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Return of Private Foundation

2016

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation **SEH TABITHA FOUNDATION, INC. (COM) C/O FIRST CITIZENS BANK & TRUST COMPANY**

Number and street (or P O box number if mail is not delivered to street address) **PO BOX 29522**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **RALEIGH, NC 27626**

A Employer identification number **30-0411158**

B Telephone number (see instructions) **804-338-4396**

C If exemption application is pending, check here

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

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

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

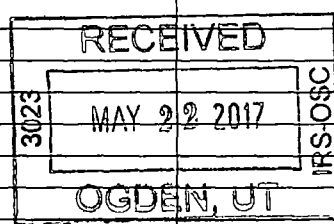
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,604,478.**

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

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 <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	148,030.	144,533.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	351,487.			
	b Gross sales price for all assets on line 6a 5,974,966.				
	7 Capital gain net income (from Part IV, line 2)		351,487.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	196.	6.		STMT 2	
12 Total. Add lines 1 through 11	499,713.	496,026.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,305.	2,190.	NONE	115.
	c Other professional fees (attach schedule) STMT 4	41,644.	33,316.		8,329.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	2,318.	2,318.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23.	46,267.	37,824.	NONE	8,444.
	25 Contributions, gifts, grants paid	275,000.			275,000.
26 Total expenses and disbursements Add lines 24 and 25	321,267.	37,824.	NONE	283,444.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	178,446.				
b Net investment income (if negative, enter -0-)		458,202.			
c Adjusted net income (if negative, enter -0-)					



SCANNED MAY 26 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		148,966.	227,002.	227,002.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 6.		5,157,836.	5,250,370.	5,377,476.	
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)		5,306,802.	5,477,372.	5,604,478.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		5,306,802.	5,477,372.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		5,306,802.	5,477,372.		
31	Total liabilities and net assets/fund balances (see instructions)		5,306,802.	5,477,372.		

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	5,306,802.
2	Enter amount from Part I, line 27a	2	178,446.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,485,248.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	7,876.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,477,372.

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)
1 a PUBLICLY TRADED SECURITIES				
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 5,974,966.		5,623,479.	351,487.	
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			351,487.	
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	351,487.
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	{ 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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	284,127.	5,817,540.	0.048840
2014	305,061.	6,078,686.	0.050185
2013	256,104.	5,635,607.	0.045444
2012	237,382.	4,777,359.	0.049689
2011	231,625.	3,904,615.	0.059321
2 Total of line 1, column (d)			2 0.253479
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 0.050696
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,475,119.
5 Multiply line 4 by line 3.			5 277,567.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 4,582.
7 Add lines 5 and 6.			7 282,149.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 283,444.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.	1	4,582.
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	4,582.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,582.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,377.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868).	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,377.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,205.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> NONE <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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).
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of FIRST CITIZENS BANK & TRUST COMPANY Telephone no (703) 338-4396 Located at 128 S. TRYON ST., SUITE 1580, CHARLOTTE, NC ZIP+4 28202
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? 16 Yes No X

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

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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? 1c X
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 X
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
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 X
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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	(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
SUSAN E HEINEMANN 205 VIBURNUM LANE, ASHEVILLE, NC 28803	DIRECTOR 5	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
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 NONE	

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	5,401,768.
b	Average of monthly cash balances	1b	156,728.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,558,496.
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	NONE
3	Subtract line 2 from line 1d	3	5,558,496.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	83,377.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,475,119.
6	Minimum investment return. Enter 5% of line 5	6	273,756.

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	273,756.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,582.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,582.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	269,174.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	269,174.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	269,174.

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	283,444.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	283,444.
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	4,582.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	278,862.

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				269,174.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	13,225.			
b From 2012	626.			
c From 2013	NONE			
d From 2014	10,031.			
e From 2015	NONE			
f Total of lines 3a through e	23,882.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 283,444.				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount				269,174.
e Remaining amount distributed out of corpus.	14,270.			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	38,152.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				NONE
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	13,225.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	24,927.			
10 Analysis of line 9.				
a Excess from 2012	626.			
b Excess from 2013	NONE			
c Excess from 2014	10,031.			
d Excess from 2015	NONE			
e Excess from 2016	14,270.			

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

NOT APPLICABLE

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

Empty box for ruling date

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

Table with columns: Tax year (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct of exempt activities, 2e Qualifying distributions made directly for active conduct of exempt activities, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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).)

