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

Name of foundation THE ROBERT MCELDFOWNEY JR FAMILY FOUNDATION		A Employer identification number 26-1536568	
Number and street (or P O box number if mail is not delivered to street address) 124 EASTBURY		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSBURG, VA 23188		B Telephone number (see instructions) (757) 229-1569	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,585,528		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
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	5	5		
	4 Dividends and interest from securities	28,555	28,555		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	35,467			
	b Gross sales price for all assets on line 6a 583,139				
	7 Capital gain net income (from Part IV, line 2)		10,967		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	64,027	39,527		
	13 Compensation of officers, directors, trustees, etc	500			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	3,225	3,225		
	c Other professional fees (attach schedule) 	427	427		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	920	920		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	21,921	21,921		
	24 Total operating and administrative expenses. Add lines 13 through 23	26,993	26,493		0
	25 Contributions, gifts, grants paid	59,500			59,500
	26 Total expenses and disbursements. Add lines 24 and 25	86,493	26,493		59,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-22,466			
	b Net investment income (if negative, enter -0-)		13,034		
c Adjusted net income (if negative, enter -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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	60,210	4,522	4,522		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ <u>908</u>					
		Less allowance for doubtful accounts ▶ _____	601	908	908		
	4	Pledges receivable ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____					
		Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	889	708	708		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	1,395,325	1,427,460	1,579,390		
	c	Investments—corporate bonds (attach schedule)					
	Liabilities	11	Investments—land, buildings, and equipment basis ▶ _____				
		Less accumulated depreciation (attach schedule) ▶ _____					
12		Investments—mortgage loans					
13		Investments—other (attach schedule)					
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)	1,457,025	1,433,598	1,585,528		
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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			
		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	1,457,025	1,433,598				
30	Total net assets or fund balances (see instructions)	1,457,025	1,433,598				
31	Total liabilities and net assets/fund balances (see instructions) .	1,457,025	1,433,598				

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)	1,457,025
2	Enter amount from Part I, line 27a	-22,466
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,434,559
5	Decreases not included in line 2 (itemize) ▶ _____	961
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,433,598

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			

(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			
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			
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	10,967
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	61,904	1,638,604	0 037778
2014	71,836	1,673,357	0 042929
2013	100,797	1,539,690	0 065466
2012	33,192	1,368,321	0 024257
2011	13,320	1,451,753	0 009175

2 Total of line 1, column (d)	2	0 179605
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 035921
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,537,650
5 Multiply line 4 by line 3	5	55,234
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130
7 Add lines 5 and 6	7	55,364
8 Enter qualifying distributions from Part XII, line 4 ,	8	59,500

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	130
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	130
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	130
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	708
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	708
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	578
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 578 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	1b	No
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	No

Part VII-A Statements Regarding Activities (continued)

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? Website address NONE	13	Yes	
14	The books are in care of THE FOUNDATION, THE FOUNDATION Telephone no (757) 229-1569			

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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 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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			
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			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016</i>). ☐ Yes ☒ No 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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)	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
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? ☐ Yes ☒ No	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	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ☐ Yes ☒ No				

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 	
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	1,504,074
b	Average of monthly cash balances.	1b	56,992
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,561,066
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,561,066
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,416
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,537,650
6	Minimum investment return. Enter 5% of line 5.	6	76,883

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	76,883
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	130
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	130
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	76,753
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	76,753
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	76,753

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	59,500
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	59,500
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	130
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	59,370

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				76,753
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			6,564	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>59,500</u>				
a Applied to 2015, but not more than line 2a			6,564	
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.				52,936
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 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				23,817
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				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
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 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 <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	59,500
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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					5
4 Dividends and interest from securities. . . .					28,555
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					35,467
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). .					64,027
13 Total. Add line 12, columns (b), (d), and (e).					64,027

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name MICHELLE CALHOUN CPA	Preparer's Signature	Date 2017-08-03	Check if self-employed ☐	PTIN P00626477
Firm's name ► BRIGHAM & CALHOUN PC				Firm's EIN ► 54-1877582
Firm's address ► 461 MCLAWS CIR STE 4 WILLIAMSBURG, VA 231856350				Phone no (757) 259-0432

