efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491109011677

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
REES PAUL AND MARTHA CHARITABLE TUA

A Employer identification number
20-6740669

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 2907 - TRUST TAX DEPT

B Telephone number (see instructions)
(540) 665-4345

City or town, state or province, country, and ZIP or foreign postal code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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)*▶$ 7,838,194

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))*

			(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	2,000	2,000		
	4	Dividends and interest from securities	132,551	132,551		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	153,808			
	b	Gross sales price for all assets on line 6a 1,768,214				
	7	Capital gain net income (from Part IV, line 2)		153,808		
	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)	9,103			
	12	**Total.** Add lines 1 through 11	297,462	288,359		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	60,359	60,359		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	425	425		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	3,140	2,213		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	247	247		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,171	63,244	0	0
	25	Contributions, gifts, grants paid	364,998			364,998
	26	**Total expenses and disbursements.** Add lines 24 and 25	429,169	63,244	0	364,998
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-131,707			
	b	**Net investment income** (if negative, enter -0-)		225,115		
	c	**Adjusted net income**(if negative, enter -0-)			0	

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	3,345		
	2	Savings and temporary cash investments	424,758	174,988	174,988
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 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)	4,252,166	4,044,310	4,434,945
	c	Investments—corporate bonds (attach schedule)	2,783,189	3,135,773	3,118,255
	11	Investments—land, buildings, and equipment basis ▶ 145,017			
		Less accumulated depreciation (attach schedule) ▶	145,017	145,017	110,006
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	22,659		0
	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)	7,631,134	7,500,088	7,838,194
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	7,631,134	7,500,088	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	7,631,134	7,500,088	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,631,134	7,500,088	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,631,134
2	Enter amount from Part I, line 27a	2	-131,707
3	Other increases not included in line 2 (itemize) ▶	3	1,269
4	Add lines 1, 2, and 3	4	7,500,696
5	Decreases not included in line 2 (itemize) ▶	5	608
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,500,088

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			(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	
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** 153,808

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**

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	360,002	8,386,827	0 042925
2014	376,498	8,731,123	0 043121
2013	389,180	8,822,123	0 044114
2012	280,826	7,972,465	0 035224
2011	200,003	1,237,318	0 161642

2 **Total** of line 1, column (d)	2	0 327026
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 065405
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,924,042
5 Multiply line 4 by line 3	5	518,272
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,251
7 Add lines 5 and 6	7	520,523
8 Enter qualifying distributions from Part XII, line 4 , ...	8	364,998

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	4,502
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	4,502
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	4,502
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 1,288		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d.	7	1,288
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,214
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** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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		
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	Yes	

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 ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶148 S QUEEN ST MARTINSBURG WV ZIP+4 ▶25401

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ 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		
	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		
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**		
	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**		

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
BRANCH BANKING AND TRUST COMPANY 148 S QUEEN ST MARTINSBURG, WV 25401	TRUSTEE 10	60,359		

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 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶	0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
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	7,602,305
b	Average of monthly cash balances	1b	325,739
c	Fair market value of all other assets (see instructions)	1c	116,669
d	**Total** (add lines 1a, b, and c)	1d	8,044,713
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	8,044,713
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	120,671
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,924,042
6	**Minimum investment return.** Enter 5% of line 5	6	396,202

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	396,202
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 4,502		
b	Income tax for 2016 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	4,502
3	Distributable amount before adjustments Subtract line 2c from line 1	3	391,700
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	391,700
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	391,700

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	364,998
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	364,998
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	364,998

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				391,700
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 139,145				
b From 2012. 0				
c From 2013. 0				
d From 2014. 0				
e From 2015. 0				
f Total of lines 3a through e.	139,145			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 364,998				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				364,998
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	26,702			26,702
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	112,443			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	112,443			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . . 0				
b Excess from 2013. . . . 0				
c Excess from 2014. . . . 0				
d Excess from 2015. . . . 0				
e Excess from 2016. . . . 0				

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* See Additional Data Table				
Total . . . . ▶ **3a**				364,998
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	2,000	
4 Dividends and interest from securities. . . .			14	132,551	
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	153,808	
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). .				297,462	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 297,462

