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

OMB No 1545-0052

2016

Open to Public Inspection

Form **990-PF**Department of the Treasury
Internal Revenue Service

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.

For calendar year 2016 or tax year beginning , and ending

Name of foundation HEIDEBRECHT FAMILY CHARITABLE TRUST		A Employer identification number 20-5873094
Number and street (or P O box number if mail is not delivered to street address) 31 LAURELBROOK COURT	Room/suite	B Telephone number (see instructions) 828-242-5896
City or town, state or province, country, and ZIP or foreign postal code GREENVILLE SC 29607		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 722,912	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14	14		
4 Dividends and interest from securities	11,022	11,022		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,507			
b Gross sales price for all assets on line 6a	111,138			
7 Capital gain net income (from Part IV, line 2)		36,507		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	47,543	47,543	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,200	2,200		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	809	809		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch)	5,881	5,881		
24 Total operating and administrative expenses. Add lines 13 through 23	8,890	8,890	0	0
25 Contributions, gifts, grants paid	26,750			26,750
26 Total expenses and disbursements. Add lines 24 and 25	35,640	8,890	0	26,750
27 Subtract line 26 from line 12	11,903			
a Excess of revenue over expenses and disbursements		38,653		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions

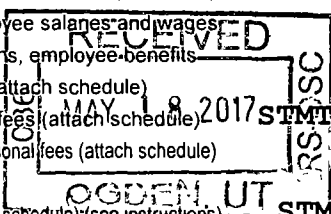
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Form 990-PF (2016)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	55,688	15,225	15,225
	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 (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 4	381,445	405,156	679,863
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) SEE STATEMENT 5		28,327	27,824
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	437,133	448,708	722,912	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	437,133	448,708	
	30 Total net assets or fund balances (see instructions)	437,133	448,708	
	31 Total liabilities and net assets/fund balances (see instructions)	437,133	448,708	

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	437,133
2 Enter amount from Part I, line 27a	2	11,903
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	449,036
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	328
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	448,708

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 PUBLICLY TRADED SECURITIES		P		
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 111,138		74,631	36,507
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			36,507
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	36,507
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	36,507

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))
2015	33,500	705,164	0.047507
2014	76,913	724,046	0.106227
2013	27,000	636,744	0.042403
2012	33,000	578,612	0.057033
2011	12,050	545,242	0.022100

2 Total of line 1, column (d)	2	0.275270
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	0.055054
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	677,652
5 Multiply line 4 by line 3	5	37,307
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	387
7 Add lines 5 and 6	7	37,694
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	26,750

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	773
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	773
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	773
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	23
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	796
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
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? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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? Website address ▶ N/A	13	X
14 The books are in care of ▶ JAMES K. HEIDEBRECHT 31 LAURELBROOK COURT Located at ▶ GREENVILLE SC ZIP+4 ▶ 29607 Telephone no ▶ 828-242-5896		
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	
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ☐ Yes ☐ Yes ☐ Yes ☐ Yes ☐ Yes	☒ No ☒ No ☒ No ☒ No ☒ No ☒ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ▶ ☐	
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?	N/A	
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? If "Yes," list the years ▶ 20 , 20 , 20 , 20	☐ Yes ☒ No	
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	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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)? **N/A** ☐ **5b**

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** ☐ Yes ☒ No **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES K. HEIDEBRECHT 31 LAURELBROOK COURT GREENVILLE SC 29607	TRUSTEE 2.00	0	0	0
SUSAN A. HEIDEBRECHT 31 LAURELBROOK COURT GREENVILLE SC 29607	TRUSTEE 1.00	0	0	0
BRIAN K. HEIDEBRECHT 67 FLORENCE STREET MELROSE MA 02176	TRUSTEE 1.00	0	0	0
BRUCE J. HEIDEBRECHT 7 WATCH COURT REISTERSTOWN MD 21136	TRUSTEE 1.00	0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	666,497
b	Average of monthly cash balances	1b	21,475
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	687,972
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	687,972
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,320
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	677,652
6	Minimum investment return. Enter 5% of line 5	6	33,883

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	33,883
2a	Tax on investment income for 2016 from Part VI, line 5	2a	773
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	773
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,110
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,110
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	33,110

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	26,750
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	26,750
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,750

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				33,110
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				
b From 2012				3,349
c From 2013				
d From 2014				40,885
e From 2015				
f Total of lines 3a through e	44,234			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 26,750				
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)				
d Applied to 2016 distributable amount				26,750
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	6,360			6,360
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,874			
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	37,874			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				37,874
d Excess from 2015				
e Excess from 2016				

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 foundation 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 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))

JAMES K. HEIDEBRECHT

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

N/A**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

N/A

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

N/A

- c** Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 7				26,750
Total			▶ 3a	26,750
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

[illegible]

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

[illegible]

