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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	4,630,889	232,657	232,657
	2 Savings and temporary cash investments	772,483	2,416,170	2,416,170
	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	84,255		
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,985,062	6,718,238	6,718,238
	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)	188,934,555	201,024,329	201,024,329
	14 Land, buildings, and equipment basis ▶ 278,781 Less accumulated depreciation (attach schedule) ▶ 263,918	18,472	14,863	14,863
15 Other assets (describe ▶ _____)	246,207	24,239	24,239	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	200,671,923	210,430,496	210,430,496	
Liabilities	17 Accounts payable and accrued expenses	87,176	152,408	
	18 Grants payable.	17,448,513	7,824,807	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).		3,500,000	
	22 Other liabilities (describe ▶ _____)	175,127	383,941	
	23 Total liabilities (add lines 17 through 22)	17,710,816	11,861,156	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	182,961,107	198,569,340	
	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			
30 Total net assets or fund balances (see instructions)	182,961,107	198,569,340		
31 Total liabilities and net assets/fund balances (see instructions) .	200,671,923	210,430,496		

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	182,961,107
2 Enter amount from Part I, line 27a	2	5,869,235
3 Other increases not included in line 2 (itemize) ▶ _____	3	10,107,373
4 Add lines 1, 2, and 3	4	198,937,715
5 Decreases not included in line 2 (itemize) ▶ _____	5	368,375
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	198,569,340

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 SHORT TERM CAPITAL GAIN FROM K-1	P	2016-01-01	2016-12-31
b LONG TERM CAPITAL GAIN FROM K-1	P	2010-01-01	2016-12-31
c VARIOUS INVESTMENTS	P	2010-01-01	2016-12-31
d CAPITAL GAIN DISTRIBUTIONS	P	2010-01-01	2016-12-31
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 558,681			558,681
b 2,927,449			2,927,449
c 26,759,490		26,413,951	345,539
d 1,729,138			1,729,138
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			558,681
b			2,927,449
c			345,539
d			1,729,138
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	5,560,807
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	6,123,922	208,519,055	0 02937
2014	11,305,301	214,732,223	0 05265
2013	10,331,672	204,560,901	0 05051
2012	12,249,306	190,396,669	0 06434
2011	8,101,012	191,940,441	0 04221

2 Total of line 1, column (d)	2	0 239066
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 047813
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	198,588,336
5 Multiply line 4 by line 3	5	9,495,104
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	76,793
7 Add lines 5 and 6	7	9,571,897
8 Enter qualifying distributions from Part XII, line 4	8	11,460,606

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	76,793
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	76,793
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	76,793
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	66,798
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	155,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	221,798
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	165
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	144,840
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 144,840 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)? <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>	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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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	No
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>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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? <i>If "No," attach explanation</i> .	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 ► <u>WWW.THEHARVESTFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>ALLYSON ROTHROCK</u> Telephone no ► <u>(276) 632-3329</u>			

Located at ► 1 ELLSWORTH STREET MARTINSVILLE VA ZIP+4 ► 24112

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
	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 ► <u>OC</u>			

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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b		No
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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	5b		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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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 <i>If "Yes" to 6b, file Form 8870</i>	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		No

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
LATALA HODGES 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	DIRECTOR OF COMM 40 00	47,308	9,970	
GEORGIA COMPTON 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	CONTROLLER 40 00	75,564	16,303	
FRANKLIN HOUSE JR 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	SR PROG OFFCR 40 00	100,776	18,823	
KIMBERLY HARRIS 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	EXEC ASSIST 40 00	53,145	14,370	
SHERYL AGEE 1 ELLSWORTH STREET MARTINSVILLE, VA 24112	IMPACT OFFCR 40 00	56,586	11,382	
Total number of other employees paid over \$50,000. ▶				