(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

******	2017-04-03	******
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
Firm's name ▶				Firm's EIN ▶
Firm's address ▶				Phone no

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)
434 663 COHEN & STEERS REALTY SHARES INSTITUTION		2015-04-07	2016-01-28
635 BROADCOM LTD		2015-11-27	2016-02-29
100000 BP CAPITAL MARKETS PLC DTD 03/11/2011 3		2012-03-14	2016-03-11
100000 BANK OF NOVA SCOTIA DTD 03/29/2011 2 9%		2013-09-11	2016-03-29
2488 ADT CORP COMMON		2015-06-29	2016-05-02
74 NEWELL RUBBERMAID INC		2014-07-24	2016-05-31
166 INGEVITY CORP COMMON		2015-09-28	2016-06-01
15 JOHNSON CONTROLS INTERNATIONAL PLC		2012-09-04	2016-08-29
100000 THE COCA-COLA CO DTD 08/10/2011 1 8% 09/		2012-03-02	2016-09-01
366 AGCO CORPORATION COMMON		2015-04-07	2016-10-06

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)
18,843		22,659	-3,816
82		79	3
100,000		102,745	-2,745
100,000		100,480	-480
104,496		79,616	24,880
36		33	3
4		5	-1
7		4	3
100,000		101,198	-1,198
17,860		17,161	699

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	
			-3,816
			3
			-2,745
			-480
			24,880
			3
			-1
			3
			-1,198
			699

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)
40 ALLIANCE DATA SYSTEMS COMMON		2014-03-18	2016-10-06
16 AMAZON INC COMMON		2012-06-26	2016-10-06
111 BP AMOCO PLC ADS L C		2014-07-24	2016-10-06
190 BAKER HUGHES INCORPORATED		2015-06-29	2016-10-06
650 BANK OF AMER CORP COMMON		2015-04-07	2016-10-06
13 BIOGEN INC COMMON		2015-12-28	2016-10-06
100 BOEING COMPANY		2012-06-26	2016-10-06
70 BRISTOL MYERS SQUIBB COMPANY		2015-11-27	2016-10-06
799 BROADRIDGE FINANCIAL SOLUTIONS INC		2012-09-04	2016-10-06
100 CIGNA COMMON		2015-06-29	2016-10-06

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)
8,508		11,458	-2,950
13,488		3,602	9,886
3,981		5,702	-1,721
9,823		11,648	-1,825
10,465		10,123	342
3,959		3,958	1
13,394		7,085	6,309
3,859		4,758	-899
53,808		40,133	13,675
12,696		16,519	-3,823

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	
			-2,950
			9,886
			-1,721
			-1,825
			342
			1
			6,309
			-899
			13,675
			-3,823

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)
210 CVS CORP COMMON		2012-09-04	2016-10-06
10 CELGENE CORP		2014-07-24	2016-10-06
300 CENTENE CORP		2012-09-04	2016-10-06
1015 CITIZENS FINANCIAL GROUP COMMON		2015-11-25	2016-10-06
140 DANAHER CORP COMMON		2014-07-24	2016-10-06
200 DELTA AIR LINES INC		2015-11-27	2016-10-06
100 DISNEY WALT COMPANY		2015-06-29	2016-10-06
29 DUKE ENERGY CORP		2014-07-24	2016-10-06
48 EDWARDS LIFESCIENCES CORP COMMON		2015-12-28	2016-10-06
236 EXXON MOBIL CORPORATION		2015-09-28	2016-10-06

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)
18,127		9,603	8,524
1,041		858	183
18,580		6,203	12,377
25,786		26,507	-721
10,876		8,100	2,776
8,021		9,467	-1,446
9,291		11,378	-2,087
2,237		2,148	89
5,732		3,829	1,903
20,501		17,167	3,334

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	
			8,524
			183
			12,377
			-721
			2,776
			-1,446
			-2,087
			89
			1,903
			3,334

