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 16,297	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
26	Parliaments Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 43,650	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
27	Penn Southern LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 17,868	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
28	Powder Mill Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 43,941	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
29	Roland Ridge Apartments LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 16,645	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
30	Silver Spring Towers Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 25,259	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	Southview Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 81,597	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
32	Steward Manor LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 24,619	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
33	Summit Hills LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 65,534	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
34	Triangle Towers LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 16,645	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
35	Twin Towers LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 20,894	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
36	University Gardens LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 22,233	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	Vienna Park LLC 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 17,402	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
38	Woodland Landing LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 25,783	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
39	Bethesda Triangle LLC 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 19,730	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
40	Liberty-Reisterstown II LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 16,587	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
41	Horizon House Apartments LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 13,503	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
42	Summit Crest LLC 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 13,503	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	CC Apartments Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 14,085	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
44	Palisades of Towson LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 20,777	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
45	Baltimore Condo 2-8 LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 11,989	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
46	Hanover Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 14,492	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
47	Capital View LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 8,148	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
48	Cherry Arms LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 9,778	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	Adelphi Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 8,381	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
50	Fountain Park Apartments LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 9,079	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
51	Gallery Towers LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 8,497	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
52	Hampshire Village LLC 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 11,698	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
53	Hampshire West LLC 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 10,709	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
54	Landmark Ridge Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA 22182	$ 12,106	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55	Laurel Park LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 10,243	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
56	Laurelton LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 7,741	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
57	The Marlboro-Classic LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 10,593	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
58	North Forest Associates LP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 10,651	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
59	Park Ritchie LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 11,291	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
60	501 St Paul Street LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 11,931	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	Historic Oella Mill LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 8,556	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
62	39 West Lexington LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 10,593	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
63	Wildercroft Terrace LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 7,683	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
64	Woodbridge Forest Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 8,847	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
65	Aquahart Manor LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 7,217	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
66	Chestnut Ridge LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 7,391	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67	Merion Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 7,042	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
68	SMC Pomona Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 25,608	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
69	Palisades of Arundel Preserve LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 19,206	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
70	Carlyle Apartments LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 5,820	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
71	Dona LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 5,587	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
72	Merriroc Associates LLLP 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 6,518	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73	Park Charles Office Associates LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 8,381	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)
74	Top of the Park LLC 1950 Old Gallows Road Ste 600 Vienna, VA22182	$ 6,227	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contribution)

DAVID & SUZANNE HILLMAN FAMILY FOUN
ATTENTION DAVID H HILLMAN

Account Detail

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley) and Morningstar, Inc 's equity research ratings are shown for certain securities These ratings represent the opinions of the research provider and are not representations or guarantees of performance The applicable research report contains more information regarding the analyst's opinions, analysis, and rating, and you should read the entire research report and not infer its contents For ease of comparison, Morgan Stanley and Morningstar, Inc 's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Refer to your June or December statement for a summary guide describing the ratings We do not take responsibility for, nor guarantee the accuracy, completeness, or timeliness of research prepared for Morningstar, Inc

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALTRIA GROUP INC (MO)	7/19/16	435 000	$68 651	$67 620	$29,863 01	$29,414 70	$(448 31) ST	$1,061 00	3 60
Rating Morgan Stanley 2, Morningstar 3, Next Dividend Payable 01/10/17, Asset Class Equities									
ASTRAZENECA PLC ADS (AZN)	7/19/16	985 000	30 424	27 320	29,967 34	26,910 20	(3,057 14) ST	1,349 00	5 01
Rating Morningstar 1, Next Dividend Payable 03/2017, Asset Class Equities									
AT&T INC (T)	7/19/16	700 000	42 826	42 530	29,978 32	29,771 00	(207 32) ST	1,372 00	4 60