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CARLAND & ANDERSEN, INC.-CPA	\$ 2,200	\$ 2,200	\$	\$
TOTAL	\$ 2,200	\$ 2,200	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	\$ 809	\$ 809	\$	\$
TOTAL	\$ 809	\$ 809	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
INVESTMENT ADVISORY FEES	5,881	5,881		
TOTAL	\$ 5,881	\$ 5,881	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
163 ADT CORPORATION	\$ 5,330	\$	COST	\$ 6,019
115 AMC NETWORKS INC-A	4,215	4,215	COST	20,154
528 SEAGATE TECHNOLOGY	16,371	16,371	COST	2,710
543 WEATHERFORD INTL LTD	6,288	3,367	COST	16,970
412 JOHNSON CONTROLS INTL		11,952	COST	25,382
364 ANADARKO PETROLEUM	8,666	13,899	COST	20,427
276 AUTODESK INC	10,146	10,146	COST	38,283
135 BIOGEN IDEC INC	17,852	17,104	COST	

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Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
241 BROADCOM CORP CL A	\$ 16,664	\$ 16,309	COST	\$ 42,602
165 CITRIX SYSTEMS INC	10,730	10,730	COST	14,736
661 COMCAST CORP CL A	22,383	18,262	COST	45,642
113 CREE INC	2,375	2,924	COST	2,982
145 DISCOVERY COMMUNICATIONS	2,753	3,816	COST	3,974
200 DOLBY LABS INC	6,927	6,927	COST	9,038
197 FLUOR CORP	5,117	9,792	COST	10,346
2,628 FREEPORT-MCMORAN-B	363	11,215	COST	34,663
106 IMMUNOGEN INC	1,208	1,208	COST	216
241 IONIS PHARMACEUTICALS	2,953	5,108	COST	11,527
126 PENTAIR LTD	3,194	5,300	COST	7,065
105 L-3 COMMUNICATIONS HLDGS INC	9,030	9,030	COST	15,972
66 LIBERTY BROADBAND CORP-A	1,088	1,088	COST	4,782
133 LIBERTY BROADBAND CORP-C	2,162	2,162	COST	9,851
66 LIBERTY INTERACTIVE CORP LBT-A	1,969	1,021	COST	2,102
681 LIBERTY MEDIA HLDG INTERACT-A	11,649	11,606	COST	13,606
534 LIBERTY MEDIA CORP DELAWARE-C	6,325	5,022	COST	18,113
267 LIBERTY MEDIA HLDG CORP CAP-A	3,312	2,595	COST	9,217
26 LIBERTY MEDIA CORP DEL-A		232	COST	533
133 LIBERTY MEDIA CORP DEL-C		932	COST	4,167
66 LIBERTY MEDIA CORP DEL-LMCA		482	COST	2,069
53 LIBERTY MEDIA CORP DEL-BATRK		370	COST	1,091
181 LIONS GATE ENTERTAINMENT		4,752	COST	4,442
125 MEDTRONIC PLC	9,619	9,526	COST	8,904
190 NATIONAL OILWELL VARCO INC	3,933	7,111	COST	7,114
227 NOW INCORPORATED	694	3,355	COST	4,647
387 NUANCE COMMUNICATIONS INC	5,939	5,939	COST	5,766
110 NUCOR CORP	4,900	4,900	COST	6,547
351 SANDISK CORP	13,284			
267 STARZ-A	2,239			
414 TE CONNECTIVITY (TYCO)	18,123	18,123	COST	28,682
525 TWITTER INC	12,430	10,205	COST	8,558
332 TYCO INTL LTD	8,572			
290 UNITED HEALTH GROUP INC	23,575	15,106	COST	46,412
122 VERTEX PHARMACEUTICALS INC	3,106	7,679	COST	8,988
275 WESTERN DIGITAL CORP	12,499	15,524	COST	18,686
179 ALLERGAN PLC	10,279	26,568	COST	37,592
1,100 EXXON-MOBIL CORP	73,183	73,183	COST	99,286

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Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TOTAL	\$ 381,445	\$ 405,156		\$ 679,863

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EXCHANGE-TRADED FUNDS:	\$	\$		\$
ISHARES TR CORE RUSSELL GRW		28,327	COST	27,824
TOTAL	\$ 0	\$ 28,327		\$ 27,824

Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
TO ADJUST TO BROKER-STATEMENT BOOK VALUES	\$ 328
TOTAL	\$ 328

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
JAMES K. HEIDEBRECHT	\$
TOTAL	\$ 0

