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

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning January 1, 2016, and ending December 31, 2016

Name of foundation C3 Foundation, Inc.		A Employer identification number 26-2511733
Number and street (or P O box number if mail is not delivered to street address) 3301 Benson Dr.	Room/suite Ste. 601	B Telephone number (see instructions) 919-877-7533
City or town, state or province, country, and ZIP or foreign postal code Raleigh, NC 27609		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) ▶ \$ 1,146,037	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)	0			
	2 Check ☒ if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments	0	0	n/a	
	4 Dividends and interest from securities	32,892	32,892	n/a	
	5a Gross rents	0	0	n/a	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 6a	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		10,595		
	8 Net short-term capital gain			n/a	
	9 Income modifications			n/a	
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)	0		n/a		
11 Other income (attach schedule)	0	0	n/a		
12 Total. Add lines 1 through 11	32,892	43,487	n/a		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	n/a	0
	14 Other employee salaries and wages	0	0	n/a	0
	15 Pension plans, employee benefits	0	0	n/a	0
	16a Legal fees (attach schedule)	644	644	n/a	644
	b Accounting fees (attach schedule)	0	0	n/a	0
	c Other professional fees (attach schedule)	0	0	n/a	0
	17 Interest	0	0	n/a	0
	18 Taxes (attach schedule) (see instructions)	545	545	n/a	545
	19 Depreciation (attach schedule) and depletion	0	0	n/a	
	20 Occupancy	0	0	n/a	0
	21 Travel, conferences, and meetings	0	0	n/a	0
	22 Printing and publications	0	0	n/a	0
	23 Other expenses (attach schedule)	13,830	13,830	n/a	13,830
	24 Total operating and administrative expenses. Add lines 13 through 23	15,019	15,019	n/a	15,019
	25 Contributions, gifts, grants paid	20,000			20,000
26 Total expenses and disbursements. Add lines 24 and 25	35,019	15,019	n/a	35,019	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	(2,127)				
b Net investment income (if negative, enter -0-)		28,468			
c Adjusted net income (if negative, enter -0-)			n/a		

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	0	0	0
	2 Savings and temporary cash investments	12,232	30,642	30,642
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	5 Grants receivable	0	0	0
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	0	0	0
	8 Inventories for sale or use	0	0	0
	9 Prepaid expenses and deferred charges	0	0	0
	10a Investments—U.S. and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	1,091,646	1,115,395	1,115,395
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
	12 Investments—mortgage loans	0	0	0
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,103,878	1,146,037	1,146,037
	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable	0	0	
Net Assets or Fund Balances	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,103,878	1,146,037	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	0	
	30 Total net assets or fund balances (see instructions)	1,103,878	1,146,037	
	31 Total liabilities and net assets/fund balances (see instructions)	1,103,878	1,146,037	

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	1,103,878
2 Enter amount from Part I, line 27a	2	(2,127)
3 Other increases not included in line 2 (itemize) ▶ Net Capital Gains and Increase in Value of Securities	3	44,286
4 Add lines 1, 2, and 3	4	1,146,037
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,146,037

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded Securities (See Attachment)				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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	10,595
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	(193)

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.

(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	37,877	1,130,596	0.034
2014	85,540	1,158,829	0.074
2013	244,579	1,216,158	0.201
2012	228,547	1,210,236	0.189
2011	252,093	1,401,178	0.180
2 Total of line 1, column (d)			2 0.678
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 0.1356
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,090,636
5 Multiply line 4 by line 3			5 147,890
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 285
7 Add lines 5 and 6			7 148,175
8 Enter qualifying distributions from Part XII, line 4			8 35,019

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	569	00
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	00
3	Add lines 1 and 2	3	569	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	569	00
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	0	00
b	Exempt foreign organizations—tax withheld at source	6b	0	00
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	00
d	Backup withholding erroneously withheld	6d	0	00
7	Total credits and payments. Add lines 6a through 6d	7	0	00
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	569	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	00
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax Refunded	11	0	00

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ North Carolina		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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	✓
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	✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	✓
14 The books are in care of ► Lonnie C. ("Ven") Poole Telephone no. ► 919-877-7533 Located at ► 3301 Benson Dr., Ste. 601, Raleigh, NC ZIP+4 ► 27609		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	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	✓
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>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)?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?