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)
100 FACEBOOK INC CL A		2013-06-06	2016-10-06
616 FLOWSERVE CORP COM		2014-07-24	2016-10-06
70 FORTIVE CORPORATION COMMON		2014-07-24	2016-10-06
122 GENERAL MILLS, INCORPORATED		2015-06-29	2016-10-06
197 GILEAD SCIENCES INC		2013-09-09	2016-10-06
31 GLAXO PLC		2014-07-24	2016-10-06
214 768 GUGGENHEIM FLOAT RATE STRA-I		2014-03-18	2016-10-06
130 HCA HOLDINGS INC		2014-07-24	2016-10-06
270 HCP INC		2014-03-18	2016-10-06
108 HD SUPPLY HOLDINGS INC COMMON COMMOM		2015-04-07	2016-10-06

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)
12,845		2,297	10,548
29,244		37,868	-8,624
3,547		2,520	1,027
7,611		6,892	719
15,059		12,329	2,730
1,331		1,554	-223
5,573		5,775	-202
9,694		8,005	1,689
9,706		10,031	-325
3,465		3,478	-13

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	
			10,548
			-8,624
			1,027
			719
			2,730
			-223
			-202
			1,689
			-325
			-13

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)
1030 HANESBRANDS INC		2015-04-07	2016-10-06
1870 08 HARBOR INTERNATIONAL FUND		2015-06-29	2016-10-06
32 HOME DEPOT INCORPORATED		2014-03-18	2016-10-06
428 IDEX CORP		2014-03-18	2016-10-06
153 INGEVITY CORP COMMON		2012-09-04	2016-10-06
222 JOHNSON & JOHNSON		2011-10-04	2016-10-06
66 KIMBERLY CLARK CORPORATION		2011-08-03	2016-10-06
772 KNOWLES CORP COMMON		2015-06-29	2016-10-06
254 KRAFT HEINZ CO		2013-09-09	2016-10-06
200 KROGER COMPANY COMMON		2015-11-27	2016-10-06

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)
26,093		31,089	-4,996
115,908		130,980	-15,072
4,111		2,562	1,549
39,280		30,878	8,402
6,558		4,329	2,229
26,238		16,542	9,696
8,147		4,057	4,090
10,943		14,388	-3,445
22,094		13,762	8,332
5,828		7,630	-1,802

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	
			-4,996
			-15,072
			1,549
			8,402
			2,229
			9,696
			4,090
			-3,445
			8,332
			-1,802

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)
40 LINKEDIN CORP COMMON		2015-11-27	2016-10-06
38 LOCKHEED MARTIN CORP		2014-03-18	2016-10-06
75 LOWES COMPANIES INCORPORATED		2015-11-27	2016-10-06
255 MCDONALDS CORPORATION		2015-11-25	2016-10-06
7 MCDONALDS CORPORATION		2011-06-14	2016-10-06
82 MICROSOFT CORPORATION		2011-10-04	2016-10-06
11 MORGAN STANLEY DEAN WITTER DIS CO		2013-02-15	2016-10-06
80 NETFLIX INC COMMON		2015-11-27	2016-10-06
848 NEWFIELD EXPL CO COM		2014-03-18	2016-10-06
280 NIKE INCORPORATED CLASS B		2012-12-31	2016-10-06

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)
7,661		9,756	-2,095
8,935		6,233	2,702
5,365		5,790	-425
28,906		29,191	-285
794		571	223
4,720		2,033	2,687
356		260	96
8,347		10,072	-1,725
36,114		31,482	4,632
14,596		7,122	7,474

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	
			-2,095
			2,702
			-425
			-285
			223
			2,687
			96
			-1,725
			4,632
			7,474

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)
879 OGE ENERGY CORP COMMON		2012-09-04	2016-10-06
200 OMEGA HEALTHCARE SERVICES COMMON		2015-11-27	2016-10-06
130 PPG INDUSTRIES INCORPORATED		2015-06-29	2016-10-06
195 PPL CORPORATION		2012-06-26	2016-10-06
34 PEPSICO INCORPORATED		2011-08-03	2016-10-06
241 REALTY INCOME CORP COMMON		2013-12-05	2016-10-06
400 REYNOLDS AMERICAN INC		2012-06-26	2016-10-06
340 ROYAL DUTCH SHELL PLC SPONS ADR B		2012-06-26	2016-10-06
90 SBA COMMUNICATIONS CORP		2015-07-02	2016-10-06
117 SALESFORCE COM INC INC COMMON		2012-09-04	2016-10-06