DAVID & SUZANNE HILLMAN FAMILY FOUN
ATTENTION DAVID H HILLMAN

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Rating Morningstar 3, Next Dividend Payable 02/2017, Asset Class Equities									
BOEING CO (BA)	7/19/16	225 000	134 709	155 680	30,309 54	35,028 00	4,718 46 ST	1,278 00	3 64
Rating Morgan Stanley 1, Morningstar 2, Next Dividend Payable 03/2017, Asset Class Equities									
CHEVRON CORP (CVX)	7/19/16	285 000	105 824	117 700	30,159 91	33,544 50	3,384 59 ST	1,231 00	3 66
Rating Morgan Stanley 1, Morningstar 3, Next Dividend Payable 03/2017, Asset Class Equities									
CISCO SYS INC (CSCO)	7/19/16	1,000 000	29 912	30 220	29,912 00	30,220 00	308 00 ST	1,040 00	3 44
Rating Morgan Stanley 2, Morningstar 3, Next Dividend Payable 01/2017, Asset Class Equities									
INTL BUSINESS MACHINES CORP (IBM)	7/19/16	190 000	158 866	165 990	30,184 59	31,538 10	1,353 51 ST	1,064 00	3 37
Rating Morgan Stanley 1, Morningstar 3, Next Dividend Payable 03/2017, Asset Class Equities									
JPMORGAN CHASE & CO (JPM)	7/19/16	470 000	63 698	86 290	29,938 23	40,556 30	10,618 07 ST	902 00	2 22
Rating Morgan Stanley 1, Morningstar 3, Next Dividend Payable 01/2017, Asset Class Equities									
L BRANDS INC COM (LB)	7/19/16	425 000	70 768	65 840	30,076 58	27,982 00	(2,094 58) ST	1,020 00	3 64
Rating Morgan Stanley 1, Morningstar 1, Next Dividend Payable 03/2017, Asset Class Equities									
LAMAR ADVERTISING CO NEW CL A (LAMR)	7/19/16	440 000	67 832	67 240	29,846 18	29,585 60	(260 58) ST	1,338 00	4 52
Rating Morgan Stanley 2, Next Dividend Payable 03/2017, Asset Class Alt									
LYONDELLBASELL NV CL-A (LYB)	7/19/16	380 000	78 618	85 780	29,874 91	32,596 40	2,721 49 ST	1,292 00	3 96
Rating Morgan Stanley 1, Morningstar 2, Next Dividend Payable 03/2017, Asset Class Equities									
METLIFE INCORPORATED (MET)	7/19/16	695 000	43 065	53 890	29,930 34	37,453 55	7,523 21 ST	1,112 00	2 96
Rating Morgan Stanley 2, Morningstar 2, Next Dividend Payable 03/2017, Asset Class Equities									
NEXTERA ENERGY INC (NEE)	7/19/16	235 000	127 693	119 460	30,007 93	28,073 10	(1,934 83) ST	818 00	2 91
Rating Morgan Stanley 1, Morningstar 3, Next Dividend Payable 03/2017, Asset Class Equities									
ONEOK INC NEW (OKE)	7/19/16	635 000	47 227	57 410	29,989 24	36,455 35	6,466 11 ST	1,562 00	4 28
Rating Morgan Stanley 2, Morningstar 3, Next Dividend Payable 02/2017, Asset Class Alt									
PFIZER INC (PFE)	7/19/16	815 000	36 833	32 480	30,019 19	26,471 20	(3,547 99) ST	1,043 00	3 94
Rating Morgan Stanley 2, Morningstar 1, Next Dividend Payable 03/2017, Asset Class Equities									
PHILIP MORRIS INTL INC (PM)	7/19/16	300 000	99 003	91 490	29,701 02	27,447 00	(2,254 02) ST	1,248 00	4 54
Rating Morgan Stanley 1, Morningstar 2, Next Dividend Payable 01/10/17, Asset Class Equities									
QUALCOMM INC (QCOM)	7/19/16	540 000	55 316	65 200	29,870 81	35,208 00	5,337 19 ST	1,145 00	3 25
Rating Morgan Stanley 2, Morningstar 2, Next Dividend Payable 03/2017, Asset Class Equities									
ROYAL DUTCH SHELL PLC CL B (RDS'B)	7/19/16	525 000	57 009	57 970	29,929 58	30,434 25	504 67 ST	1,974 00	6 48
Rating Morningstar 2, Asset Class Equities									
VERIZON COMMUNICATIONS (VZ)	7/19/16	535 000	55 856	53 380	29,883 13	28,558 30	(1,324 83) ST	1,236 00	4 32
Rating Morgan Stanley 1, Morningstar 2, Next Dividend Payable 02/2017, Asset Class Equities									