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
COLONIAL CONSULTING CORPORATION 750 THIRD AVE NEW YORK, NY 100172703	INVESTMENT CONSULTIN	159,597
HUNTON & WILLIAMS 951 EAST BYRD STREET RICHMOND, VA 23219	LEGAL SERVICES	131,802
WAMPLER CONSULTING GROUP LLC 14494 Washington Way Bristol, VA 24202	PROGRAM CONSULTING	95,346
B&C INTERNATIONAL 808 GREENSBORO RD HIGH POINT, NC 27260	PUBLIC RELATIONS	91,609

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 SUPPORT OF K-12 EDUCATION INITIATIVES IN MARTINSVILLE AND HENRY COUNTY THROUGH TECHNICAL ASSISTANCE AND EVALUATION FOR THE GRANTS AWARDED TO HENRY COUNTY PUBLIC SCHOOLS, MARTINSVILLE CITY SCHOOLS AND THE CARLISLE SCHOOL	112,130
2 _____ _____ _____	
3 _____ _____ _____	
4 _____ _____ _____	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____ _____	
2 _____ _____ _____	
All other program-related investments. See instructions.	
3 _____ _____ _____	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	199,527,041
b	Average of monthly cash balances.	1b	2,085,483
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	201,612,524
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	
3	Subtract line 2 from line 1d.	3	201,612,524
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,024,188
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	198,588,336
6	Minimum investment return. Enter 5% of line 5.	6	9,929,417

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	9,929,417
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	76,793
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	76,793
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	9,852,624
4	Recoveries of amounts treated as qualifying distributions.	4	74,466
5	Add lines 3 and 4.	5	9,927,090
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	9,927,090

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	11,460,606
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	11,460,606
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	76,793
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	11,383,813

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				9,927,090
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			735,326	
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>11,460,606</u>				
a Applied to 2015, but not more than line 2a			735,326	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				9,927,090
e Remaining amount distributed out of corpus	798,190			
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	798,190			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	798,190			
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.	798,190			

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 e-mail address of the person to whom applications should be addressed

HARVEST FOUNDATION OF THE PIEDMONT
1 ELLSWORTH ST
MARTINSVILLE, VA 24112
(276) 632-3329
INFO@THEHARVESTFOUNDATION.ORG

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

APPLICANTS SHOULD FIRST FILL OUT A NEEDS STATEMENT DETAILING THE IDENTIFIED COMMUNITY NEED THE PROJECT WILL ADDRESS. THIS CAN BE SUBMITTED ON-LINE AT WWW.THEHARVESTFOUNDATION.ORG. If the Needs Statement shows alignment with Harvest Foundation goals and strategies, and makes a compelling case for local need and outcomes, the applicant will be invited to complete a full project proposal. The full proposal application will detail the proposed project evaluation plan, partnerships and collaboration, financials, organizational infrastructure and capacity. It makes the case of why it is the best plan to address the need, and why the organization has the ability and capacity to execute the plan.

c Any submission deadlines

PLEASE SEE HARVEST FOUNDATION WEBSITE FOR DETAILS

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

ORGANIZATION MUST BE A 501(C)(3) CHARITABLE ORGANIZATION OR A POLITICAL SUBDIVISION ELIGIBLE FOR A CHARITABLE CONTRIBUTION UNDER THE INTERNAL REVENUE CODE. ORGANIZATION'S PROGRAM WILL DIRECTLY SERVE THE COMMUNITY OF MARTINSVILLE AND/OR HENRY COUNTY, VIRGINIA. ORGANIZATION'S PROGRAM WILL DIRECTLY ALIGN WITH HARVEST FOUNDATION'S ECONOMIC DEVELOPMENT STRATEGIC FOCUS AROUND WORKFORCE, INVESTMENT OR ADVOCACY. The Harvest Foundation does not fund institutions that discriminate on the basis of race, creed, gender, or sexual orientation. Direct grants to individuals including scholarships and fellowships. Programs outside the geographic boundaries of Henry County. Debt reduction. Sectarian religious activities or direct political lobbying. For-profit organizations. Medical research. Direct replacement of discontinued government support. Emergency funding or extremely time sensitive requests. Grants that, in the judgment of the Board of Directors, are the responsibility of the government. Endowment funds. G