NONE

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.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] 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 Paid during the year				
ASHEVILLE BUNCOMBE COMMUNITY COLLEGE 340 VICTORIA ROAD ASHEVILLE NC 28801	NONE	PC	LAVENDER FUND AND EDUCATION SCHOLARSHIPS	50,000.
UNIV. OF NORTH CAROLINA - CHAPEL HI 400 ROBERSON STREET CARRBORO NC 27510	NONE	PC	FRED CLARK CAROLINA COVENANT MEM SCHOLARSHIP	100,000.
GLOBAL SCHOLARS ACADEMY 311 DOWD STREET DURHAM NC 27701	NONE	PC	FUNDS TO INCREASE TEACHERS SALARY	125,000.
Total ▶ 3a				275,000.
b Approved for future payment				
Total ▶ 3b				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. Sign Here 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 DOAK ARTHUR PFAFF Preparer's signature Doak A. Pfaff Date 05/04/2017 Check self-employed if PTIN P00878518 Firm's name ERNST & YOUNG U.S. LLP Firm's EIN 34-6565596 Firm's address 2100 EAST CARY STREET, SUITE 201 RICHMOND, VA 23223-7078 Phone no. 804-344-4557

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	148,030.	144,533.
TOTAL	148,030.	144,533.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	196.	6.
TOTALS	196.	6.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	2,305.	2,190.		115.
TOTALS	2,305.	2,190.	NONE	115.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT MGMT FEES	41,644.	33,316.	8,329.
TOTALS	41,644.	33,316.	8,329.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	43.	43.
FOREIGN TAXES ON QUALIFIED FOR	1,836.	1,836.
FOREIGN TAXES ON NONQUALIFIED	439.	439.
TOTALS	2,318.	2,318.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
ASPEN INS HOLDINGS LTD	C	751.	1,045.
FABRINET	C	326.	806.
GENPACT LIMITED	C	509.	730.
AQR STYLE PREMIA ALT	C	45,462.	44,520.
AQR MANAGED FUTURES STRATEGY	C	65,933.	60,417.
AT & T INC	C	10,837.	12,376.
ATN INTL INC	C	639.	641.
AZZ INC	C	571.	703.
ABBVIE INC	C	7,025.	6,450.
AEGION CORP	C	514.	593.
ADVANCED ENERGY INDUSTRIES INC	C	625.	1,369.
AETNA INC	C	2,200.	7,193.
AFFILIATED MGRS GROUP INC	C	3,556.	3,633.
ALASKA AIR GROUP INC	C	390.	1,153.
ALPHABET INC CL A	C	14,772.	17,434.
AMAZON INC	C	10,069.	11,248.
AMEREN CORP	C	5,804.	5,876.
AMERICAN BEACON BRIDGEWAY LRG	C	89,638.	95,536.
AC ALT MKT NEUTRAL VALUE	C	70,488.	69,037.
AMERICAN WOODMARK CORP	C	718.	978.
AMGEN INC	C	3,340.	8,480.
ANIKA THERAPEUTICS INC	C	600.	783.
APPLE INC	C	17,735.	20,384.
ASSURANT INC	C	4,852.	5,293.
ATWOOD OCEANICS INC	C	576.	643.
AVISTA CORP	C	864.	880.
BAIRD AGGREGATE BD	C	319,307.	316,365.
BANK OF AMERICA CORP	C	5,404.	6,674.
BERKSHIRE HATHAWAY INC - CL B	C	7,761.	9,127.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
BLACKROCK HIGH YIELD BD	C	98,806.	100,377.
BLACKROCK INC CL A	C	6,719.	7,230.
BLACKROCK INTL INDEX	C	240,333.	236,463.
THE BOEING CO	C	6,050.	9,808.
BRADY CORP - CL A	C	788.	1,089.
BRIGGS & STRATTON CORP	C	813.	935.
BRINK'S CO	C	1,031.	1,403.
BUFFALO DISCOVERY	C	35,587.	35,473.
CBS CORP CL B	C	5,392.	6,362.
CNO FIN GROUP INC	C	585.	766.
CSG SYS INTL INC	C	693.	1,113.
CVB FIN CORP	C	646.	986.
CVS HEALTH CORP	C	8,180.	7,102.
CA INC	C	5,030.	4,861.
CAL-MAINE FOODS INC	C	592.	707.
CAMBREX CORP	C	835.	1,079.
CARDINAL HEALTH INC	C	2,986.	5,110.
CATO CORP - CLASS A	C	648.	602.
CENTENE CORP DEL	C	368.	735.
CENTRAL PACIFIC FIN CORP	C	781.	1,131.
CENTURYLINK	C	3,487.	2,735.
CHEMED CORP NEW	C	485.	1,123.
CHEVRON CORP	C	10,493.	12,241.
CHILDRENS PL RETAIL STORES I	C	714.	1,211.