DAVID & SUZANNE HILLMAN FAMILY FOUN
ATTENTION DAVID H HILLMAN

Account Detail

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
VODAFONE GROUP PLC (VOD)	7/19/16	995 000	30 212	24 430	30,060 87	24,307 85	(5,753 02) ST	1,486 00	6 11
Rating Morningstar 1, Next Dividend Payable 02/03/17, Asset Class Equities									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	40 92%	$599,502 72	$621,555 40	$22,052 68 ST	$24,571 00	3 95%
Less non-dividend distribution		(102 40)				
Adjusted Cost Per 990-PF		$599,400 32				

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
CLEARBRIDGE AMERN ENGY MLP FND (CBA)	6/25/13	2,500 000	$16 975	$9 180	$42,437 50	$22,950 00	$(19,487 50) LT R	$2,000 00	8 71
Next Dividend Payable 02/2017, Asset Class Alt									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	1 51%	$42,437 50	$22,950 00	$(19,487 50) LT	$2,000 00	8 71%
Less non-dividend distribution		(2000 00)				
Adjusted Cost Per 990-PF		$40,437 50				

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
TOYOTA MOTOR FIXED RATE STEP-UP CALLABLE NOTES	9/21/12	25,000 000	$100 026	$97 162	$25,006 50			$563 00	2 31
Coupon Rate 2 250%, Matures 09/19/2027, CUSIP 89233P6P6			$100 019		$25,004 87	$24,290 50	$(714 37) LT	$18 74	
Interest Paid Quarterly Dec 19, Callable $100 00 on 09/19/17, Stepped, Moody AA3 S&P AA-, Issued 09/19/12, Asset Class F I & Pref									
CITI STEP-UP CALLABLE NOTES	3/17/15	50,000 000	99 387	96 096	49,693 50			1,500 00	3 12
Coupon Rate 3 000%, Matures 02/27/2030, CUSIP 1730T04S5			99 387		49,693 50	48,048 00	(1,645 50) LT	516 66	
Int Semi-Annually Feb/Aug 27, Callable $100 00 on 02/27/18, Stepped, Moody BAA1 S&P BBB+, Issued 02/27/15, Asset Class F I & Pref									
THE BANK OF TOKYO-MITSUBISHI U FJ, LTD STEP-UP	3/20/15	50,000 000	100 000	95 882	50,000 00			1,500 00	3 12
CALLABLE NOTE			100 000		50,000 00	47,941 00	(2,059 00) LT	400 00	
Coupon Rate 3 000%, Matures 03/25/2030, CUSIP 065373AC6									
Int Semi-Annually Mar/Sep 25, Callable $100 00 on 03/25/20, Stepped, S&P A+, Issued 03/25/15, Asset Class FI & Pref									
BANK OF AMERICA CORP	4/30/15	50,000 000	100 012	95 529	50,006 00			1,500 00	3 14
Coupon Rate 3 000%, Matures 04/30/2030, CUSIP 06048WQR4			100 011		50,005 46	47,764 50	(2,240 96) LT	250 00	
Int Semi-Annually Apr/Oct 30, Callable $100 00 on 04/30/17, Stepped, Moody BAA1 S&P BBB+, Issued 04/30/15, Asset Class F I & Pref									

DAVID & SUZANNE HILLMAN FAMILY FOUN
ATTENTION DAVID H HILLMAN

Account Detail

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
GOLDMAN SACHS STEP-UP CALLABLE NOTE	9/28/16	75,000 000	100 000	90 448	75,000 00			2,250 00	3 31
Coupon Rate 3 000%, Matures 09/30/2031, CUSIP 38148TNU9			100 000		75,000 00	67,836 00	(7,164 00) ST	562 50	
Int Semi-Annually Mar/Sep 30, Callable $100 00 on 09/30/17, First Coupon 03/30/17, Floater, Stepped, Moody A3, Issued 09/30/16, Asset Class FI & Pref									
CITI STEP-UP CALLABLE NOTE	12/21/16	25,000 000	100 000	94 517	25,000 00			850 00	3 59
Coupon Rate 3 400%, Matures 12/27/2031, CUSIP 17298CF94			100 000		25,000 00	23,629 25	(1,370 75) ST	9 44	
Int Semi-Annually Jun/Dec 27, Callable $100 00 on 12/27/21, First Coupon 06/27/17, Floater, Stepped, Moody BAA1 S&P BBB+, Issued 12/27/16, Asset Class FI & Pref									

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
CORPORATE FIXED INCOME		275,000 000	$274,706 00			$8,163 00	3 15%
			$274,703 83	$259,509 25	$(6,659 83) LT	$1,757 34	
					$(8,534 75) ST		
TOTAL CORPORATE FIXED INCOME (includes accrued interest)	17 20%			$261,266 59			