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lisa R. Poole				
401 Ramblewood Dr., Raleigh, NC 27609	Dir./Pres. (0.5/wk.)	0	0	0
Lonnie C. ("Ven") Poole, III				
401 Ramblewood Dr., Raleigh, NC 27609	Dir./V.P. (0.5/wk.)	0	0	0
Joseph P. Davis, III				
411 N. Elliott Rd., Chapel Hill, NC 27514	Dir./Sec/Treas (0.3)	0	0	0
Todd Saieed				
301 Danube St., Raleigh, NC 27615	Director (0.2/wk.)	0	0	0

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		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	Evaluated and approved grants to St. David's School, an independent Episcopal school located in Raleigh, NC	20,000
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	NONE	
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	1,085,170
b	Average of monthly cash balances	1b	22,075
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,107,245
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	1,107,245
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	16,609
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,090,636
6	Minimum investment return. Enter 5% of line 5	6	54,532

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	54,532
2a	Tax on investment income for 2016 from Part VI, line 5	2a	569
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	569
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,963
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	53,963
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	53,963

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	35,019
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	35,019
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	35,019

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				53,963
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	182,474			
b From 2012	168,563			
c From 2013	183,929			
d From 2014	28,773			
e From 2015	0			
f Total of lines 3a through e	563,739			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 35,019				
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				35,019
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).)	18,944			18,944
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	544,795			
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)	163,530			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	381,265			
10 Analysis of line 9:				
a Excess from 2012	168,563			
b Excess from 2013	183,929			
c Excess from 2014	28,773			
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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

Lonnie C. ("Ven") Poole, III

- 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 e-mail 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> St. David's School 3400 White Oak Rd., Raleigh, NC 27609-7621			Support Education Mission	20,000
Total			3a	20,000
b <i>Approved for future payment</i> No specific grants were approved for future payment				
Total			3b	0

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 _____		0		0		0
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments		0		0		0
3 Interest on savings and temporary cash investments		0		0		0
4 Dividends and interest from securities	523000	32,892		0		0
5 Net rental income or (loss) from real estate:						
a Debt-financed property		0		0		0
b Not debt-financed property		0		0		0
6 Net rental income or (loss) from personal property		0		0		0
7 Other investment income	523000	0		0		0
8 Gain or (loss) from sales of assets other than inventory		10,402		0		0
9 Net income or (loss) from special events		0		0		0
10 Gross profit or (loss) from sales of inventory		0		0		0
11 Other revenue: a _____		0		0		0
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		43,294		0		0
13 Total. Add line 12, columns (b), (d), and (e)					13	43,294

(See worksheet in line 13 instructions to verify calculations.)

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.)
▼	

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
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[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 correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

 4.5.17 **Vice-President**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	Kevin W. Stroud	<i>Kevin W. Stroud</i>	4/24/2017		243-35-6910
	Firm's name ▶ Kevin W. Stroud, The Stroud Law Firm			Firm's EIN ▶ 26-4092491	
	Firm's address ▶ 3737 Glenwood Ave., Ste. 100, Raleigh, NC 27612			Phone no 919-872-6845	

SCHEDULE

(Part I, Analysis of Revenue and Expenses)

Part I: Analysis of Revenue and Expenses

Line 13-23: Expenses

	<u>Payee</u>	<u>Expense</u>	<u>Amount</u>
Line 16a	The Stroud Law Firm	Attorneys Fee	\$ 644
Line 18	Dept. of the Treasury	Excise Fee on Income	\$ 545
Line 23	Charles Schwab	Asset Advisor Fees	\$ 13,830

SCHEDULE
(Part II, Balance Sheets)

Part II: Balance Sheets

Line 10b: Investments - Corporate Stock

Corporate Stock:

<u>Account</u>	<u>Value</u>
(1) Charles Schwab Securities Account (Acct. # xxxx-9045) [SEE ATTACHED CHARLES SCHWAB SECURITIES STATEMENT FOR ITEMIZED LIST OF CORPORATE STOCKS AS OF DATE OF RETURN]	\$ 1,115,395
TOTAL	\$ 1,115,395



Schwab One® Account of
C3 FOUNDATION INC

Account Number
-9045
Statement Period
December 1-31, 2016

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt ¹	Federally Taxable	Federally Tax-Exempt ¹	Federally Taxable
Money Funds Dividends	0.00	0.46	0.79	1.37
Cash Dividends	0.00	6,309.75	0.00	21,430.82
Total Capital Gains	0.00	10,820.81	0.00	11,458.97
Total Income	0.00	17,131.02	0.79	32,891.16

¹Certain income in this category may qualify for state tax exemption. Consult your tax advisor

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	359.50	<1%
Total Cash	359.50	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB GOVT MONEY FUND SWGXX	30,282.1800	1.0000	30,282.18	0.01%	3%
Total Money Market Funds [Sweep]			30,282.18		3%
Total Cash & Money Market [Sweep]			30,641.68		3%

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
BLACKROCK STRAT INCM OPPTY PORT INSTL SYMBOL BSIIX	1,625.0320	9.8300	15,974.06	1%	10.11	16,429.41	(455.35)

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.