CISCO SYSTEMS INC	C	6,009.	10,607.
CITRIZ SYS INC	C	4,505.	6,073.
CITY HOLDING CO	C	594.	879.
COCA COLA CO	C	4,104.	3,814.
COLUMBIA SMALL CAP INDEX FD -	C	32,700.	35,245.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
COLUMBIA CONTRARIAN CORE	C	111,417.	113,098.
COMCAST CORP CL A	C	8,731.	10,841.
CONCHO RESOURCES INC	C	3,522.	3,713.
CRACKER BARREL OLD COUNTRY STO	C	548.	668.
CROWN CASTLE INTL CORP	C	6,428.	5,640.
DFA INTL REAL ESTATE SECURITIE	C	123,490.	106,272.
DARDEN RESTAURANTS INC	C	5,559.	6,618.
DELTA AIRLINES INC COM	C	7,354.	7,674.
DIAMOND HILL LONG-SHORT	C	94,278.	103,207.
DIAMONROCK HOSPITALITY CO	C	792.	911.
WALT DISNEY CO	C	3,519.	3,856.
DISCOVER FINANCIAL SERVICES	C	3,193.	5,551.
DOW CHEMICAL CO	C	5,902.	7,496.
DR PEPPER SNAPPLE GROUP INC	C	2,714.	5,168.
DRIEHAUS EMERGING MKTS SMALL C	C	50,476.	45,989.
EQT CORP	C	3,955.	3,466.
EASTGROUP PROPERTIES INC	C	980.	1,181.
EBIX INC	C	590.	913.
EDISON INTL	C	6,250.	5,903.
EDWARDS LIFESCIENCES CORP	C	2,283.	4,872.
PERRY ELLIS INTL INC	C	711.	747.
EMCOR GROUP INC	C	755.	1,203.
EMERSON ELEC CO	C	6,011.	6,244.
EMPLOYERS HOLDINGS INC	C	687.	911.
ENERSYS	C	936.	1,172.
ENGILITY HLDGS INC NEW	C	636.	910.
ENVISION HEALTHCARE CORP	C	719.	570.
ETHAN ALLEN INTERIORS INC	C	589.	774.
EXXON MOBIL CORP	C	19,299.	18,955.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
FACEBOOK INC	C	6,711.	8,399.
FIFTH THIRD BANCORP	C	5,902.	8,280.
FUTUREFUEL CORP	C	390.	473.
GAP STORES	C	5,576.	4,937.
GENERAL ELEC CO	C	3,368.	6,636.
GENTHERM INC	C	483.	339.
GILEAD SCIENCES INC	C	11,541.	8,235.
GLENMEDE LGE CAP CORE	C	82,845.	87,640.
GLOBAL PMTS INC	C	5,335.	4,789.
GOLDMAN SACHS EMERGING MKT DEB	C	95,803.	91,686.
GOLDMAN SACHS INTL SMALL CAP I	C	87,604.	90,502.
GRAPHIC PACKAGING HOLDING CO	C	588.	861.
GUGGENHEIM FLOATING RATE STRAT	C	64,935.	65,793.
HCA HOLDINGS INC	C	6,387.	5,107.
HMS HOLDINGS CORP	C	607.	617.
HSBC TOTAL RETURN	C	33,100.	32,900.
HANMI FIN CORP	C	601.	838.
HARTFORD FINL SYCS GROUP	C	5,603.	6,385.
HARTFORD EMERGING MKTS LOCAL D	C	66,979.	62,585.
HAWAIIAN HOLDINGS INC	C	523.	1,083.
HEIDRICK & STRUGGLES INTL IN	C	724.	869.
HELMERICH & PAYNE INC	C	5,491.	6,811.
HEWLETT PACKARD ENTERPRISE CO	C	4,901.	6,387.
THE HOME DEPOT INC	C	4,313.	10,860.
HOPE BANCORP INC	C	719.	897.
HOST HOTELS & RESORTS INC	C	4,752.	5,520.
ICU MEDICAL INC	C	591.	1,031.
INNOSPEC INC	C	748.	891.
INSPERITY INC	C	604.	922.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
INTEL CORP	C	9,934.	11,860.
IBM CORP	C	9,958.	10,789.
361 GLOBAL LONG/SHORT EQUITY	C	68,828.	68,574.
ISHARES CORE S&P SMALL-CAP ETF	C	4,980.	6,051.
IVY INTL CORE EQUITY	C	144,689.	148,142.
IVY HIGH INCOME	C	63,074.	64,804.
JP MORGAN CHASE & CO	C	6,878.	17,948.
JOHNSON & JOHNSON	C	10,691.	15,093.
JPMORGAN TR I US SMALL CO FD C	C	13,875.	15,549.
KAISER ALUMINUM CORP	C	549.	544.
KAMAN CORP - CL A	C	476.	587.
KEYCORP OHIO	C	3,338.	8,203.
KINDRED HEALTHCARE INC	C	539.	345.
KITE REALTY GROUP TRUST	C	876.	751.
L-3 COMMUNICATIONS HLDGS INC	C	5,491.	5,780.
LAM RESEARCH CORP	C	3,827.	5,392.
LAZARD INTL EQUITY	C	73,344.	70,473.
LEGACYTEXAS FIN GROUP INC	C	665.	1,206.
LIGAND PHARMACEUTICALS INC	C	671.	711.
LITMAN GREGORY MASTERS ALT STR	C	87,998.	89,585.
LOWE'S COMPANIES INC	C	6,134.	6,614.
LYDALL INC	C	813.	1,113.
MFS MID CAP VALUE	C	75,948.	79,579.
MFS GLOBAL ALT STRATEGY	C	55,096.	51,416.
MKS INSTRUMENTS INC	C	356.	832.
MTS SYSTEMS CORP	C	714.	907.
THE MACERICH CO	C	5,453.	4,534.
MCDONALD'S CORP	C	6,438.	6,695.