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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	Expense account, (e) other allowances
H CLAY MCELLOWNEY 124 EASTBURY WILLIAMSBURG, VA 23188	PRESIDENT/TR 1 00	500	0	0
KATHRYN S MCELLOWNEY 124 EASTBURY WILLIAMSBURG, VA 23188				
E ASHBY JONES IV 113 FIRST PLACE 3 BROOKLYN, NY 11231	BOARD MEMBER 0 31	0	0	0
BLAINE K JONES 97 ROCKVIEW DRIVE IRVINE, CA 92612				
ERIN MCELLOWNEY COSGRAVE 940 N LINDSAY PLACE ALEXANDRIA, VA 22304	ADVISOR 0 31	0	0	0
RYAN K MCELLOWNEY 1111 EASTON ROAD RIEGELSVILLE, PA 18077				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PRINCETON UNIVERSITY PRINCETON UNIVERSITY PO BOX 5357 PO BOX 5357 PRINCETON, NJ 08544	N/A	PUBLIC	COMMUNITY BASED	5,650
ROTARY CLUB OF HISTORIC TRIANGLE ROTARY CLUB OF HISTORIC TRIANGLE PO BOX 6296 PO BOX 6296 WILLIAMSBURG, VA 23188	N/A	PUBLIC	COMMUNITY BASED	1,000
THE HILL SCHOOL THE HILL SCHOOL 717 EAST HIGH STREET 717 EAST HIGH STREET POTTSTOWN, PA 19464	N/A	PUBLIC	COMMUNITY BASED	4,000
NATIONAL WRESTLING HALL OF FAME- NJ NATIONAL WRESTLING HALL OF FAME- NJ 10 PINE ROAD 10 PINE ROAD ROSELAND, NJ 07068	N/A	PUBLIC	COMMUNITY BASED	100
WILLIAMSBURG LAND CONSERVANCY WILLIAMSBURG LAND CONSERVANCY 500 NEW POINT ROAD 500 NEW POINT ROAD WILLIAMSBURG, VA 23188	N/A	PUBLIC	COMMUNITY BASED	100
Total ▶ 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PRINCETON IN AFRICA PRINCETON IN AFRICA 194 NASSAU ST STE 212 194 NASSAU ST STE 2 PRINCETON, NJ 08542	N/A	PUBLIC	COMMUNITY BASED	250
HUNTERDON MEDICAL CENTER HUNTERDON MEDICAL CENTER 9100 WESCOTT DR STE 2 9100 WESCOTT DR STE 20 FLEMINGTON, NJ 08822	N/A	PUBLIC	COMMUNITY BASED	6,500
THE RED MILL MUSEUM & VILLAGE THE RED MILL MUSEUM & VILLAGE 56 MAIN STREET 56 MAIN STREET CLINTON, NJ 08809	N/A	PUBLIC	COMMUNITY BASED	3,000
AMERICAN SPORTS COUNCIL AMERICAN SPORTS COUNCIL PO BOX 53356 PO BOX 53356 WASHINGTON, DC 20009	N/A	PUBLIC	COMMUNITY BASED	3,000
SPORTS CHALLENGE LEADERSHIP ACADEMY SPORTS CHALLENGE LEADERSHIP ACADEMY 5014 4TH STREET NW 5014 4TH STREET NW WASHINGTON, DC 20011	N/A	PUBLIC	COMMUNITY BASED	2,500
Total ▶ 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ACRES OF LOVE ACRES OF LOVE 31920 DELOBISPO STE 175 31920 DELOBISPO STE 175 SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	COMMUNITY BASED	4,000
BEAT THE STREETS-PHILADELPHIA BEAT THE STREETS-PHILADELPHIA 3700 MARKET ST STE 303 3700 MARKET ST STE 300 PHILADELPHIA, PA 19104	N/A	PUBLIC	COMMUNITY BASED	1,000
RIEGELSVILLE PUBLIC LIBRARY RIEGELSVILLE PUBLIC LIBRARY PO BOX 65 PO BOX 65 RIEGELSVILLE, PA 18077	N/A	PUBLIC	COMMUNITY BASED	1,000
MAMA MARE BREAST CANCER FOUNDATION MAMA MARE BREAST CANCER FOUNDATION PO BOX 1379 PO BOX 1379 EASTON, PA 18044	N/A	PUBLIC	COMMUNITY BASED	1,000
CARE USA CARE USA PO BOX 7039 PO BOX 7039 MERRIFIELD, VA 22116	N/A	PUBLIC	COMMUNITY BASED	500
Total 				59,500
3a				