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)
26,389		23,747	2,642
6,654		6,897	-243
13,193		15,031	-1,838
6,316		5,014	1,302
3,596		2,165	1,431
14,754		8,870	5,884
18,574		8,772	9,802
18,518		22,974	-4,456
9,820		10,457	-637
8,338		4,224	4,114

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	
			2,642
			-243
			-1,838
			1,302
			1,431
			5,884
			9,802
			-4,456
			-637
			4,114

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)
66 SOUTHERN COMPANY		2014-07-24	2016-10-06
306 STARBUCKS CORPORATIONS COMMON		2011-08-03	2016-10-06
500 THOR INDUSTRIES INC		2015-09-28	2016-10-06
150 TIME WARNER INC		2014-03-18	2016-10-06
266 THE TIMKEN COMPANY COMMON		2012-09-04	2016-10-06
445 TRINITY INDS INC		2015-09-28	2016-10-06
138 VENTAS INC COMMON		2014-03-18	2016-10-06
46 VERTEX PHARMACEUTICALS INC		2014-03-18	2016-10-06
77 VISA INC		2014-03-18	2016-10-06
140 WALGREENS BOOTS ALLIANCE INC		2014-07-24	2016-10-06

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)
3,248		2,954	294
16,296		5,912	10,384
42,498		25,411	17,087
11,925		9,709	2,216
9,396		7,349	2,047
10,918		10,218	700
9,279		7,323	1,956
3,957		3,643	314
6,396		4,359	2,037
11,180		10,273	907

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	
			294
			10,384
			17,087
			2,216
			2,047
			700
			1,956
			314
			2,037
			907

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)
505 WESTERN UNION COMPANY		2015-04-07	2016-10-06
278 WESTROCK CO COMMON		2015-09-28	2016-10-06
101 YAHOO INC COMMON		2013-06-06	2016-10-06
100 YUM! BRANDS, INC COMMON		2015-11-27	2016-10-06
57 DELPHI AUTOMOTIVE PLC COMMON		2014-03-18	2016-10-06
177 JOHNSON CONTROLS INTERNATIONAL PLC		2012-09-04	2016-10-06
108 NORWEGIAN CRUISE LINE HLDGS LT LTD COMMO		2015-12-28	2016-10-06
31 NXP SEMICONDUCTORS N V		2014-03-18	2016-10-06
100000 FED HOME LN MTG CORP 0 875% 10/14/16		2014-03-20	2016-10-14
8 ADVANSIX INC COMMON		2012-09-04	2016-10-17

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)
10,274		10,204	70
13,260		12,727	533
4,389		2,621	1,768
8,684		7,271	1,413
4,013		3,845	168
8,046		5,168	2,878
4,118		6,289	-2,171
3,148		1,809	1,339
100,000		100,000	
12		6	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	
			70
			533
			1,768
			1,413
			168
			2,878
			-2,171
			1,339
			6

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)
8 ADIENT PLC		2016-10-31	2016-11-25
75000 LOUDOUN CNTY VA CNTY VA GO DTD 06/27/06		2011-05-13	2016-12-01
12 ADVANSIX INC COMMON		2012-09-04	2016-12-06
130 BRISTOL MYERS SQUIBB COMPANY		2015-11-27	2016-12-06
142 NORWEGIAN CRUISE LINE HLDGS LT LTD COMMO		2015-12-28	2016-12-06
56 STERIS PLC COMMON		2016-10-06	2016-12-06
70 ASML HOLDING N V		2016-10-06	2016-12-06
3300 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 321		2015-06-29	2016-12-07
CAPITAL GAIN DIVIDENDS	P		

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)
42		37	5
75,000		75,000	
245		92	153
7,265		8,837	-1,572
5,841		8,269	-2,428
3,698		4,021	-323
7,177		7,564	-387
75,405		81,642	-6,237
			11,782

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	
			5
			153
			-1,572
			-2,428
			-323
			-387
			-6,237