Schwab One® Account of
C3 FOUNDATION INC

Account Number
-9045

Statement Period
December 1-31, 2016

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DOUBLELINE TOTAL RETURN ° BD FD CL I SYMBOL: DBLTX	3,401 3670	10 6200	36,122 52	3%	10 90	37,059 50	(936 98)
LOOMIS SAYLES STRATEGIC ° INCOME FD CL Y SYMBOL: NEZYX	5,146 0180	14 1000	72,558 85	6%	14 52	74,741 81 ¹	(2,182 96)
RIDGEWORTH SEIX TOTAL ° RETURN BD I SYMBOL: SAMFX	8,107 9700	10 3900	84,241 81	7%	10 57	85,874 60	(1,632 79)
TEMPLETON GLOBAL BOND ° FUND ADV CL SYMBOL: TGBAX	5,563 2330	11 9600	66,536 27	6%	12 37	68,831 26	(2,294 99)
Total Bond Funds	23,643,6200		275,433 51	24%		282,936 58	(7,503 07)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
AMERICAN FD GROWTH FD OF ° AMERICA CL F2 SYMBOL: GFFFX	3,571 6120	41 9500	149,829 12	13%	34 22	120,271 28 ¹	29,557 84
AMERICAN FD NEW WORLD ° FD CL F2 SYMBOL: NFFFX	407 9860	51 3100	20,933 76	2%	55 88	22,638 87	(1,705 11)
JAMES BALANCED GOLDEN ° RAINBOW INST SYMBOL: GLRIX	2,703 3140	24 2200	65,474 27	6%	21 60	58,379 77	7,094 50

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
OAKMARK INTL FD INV ° SYMBOL: OAKIX	5,721.3680	22.7000	129,875.05	11%	24.62	140,854.76	(10,979.71)
Total Equity Funds	12,404,2800		366,112,220	32%		342,144,163	23,967,52
Total Mutual Funds	36,247.9000		841,545,371	56%		625,081,226	16,454,45

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
FIRST DORSEY WRIGHT ° FOCUS 5 ETF IV SYMBOL: FV	844.3419	23.1400	19,538.07 18,503.94	2%	1,034.13	2.15%	420.82
GUGGENHEIM S&P 500 EQUAL ° WEIGHT ETF SYMBOL: RSP	1,724.6877	86.6400	149,426.94 93,094.12	13%	56,332.82	0.68%	1,017.18
ISHARES MSCI EAFE ETF ° SYMBOL: EFA	2,329.4241	57.7300	134,477.65 146,531.89	12%	(12,054.24)	2.06%	2,777.48
SCHWAB US LARGE CAP ETF ° SYMBOL: SCHX	2,683.6974	53.2600	142,933.72 92,086.34	12%	50,847.38	2.67%	3,821.59
VANGUARD MID CAP ETF ° SYMBOL: VO	208.7139	131.6300	27,473.01 14,568.99	2%	12,904.02	1.96%	540.99
Total Other Assets	7,790.8650		473,849,339	41%	(103,064,11)		8,578.06
Total Cost Basis			364,786,28				

Investment Detail - Other Assets (continued)

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

Total Investment Detail	1,146,038.78
Total Account Value	1,146,038.78
Total Cost Basis	989,868.54

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
12/14/16	12/14/16	Reinvested Shares	RIDGEWORTH SEIX TOTAL	48.4140	10.3200	(499.63)
			RETURN BD I: SAMFX			
12/14/16	12/14/16	Reinvested Shares	RIDGEWORTH SEIX TOTAL	80.2050	10.3200	(827.72)
			RETURN BD I: SAMFX			
12/15/16	12/15/16	Reinvested Shares	TEMPLETON GLOBAL BOND	10.4580	12.0000	(125.49)
			FUND ADV CL TGBAX			
12/16/16	12/16/16	Reinvested Shares	LOOMIS SAYLES STRATEGIC	114.1240	14.0800	(1,606.86)
			INCOME FD CL Y NEZYX			
12/16/16	12/16/16	Reinvested Shares	LOOMIS SAYLES STRATEGIC	41.6440	14.0800	(586.35)
			INCOME FD CL Y NEZYX			
12/30/16	12/30/16	Reinvested Shares	BLACKROCK STRAT INCM	4.0580	9.8300	(39.89)
			OPPTY PORT INSTL BSIIX			
12/30/16	12/30/16	Reinvested Shares	DOUBLELINE TOTAL RETURN	11.0400	10.6200	(117.24)
			BD FD CL I DBLTX			