Form 990PF Part XV Line 3 - Recipients 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 <i>Paid during the year</i>				
WILLIAMSBURG MEALS OF WHEELS WILLIAMSBURG MEALS OF WHEELS 227 RICHMOND ROAD 227 RICHMOND ROAD WILLIAMSBURG, VA 23185	N/A	PUBLIC	COMMUNITY BASED	250
GREEN-WOOD HISTORIC FUND GREEN-WOOD HISTORIC FUND 500 25TH STREET 500 25TH STREET BROOKLYN, NY 11232	N/A	PUBLIC	COMMUNITY BASED	1,000
SAMEULI ACADEMY SAMEULI ACADEMY 1901 N FAIRVIEW STREET 1901 N FAIRVIEW STREET SANTA ANA, CA 92706	N/A	PUBLIC	COMMUNITY BASED	3,000
THE COLONIAL WILLIAMSBURG FUND THE COLONIAL WILLIAMSBURG FUND PO BOX 1776 PO BOX 1776 WILLIAMSBURG, VA 23187	N/A	PUBLIC	COMMUNITY BASED	1,000
KIVA KIVA 875 HOWARD STREET SUITE 875 HOWARD STREET SUITE SAN FRANCISCO, CA 94103	N/A	PUBLIC	COMMUNITY BASED	2,000
Total ▶ 3a				59,500

Form 990PF Part XV Line 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				
PRINCETON '69 COMMUNITY SERVICE FD PRINCETON '69 COMMUNITY SERVICE FD PO BOX 261 PO BOX 261 PRINCETON, NJ 08542	N/A	PUBLIC	COMMUNITY BASED	3,000
NEW JERSEY INSTITUTE OF TECHNOLOGY NEW JERSEY INSTITUTE OF TECHNOLOGY UNIVERSITY HEIGHTS UNIVERISITY HEIGHTS NEWARK, NJ 07102	N/A	PUBLIC	COMMUNITY BASED	150
EASTERN INTERCOLLEGIATE WRESTLING A EASTERN INTERCOLLEGIATE WRESTLING A 641 TAYLOR STREET 641 TAYLOR STREET BETHLEHEM, PA 18015	N/A	PUBLIC	COMMUNITY BASED	150
FRIENDS OF WILLIAMSBURG REGIONAL LI FRIENDS OF WILLIAMSBURG REGIONAL LIBRARY 7770 CROAKER ROAD 7770 CROAKER ROAD WILLIAMSBURG, VA 23188	N/A	PUBLIC	COMMUNITY BASED	50
HERITAGE HUMANE SOCIETY HERITAGE HUMANE SOCIETY 430 WALLER MILL ROAD 430 WALLER MILL ROAD WILLIAMSBURG, VA 23185	N/A	PUBLIC	COMMUNITY BASED	100
Total ► 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MEN'S INTERCOLLEGGIC GYMNASTICS MEN'S INTERCOLLEGGIC GYMNASTICS 4930 LYNDALF AVENUE SOUTH 4930 LYNDALF AVENUE SOUTH MINNEAPOLIS, MN 55419	N/A	PUBLIC	COMMUNITY BASED	250
THE ARC OF GREATER WILLIAMSBURO THE ARC OF GREATER WILLIAMSBURO 150-D STRAWBERRY PLAINS R 150-D STRAWBERRY PLAINS R WILLIAMSBURO, VA 23188	N/A	PUBLIC	COMMUNITY BASED	250
CATHOLIC RELIEF SERVICES CATHOLIC RELIEF SERVICES 228 W LEXINGTON STREET 228 W LEXINGTON STREET BALTIMORE, MD 21201	N/A	PUBLIC	COMMUNITY BASED	1,000
CHILD HELP PARTNERSHIP - ST JOHNS U CHILD HELP PARTNERSHIP - ST JOHNS U 152-11 UNION TURNPIKE 152-11 UNION TURNPIKE QUEENS, NY 11367	N/A	PUBLIC	COMMUNITY BASED	2,000
UNIV MARY WASHINGTON FOUNDATION UNIV MARY WASHINGTON FOUNDATION 1119 HANOVER STREET 1119 HANOVER STREET FREDERICKSBURG, VA 22401	N/A	PUBLIC	COMMUNITY BASED	500
Total ▶ 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PENINSULA METRO YMCA PENINSULA METRO YMCA 101 LONG GREEN BOULEVARD 101 LONG GREEN BOULEVARD YORKTOWN, VA 23693	N/A	PUBLIC	COMMUNITY BASED	2,500
HOUSING PARTNERSHIPS INC WMBG HOUSING PARTNERSHIPS INC WMBG 115 PALACE LANE 115 PALACE LANE WILLIAMSBURG, VA 23187	N/A	PUBLIC	COMMUNITY BASED	500