MEDIFAST INC	C	797.	1,082.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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MERCK & CO INC NEW	C	10,729.	10,950.
MICROSOFT CORP	C	19,713.	23,800.
NATL PRESTO INDUSTRIES	C	666.	851.
NETGEAR INC	C	614.	761.
NORDSTROM INC	C	5,540.	6,327.
NORTHROP GRUMMAN CORP	C	2,016.	7,210.
NUCOR CORP	C	5,079.	6,131.
NUVEEN SMALL CAP VALUE	C	15,031.	17,216.
OLD NATL BANCORP IND	C	586.	744.
OMNICOM GROUP INC	C	5,144.	6,043.
OPPENHEIMER INTL GROWTH FD - Y	C	83,591.	83,832.
OPPEMHEIMER INTL SMALL-MID CO	C	40,911.	40,734.
ORITANI FIN CORP	C	573.	638.
PPL CORP	C	6,003.	5,414.
PS BUSINESS PARKS INC	C	663.	1,049.
PEAR TREE POLARIS FOREIGN VALU	C	32,543.	33,185.
PEPSICO INC	C	9,789.	9,626.
PETMED EXPRESS INC	C	475.	715.
PFIZER INC	C	7,125.	12,050.
PHILIP MORRIS INTL INC	C	10,873.	9,789.
PIMCO STOCKSPPLUS INTL (USD-HED	C	54,182.	58,608.
PIONEER FUNDAMENTAL GROWTH	C	77,283.	76,740.
PIPER JAFFRAY COS	C	366.	580.
PRINCIPAL REAL ESTATE SECURITI	C	100,654.	92,724.
PROCTER & GAMBLE CO	C	6,928.	6,895.
PROVIDENT FIN SERV INC	C	615.	906.
QUALITY SYSTEMS INC	C	727.	684.
REGIS CORP	C	554.	537.
RENT A CTR INC NEW	C	706.	608.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
REX AMERICAN RESOURCES CORP	C	842.	1,383.
T ROWE PRICE MID-CAP GROWTH	C	63,421.	62,193.
T ROWE PRICE QM US SMALL-CAP G	C	11,430.	12,188.
RUDOLPH TECHNOLOGIES INC	C	401.	701.
RUTH'S HOSPITALITY GROUP INC	C	554.	878.
RYDER SYSTEM INC	C	5,428.	6,327.
SPDR S&P 500 ETF TRUST	C	31,254.	35,988.
SPX FLOW INC	C	732.	962.
SANDERSPM FARMS INC	C	515.	660.
SANMINA CORP	C	623.	1,026.
SCHWEITZER-MAUDUIT INTL INC	C	625.	820.
SELECTIVE INSURANCE GROUP INC	C	555.	818.
SMEAD VALUE	C	56,681.	57,975.
SOUTHWEST AIRLINES	C	5,952.	7,027.
SOUTHWEST GAS HOLDINGS INC	C	532.	766.
SPOK HOLDINGS INC	C	651.	830.
STANLEY BLACK & DECKER INC	C	5,103.	5,276.
OPPENHEIMER STEELPATH MLP SELE	C	93,827.	95,119.
STEPAN CO	C	904.	1,385.
SUMMIT HOTEL PROPERTIES INC	C	940.	1,218.
SUNTRUST BANKS	C	5,282.	7,898.
SUPERNUS PHARMACEUTICALS INC	C	455.	530.
SYKES ENTERPRISES INC	C	740.	895.
TCW CORE FIXED-INCOME	C	364,736.	349,557.
TFS SMALL CAP	C	9,610.	10,190.
TIAA-CREF EMERGING MKTS EQUITY	C	76,294.	72,010.
TAILORED BRANDS INC	C	581.	1,099.
TAKE-TWO INTERACTIVE SOFTWARE	C	733.	1,380.
TARGET CORP	C	6,836.	6,501.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
TENNECO INC	C	695.	875.
TEVA PHARMACEUTICAL INDS LTD A	C	4,915.	3,299.
TESSERA HOLDING CORP	C	924.	1,149.
TEXAS ROADHOUSE INC	C	504.	675.
TOMPKINS FIN CORP	C	698.	1,229.
TOTAL SYS SVS INC	C	4,957.	4,511.
TRAVELERS COMPANIES INC	C	3,387.	6,488.
TREDEGAR INDS INC	C	672.	1,008.
II-VI INC	C	622.	1,097.
TYSON FOODS INC CL A	C	5,458.	5,119.
UNITED COMMUNITY BNKS INC	C	741.	1,214.
UNITED PARCEL SVC INC	C	7,990.	8,483.
UNITEDHEALTH GROUP INC	C	2,563.	11,363.
UNIVERSAL CORP VA	C	657.	829.
UNIVERSAL FST PRODS INC	C	556.	1,022.
UNIVERSAL HEALTH REALTY INCOME	C	603.	853.
UNIVERSAL INSURANCE HOLDINGS I	C	401.	852.
UNUM GROUP	C	5,000.	6,985.
VANGUARD MID CAP VALUE INDEX	C	91,550.	97,541.
VANGUARD MID CAP GROWTH INDEX	C	63,236.	64,687.
VANGUARD 500 INDEX	C	276,205.	289,461.
VERIZON COMMUNICATIONS	C	13,155.	13,398.
VISA INC	C	3,580.	3,511.
WAGeworks INC	C	575.	725.
WAL-MART STORES INC	C	8,785.	8,916.
WASTE MGMT INC DEL	C	6,324.	6,807.
WELLS FARGO & CO	C	1,855.	4,078.
WELLS FARGO ADVANTAGE CORE BD	C	568,850.	548,642.
WELLS FARGO SPECIAL MID CAP VA	C	61,119.	66,553.