SCHEDULE

(Part III, Analysis of Changes in Net Assets or Fund Balances)

Part III: Analysis of Changes in Net Assets or Fund Balances

Line 5: Decreases Not Included in Line 2

1	\$ 1,103,878	Total fund balances at beginning of year (Part II, column (a), line 30)
2	+ 32,892	Total Revenue (Dividends)
2	- 15,019	Operating and Administrative Expenses
2	- 20,000	Total Contributions
3	+ 10,402	Net Realized Capital Gain from Sale of Securities (Acct. # xxxx-9045)
3	+ 33,884	Increase in value of securities held in Charles Schwab Securities Account (Acct. # xxxx-9045)

\$ 1,146,037 Total Net Assets

SCHEDULE

(Part IV, Capital Gains and Losses for Tax on Investment Income)

Part IV: Capital Gains and Losses for Tax on Investment Income

Line 1a and 2:

Jan. 14, 2016	Long Term Loss	\$ (4,589.79)
July 29, 2016	Long Term Gain	\$ 1,795.23
Sept. 21, 2016	Long Term Gain	<u>13,389.47</u>
Net Long Term Capital Gain		\$ 10,594.91

Line 3:

Jan. 14, 2016	Short Term Loss	\$ (192.00)
Sept. 21, 2016	Short Term Loss	<u>(0.56)</u>
Net Short Term Capital Loss		\$ (192.56)

SEE ATTACHED CHARLES SCHWAB ACCOUNT STATEMENT EXCERPTS



Schwab One® Account of
C3 FOUNDATION INC

Account Number
-9045

Report Period
January 1 - December 31,
2016

2016 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method First In First Out (FIFO)

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FIDELITY ADV LEVERAGED CO STK FD CL I: FLVIX	16 0170	multiple	09/21/16	\$844 80	\$845 36	(\$0 56)
Security Subtotal				\$844.80	\$845.36	(\$0.56)
SATUIT CAPITAL US EMRG COMPANIES CL A SATMX	65 0850	12/30/15	01/14/16	\$1,459 86	\$1,651 86	(\$192 00)
Security Subtotal				\$1,459.86	\$1,651.86	(\$192.00)
Total Short-Term				\$2,304.66	\$2,497.22	(\$192.56)

Long-Term

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FIDELITY ADV LEVERAGED CO STK FD CL I FLVIX	428 9650	multiple	09/21/16	\$22,625 25	\$9,235 78 ¹	\$13,389 47
Security Subtotal				\$22,625.25	\$9,235.78	\$13,389.47
OAKMARK INTL FD CLASS I OAKIX	483 7930	07/24/13	07/29/16	\$10,000 00	\$11,935 17	(\$1,935 17)
Security Subtotal				\$10,000.00	\$11,935.17	(\$1,935.17)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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Schwab One® Account of
C3 FOUNDATION INC

Account Number [REDACTED]-9045
Report Period
January 1 - December 31,
2016

2016 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Realized Gain or (Loss) (continued)							Accounting Method First In First Out [FIFO]	
Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)	
SATUIT CAPITAL US EMRG COMPANIES CL A SATMX		389 1660	multiple	01/14/16	\$8,728.99	\$13,318.78	(\$4,589.79)	
Security Subtotal					\$8,728.99	\$13,318.78	(\$4,589.79)	
SCHWAB US LARGE CAP ETF SCHX		194 0000	07/07/11	07/29/16	\$10,006.30	\$6,275.90	\$3,730.40	
Security Subtotal					\$10,006.30	\$6,275.90	\$3,730.40	
Total Long-Term					\$51,360.54	\$40,765.63	\$10,594.91	
Total Realized Gain or (Loss)					\$53,665.20	\$43,262.85	\$10,402.35	

Schwab has provided realized gain/loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options.

Endnotes For Your Account

Symbol Endnote Legend

t Data for this holding has been edited or provided by a third party