Form 990PF Part XV Line 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*				
ST MARY'S CATHOLIC HIGH SCHOOL 114 QUEENS ROAD ST MARYS, PA 15857	NONE	EXEMPT	EDUCATIONAL	12,075
EARLHAM COLLEGE 801 NATIONAL ROAD RICHMOND, IN 47374	NONE	EXEMPT	EDUCATIONAL	11,028
THE COMMUNITY FOUNDATION OF THE NORTHERN SHENANDOAH VALLEY 530 AMHERST STREET WINCHESTER, VA 22601	NONE	EXEMPT	COMMUNITY	20,000
ALS ASSOCIATION 1275 K STREEET NW WASHINGTON, DC 20005	NONE	EXEMPT	CHARITABLE	12,075
AMERICAN HEART ASSOCIATION ATTN BETSY WOODMAN BEQUEST ADM ATTN BETSY WOODMAN BEQUEST ADM ST PETERSBURG, FL 33742	NONE	EXEMPT	CHARITABLE	12,075
ST BONAVENTURE UNIVERSITY 3261 WEST STATE ROAD ST BONAVENTURE, NY 14778	NONE	EXEMPT	EDUCATIONAL	44,111
D'YOUVILLE COLLEGE 320 PORTER AVENUE BUFFALO, NY 142011084	NONE	EXEMPT	EDUCATIONAL	22,055
NIAGARA UNIVERSITY ATTN LESLIE K WISE DIRECTOR OF PLANNED GIVING NIAGARA UNIVERSITY, NY 14109	NONE	EXEMPT	EDUCATIONAL	22,055
ST LEO SCHOOL THE DIOCESE OF ERIE 111 DEPOT STREET RIDGWAY, PA 15853	NONE	EXEMPT	EDUCATIONAL	22,055
FRANCISCAN CHURCH AND MONASTARY JAMES R ONEILL WASHINGTON DC, DC 20017	NONE	EXEMPT	RELIGIOUS	22,055
ELK COUNTY CATHOLIC SCHOOL SYSTE 114 QUEENS RD ST MARYS, PA 15857	NONE	EXEMPT	EDUCATIONAL	22,055
UNIVERSITY OF DETROIT MERCY 4001 W MCNICHOLS ROAD DETROIT, MI 482213038	NONE	EXEMPT	EDUCATIONAL	22,055
MACALESTER COLLEGE ATTN DEB DERRINGER DIRECTOR OF GIFT ADMINISTRATION SAINT PAUL, MN 55105	NONE	EXEMPT	EDUCATIONAL	11,028
SACRED HEART OF JESUS CATHOLIC ATTN REVEREND STANLEY J KREMPA WINCHESTER, VA 22601	NONE	EXEMPT	RELIGIOUS	22,055
LITTLE SISTERS OF THE POOR ST JOSEPH'S HOME FOR THE AGED 1503 MICHAELS ROAD HENRICO, VA 23229	NONE	EXEMPT	COMMUNITY	22,055
Total . . . . ▶ **3a**				364,998

Form 990PF Part XV Line 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*				
CATHOLIC DIOCESE OF ARLINGTON 200 N GLEBE ROAD STE 914 ARLINGTON, VA 22203	NONE	EXEMPT	RELIGIOUS	22,055
ETERNAL WORD TELEVISION NETWORK INC 5817 OLD LEED ROAD IRONDALE, AL 35210	NONE	EXEMPT	RELIGIOUS	44,111
Total . . . . ▶ 3a				364,998

TY 2016 Other Decreases Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Amount
ROUNDING	6
MUTUAL FUNDS ADJUSTMENT	113
COST BASIS ADJUSTMENT	489

TY 2016 Other Expenses Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE EXPENSE ON NON-REN	227	227		0
OTHER ALLOCABLE EXPENSES - 2%	20	20		0

TY 2016 Other Income Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

TY 2016 Other Increases Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Description	Amount
ACCRUED INTEREST PAID	1,269

TY 2016 Other Professional Fees Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	425	425		

TY 2016 Taxes Schedule

Name: REES PAUL AND MARTHA CHARITABLE TUA

EIN: 20-6740669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	283	0		0
REAL ESTATE TAX ON NON-RENTAL	71	71		0
FEDERAL ESTIMATES - PRINCIPAL	644	0		0
FOREIGN TAXES ON QUALIFIED FOR	2,142	2,142		0