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig Unit Cost / Adj Unit Cost	Unit Price	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
FHLMC 4160 HB	2/5/13	300,000 000	$99 125	$93 874	$294,663 61			$5,314 00	2 66
Coupon Rate 2 500%, Matures 12/15/2032, CUSIP 3137AXUD3			$99 125		$210,701 95	$199,540 32	$(11,161 63) LT	$442 83	
Interest Paid Monthly Dec 15, Yield to Maturity 2 986%, Factor 70853955, Issued 01/01/13, Current Face 212,561 865, Asset Class FI & Pref									
GNR 2012-91 HX	7/26/12	200,000 000	103 000	101 826	206,000 00			3,897 00	2 94
Coupon Rate 3 000%, Matures 09/20/2040, CUSIP 38378E3L5			103 000		133,808 59	132,283 43	(1,525 16) LT	324 77	
Interest Paid Monthly Dec 20, Yield to Maturity 2 893%, Factor 64955627, Issued 07/01/12, Current Face 129,911 254, Asset Class FI & Pref									
GINNIE MAE GNR 2012-34 LA	2/23/12	125,000 000	100 000	98 653	125,000 00			1,447 00	3 04
Coupon Rate 3 000%, Matures 09/20/2041, CUSIP 38378D2Q7			100 000		48,242 83	47,592 99	(649 84) LT	120 60	
Interest Paid Monthly Dec 20, Yield to Maturity 3 078%, Factor 38594261, Issued 03/01/12, Current Face 48,242 826, Asset Class FI & Pref									
GOVT NATL MTG ASSOC 2011-157 HW	12/22/11	290,000 000	100 000	98 562	290,000 00			753 00	3 04
Coupon Rate 3 000%, Matures 10/20/2041, CUSIP 38378AXN6			100 000		25,093 81	24,732 96	(360 85) LT	62 73	
Interest Paid Monthly Dec 20, Yield to Maturity 3 083%, Factor 08653039, Issued 12/01/11, Current Face 25,093 813, Asset Class FI & Pref									
GNR 2013-76 CA	5/20/13	140,000 000	100 625	99 779	140,875 00			49 00	2 98
Coupon Rate 3 000%, Matures 03/20/2043, CUSIP 38378TNW6			100 625		1,656 57	1,642 63	(13 94) LT	4 11	
Interest Paid Monthly Dec 20, Yield to Maturity 3 012%, Factor 01175913, Issued 05/01/13, Current Face 1,646 278, Asset Class FI & Pref									
FNMA REMIC TRUST 2013-58 CB	7/29/13	100,000 000	97 250	101 775	97,012 33			1,232 00	2 94
Coupon Rate 3 000%, Matures 06/25/2043, CUSIP 3136AEJK4			97 250		39,921 62	41,779 15	1,857 53 LT	102 62	
Interest Paid Monthly Dec 25, Yield to Maturity 2 903%, Factor 41050507, Issued 05/01/13, Current Face 41,050 507, Asset Class FI & Pref									

Morgan Stanley
PRIVATE WEALTH MANAGEMENT

DAVID & SUZANNE HILLMAN FAMILY FOUN
ATTENTION DAVID H HILLMAN

Account Detail

	Percentage of Holdings	Face Value	Orig Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
GOVERNMENT SECURITIES		1,155,000 000	$1,153,550 94			$12,692 00	2 84%
			$459,425 37	$447,571 48	$(11,853 89) LT	$1,057 66	
TOTAL GOVERNMENT SECURITIES (includes accrued interest)	29 54%			$448,629 14			

	Percentage of Holdings		Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income / Accrued Interest	Current Yield %
TOTAL MARKET VALUE			$1,376,069 42	$1,515,956 83	$(38,001 22) LT	$47,442 00	3 12%
					$13,517 93 ST	$2,815 00	
		Less non-dividend distribution	(2,102 40)				
TOTAL VALUE (includes accrued interest)	100 00%	Adjusted Cost Per 990-PF	$1,373,967 02	$1,518,771 83			

Total Market Value Above	$1,515,956 83
Less cash included in savings and temporary investments on Form 990-PF, Part II, line 2	$164,370 70
Market Value of Investments, 990-PF, Part II, Lines 10 and 13, column c	$1,351,586 13