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
WESTERN UNION CO	C	4,805.	5,647.
WINTRUST FIN CORP	C	747.	1,306.
WORLD ACCEPTANCE CORP	C	609.	900.
WYNDHAM WORLDWIDE CORP	C	4,508.	6,033.
MORGAN STANLEY INST FRONTIER E	C	42,902.	43,217.
STURM RUGER & CO INC	C	608.	474.
TOTALS		5,250,370.	5,377,476.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST BASIS ADJ & CTF POSTINGS DIFFERENCE	3,352.
2015 RETURN OF CAPITAL ADJUSTMENT	4,520.
ROUNDING	4.
TOTAL	7,876.

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c
 =====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	5,155,036.	155,717.	
FEBRUARY	5,150,613.	158,696.	
MARCH	5,422,030.	167,210.	
APRIL	5,457,639.	174,085.	
MAY	5,465,898.	184,435.	
JUNE	5,487,396.	189,319.	
JULY	5,536,454.	182,883.	
AUGUST	5,539,542.	31,021.	
SEPTEMBER	5,553,622.	37,268.	
OCTOBER	5,327,362.	184,730.	
NOVEMBER	5,348,152.	188,376.	
DECEMBER	5,377,475.	227,002.	
	-----	-----	-----
TOTAL	64,821,219.	1,880,742.	
	=====	=====	=====
AVERAGE FMV	5,401,768.	156,729.	
	=====	=====	=====