NWCA - FOUNDATION FOR THE FUTURE NWCA - FOUNDATION FOR THE FUTURE PO BOX 254 PO BOX 254 MANHEIM, PA 17545	N/A	PUBLIC	COMMUNITY BASED	500
PANCREATIC CANCER ACTION NETWORK PANCREATIC CANCER ACTION NETWORK 1500 ROSECCRANS AVE S 200 1500 ROSECCRANS AVE S 200 MANHATTAN BEACH, CA 90266	N/A	PUBLIC	COMMUNITY BASED	1,000
STARLIGHT CHILDREN'S FOUNDATION STARLIGHT CHILDREN'S FOUNDATION 400 CORPORATE POINTE 400 CORPORATE POINTE CULVER CITY, CA 90230	N/A	PUBLIC	COMMUNITY BASED	1,000
Total ▶ 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
THE UNITED SERVICE ORGANIZATION THE UNITED SERVICE ORGANIZATION PO BOX 96860 PO BOX 96860 WASHINGTON DC, DC 20077	N/A	PUBLIC	COMMUNITY BASED	250
VIRGINIA INSTITUTE OF MARINE SCIENC VIRGINIA INSTITUTE OF MARINE SCIENCE 12375 GREATE ROAD 12375 GREATE ROAD GLOUCESTER POINT, VA 23062	N/A	PUBLIC	COMMUNITY BASED	500
WILDLIFE CENTER OF VIRGINIA WILDLIFE CENTER OF VIRGINIA 1800 SOUTH DELPHINE AVE 1800 SOUTH DELPHINE AVE WAYNESBORO, VA 22980	N/A	PUBLIC	COMMUNITY BASED	250
WOUNDED WARRIER PROJECT WOUNDED WARRIER PROJECT 4899 BELFORT ROAD ST 300 4899 BELFORT ROAD ST 300 JACKSONVILLE, FL 32256	N/A	PUBLIC	COMMUNITY BASED	1,000
VILLAGE REACH VILLAGE REACH 2900 EASTLAKE AVE ST 230 2900 EASTLAKE AVE ST 230 SEATTLE, WA 98102	N/A	PUBLIC	COMMUNITY BASED	2,000
Total ▶ 3a				59,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ENGINEERS WITHOUT BORDERS ENGINEERS WITHOUT BORDERS 1031 33RD STREET STE 210 1031 33RD STREET STE 210 DENVER, CO 80205	N/A	PUBLIC	COMMUNITY BASED	1,000
CHESAPEAKE BAY FOUNDATION CHESAPEAKE BAY FOUNDATION 1108 E MAIN ST STE 1600 1108 E MAIN ST STE 1600 RICHMOND, VA 23219	N/A	PUBLIC	COMMUNITY BASED	200
JAMESTOWN-YORKTOWN FOUNDATION JAMESTOWN-YORKTOWN FOUNDATION PO BOX 1607 PO BOX 1607 WILLIAMSBURG, VA 23187	N/A	PUBLIC	COMMUNITY BASED	500
Total ► 3a				59,500

TY 2016 Accounting Fees Schedule

Name: THE ROBERT MCELDFOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	3,225	3,225		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: THE ROBERT MCELLOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
WF 5999 LT NONCOVERED	1995-07	PURCHASE	2016-11		9,311	9,386			-75	
WF 3934 ST COVERED		PURCHASE			177,015	184,861			-7,846	
WF 3934 LT COVERED		PURCHASE			332,425	313,282			19,143	
WF 3934 LT NONCOVERED		PURCHASE			53,421	40,143			13,278	

TY 2016 Investments Corporate Stock Schedule

Name: THE ROBERT MCELLOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WF 3934- MUTUAL FUNDS	736,588	793,956
WF 3934 - STOCKS	615,784	709,626
WF 5999 - STOCKS	75,088	75,808

TY 2016 Other Expenses Schedule

Name: THE ROBERT MCELDFOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BROKERAGE FEES	21,921	21,921		

TY 2016 Other Professional Fees Schedule

Name: THE ROBERT MCELLOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REPRESENTATION	427	427		

TY 2016 Taxes Schedule

Name: THE ROBERT MCELDFOWNEY JR
FAMILY FOUNDATION

EIN: 26-1536568

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	181	181		
FOREIGN TAX	739	739		