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

Name		Address		Relationship	Status	Purpose	Amount
Address							
HOOVER ELEMENTARY SCHOOL, PTO		37 GLENDOWER ROAD				SCHOOL SUPPLIES, FIELD TRIPS	1,000
MELROSE MA 02176							
COMFORT ZONE CAMP		7201 GLEN FOREST DRIVE				CAMPS FOR GRIEVING CHILDREN	750
RICHMOND VA 23226							
BOYS & GIRLS CLUB		1304 ASHE STREET				YOUTH ENRICHMENT PROGRAMS	1,000
HENDERSONVILLE NC 28792							
SALVATION ARMY		239 THIRD AVENUE, EAST				RELIEF FOR NEEDY PERSONS, DISASTERS	500
HENDERSONVILLE NC 28792							
THE FREE CLINICS		841 CASE STREET				FREE MEDICAL AND DENTAL SERVICES	1,000
HENDERSONVILLE NC 28792							
AMERICAN SCHOOL IN LONDON		ONE WAVERLEY PLACE				HIGHER EDUCATION	500
LONDON UK NW80NP							
AMERICAN CANCER SOCIETY		250 WILLIAMS STREET				CANCER RESEARCH	3,000
ATLANTA GA 30303-1002							
BOY SCOUTS OF AMERICA		701 WYMAN PARK DRIVE				YOUTH TRAINING	750
BALTIMORE MD 21211-2805							
REISTERSTOWN VFD		108 MAIN STREET				UPDATE FIRE EQUIPMENT	500
REISTERSTOWN MD 21136							
TOWSON UNIVERSITY FNDN		8000 YORK ROAD				FORENSIC SCIENCE	1,000
TOWSON MD 21252-0001							
IRVINE NATURE CENTER		11201 GARRISON FOREST RD.				ENVIRONMENTAL LITERACY	1,000
OWINGS MILLS MD 21117							
ARTHRTIS FOUNDATION		1330 WEST PEACHTREE ST.				ARTHRITIS RESEARCH	500
ATLANTA GA 30309							
DANA-FARBER CANCER INSTITUTE		10 BROOKLINE PLACE WEST				CANCER RESEARCH	500
BROOKLINE MA 02445-7226							
HUNGER COALITION		PO BOX 6151				FOOD FOR INDIGENT PERSONS	1,000
HENDERSONVILLE NC 28793							
SLOAN-KETTERING CANCER CENTER		1275 YORK AVENUE				CANCER RESEARCH	500
NEW YORK NY 10065							
AMERICAN HEART ASSOCIATION		3131 RDU CENTER, STE 100				CARDIOVASCULAR RESEARCH	1,000
MORRISVILLE NC 27560-7687							
JOHNS HOPKINS INSTITUTIONS		100 NORTH CHARLES STREET				PROSTATE CANCER RESEARCH	500
BALTIMORE MD 21201							
PARKINSON'S DISEASE FOUNDATION		1359 BROADWAY, SUITE 1509				RESEARCH	500
NEW YORK NY 10018							

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**Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name		Address		Relationship	Status	Purpose	Amount
Address							
INTERFAITH ASSISTANCE MINISTRY HENDERSONVILLE NC 28793		PO BOX 2562				FOOD, CLOTHING FOR NEEDY	1,000
AMAZING GRACE GOLF TOURNAMENT MELROSE MA 02176		54 LAKE AVENUE				EXCELLENCE IN PUBLIC SCHOOLS	500
ALPHA PHI OMEGA INDEPENDENCE MO 64055		14901 EAST 42ND STREET S.				CAMPUS LEADERSHIP	750
ST JUDE CHILDRENS HOSPITAL MEMPHIS TN 38101-9950		PO BOX 1893				CHILDREN'S DISEASES	500
HABITAT FOR HUMANITY HENDERSONVILLE NC 28792		1111 KEITH STREET				LOW INCOME HOUSING	500
BLUE RIDGE LITERACY COUNCIL HENDERSONVILLE NC 28793		PO BOX 1728				TUTORING ADULTS IN READING	500
ACTION INTERNATIONAL MINISTRIES MOUNTLAKE TERRACE WA 9804		PO BOX 398				PHILIPPINES MISSIONS	1,000
VETERANS HEALING FARM HENDERSONVILLE NC 28739		19 MAHSHIE LANE				VEGETABLE GARDENS	500
FIRST UNITED METHODIST CHURCH HENDERSONVILLE NC 28739		204 SIXTH AVENUE, WEST				WATER FOR POOR NATIONS	1,000
GREATER BOSTON FOOD BANK BOSTON MA 02118		70 SOUTH BAY AVENUE				FOOD FOR THE INDIGENT	750
VIRGINIA TECH FOUNDATION BLACKSBURG VA 24061		902 PRICES FORK ROAD				HORTICULTURE EDUCATION	750
HOMES FOR YOUTH INC FLAT ROCK NC 28731		PO BOX 1581				HOMES FOR TEENAGE YOUTH	1,000
NOYES HOME FOR CHILDREN ST JOSEPH MO 64506		801 NORTH NOYES BLVD				HOME FOR VULNERABLE CHILDREN	1,000
ALZHEIMER'S FOUNDATION CLARKSBURG MD 20871		22512 GATEWAY CENTER DRIV				ALZHEIMER'S RESEARCH	500
UNICEF BOSTON MA 02108		18 TREMONT ST (SUITE 820)				FOOD FOR CHILDREN	500
REPTILE REFUGE & SANCTUARY BEVERLY MA 01915		10 ELEANOR AVENUE				ENDANGERED SPECIES	500

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

Name		Address		Purpose	Amount
Address	Relationship	Status			
TOTAL					26,750