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				10,212,683
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				7,891,616

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

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 DAVID P BOOTH CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01436015
Firm's name ▶ Foti Flynn Lowen & Co PC				Firm's EIN ▶
Firm's address ▶ PO Box 12765 Roanoke, VA 240282765				Phone no (540) 344-9246

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
JAMES MCCLAIN II	IMM PAST CHAIR 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
W CHRISTOPHER BEELER JR	Chairman 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
EUGENE C MADONIA MD	Secretary 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
WILLIAM L KIRBY IV	BOARD MEMBER 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
MONICA T MONDAY ESQ	BOARD MEMBER 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
PAUL R EASON MD	VICE CHAIRMAN 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
VIRGINIA W HAMLET	BOARD MEMBER 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
CYNTHIA INGRAM EDD	BOARD MEMBER 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
PAULETTE R SIMINGTON EdD	Board Member 2 00	0		
1 ELLSWORTH ST MARTINSVILLE, VA 24112				
JAMES K MUEHLECK DDS	Board Member 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
DAVID L STONE JR	Treasurer 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
E LARRY RYDER	Board Member 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
REV JANE B JOHNSON	BOARD MEMBER 2 00	0		
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				
ALLYSON ROTHROCK	President 40 00	195,701	28,828	
1 ELLSWORTH STREET MARTINSVILLE, VA 24112				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ANCHOR COMMISSION 313-315 E MARKET ST MARTINSVILLE, VA 24112	N/A	PC	TO IMPLEMENT THE SEVEN CHALLENGES COMPREHENSIVE COUNSELING PROGRAM FOR SUBSTANCE USE AND CO- OCCURRING MENTAL HEALTH PROGRAMS	10,000
CITY OF MARTINSVILLE PO BOX 1112 55 W CHURCH STREET MARTINSVILLE, VA 24114	N/A	GOV	CONTINUATION OF OPERATIONAL SUPPORT FOR SMITH RIVER SPORTS COMPLEX OVER THREE YEARS	100,000
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC RD SALEM, VA 24153	N/A	PC	IMPLEMENTATION & TRIAL PERIOD FOR FEEDTHENATION SOFTWARE PROGRAM TO MAKE FASWVA MORE EFFICIENT	8,500
INST FOR ADV LEARNING AND RESEARCH FDN 150 SLAYTON AVENUE DANVILLE, VA 24540	N/A	PC	FUND EVALUATION EFFORTS FOR THE SOVA YOUTH CAREER CHOICE EXPO IN 2016 & 2017	25,000
QUICKSTART TENNIS OF CENTRAL VA INC PO BOX 422 IVY, VA 22945	N/A	PC	TO IMPLEMENT THE JUMP START QUICKSTART TENNIS INITIATIVE IN MARTINSVILLE AND HENTRY COUNTY SCHOOLS	4,140
Total 3a				10,212,683

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>				
VIRGINIA CONGRESS OF PARENTS & TEACHERS 400 RICH ACRES SCHOOL RD MARTINSVILLE, VA 24112	N/A	PC	FOR SANVILLE ELEMENTARY'S "GARDEN TO GROW!"	10,000
MARTINSVILLE-HENRY CO ECONOMIC DEVELOP 134 EAST CHURCH STREET SUITE 200 MARTINSVILLE, VA 24114	N/A	PC	TO SUPPORT GENERAL OPERATIONS	2,000,000
UNITED WAY OF HENRY CO AND MARTINSVILLE 134 East Church Street PO BOX 951 MARTINSVILLE, VA 24114	N/A	PC	Smart Beginnings-System Building Continuation	78,932
THE FAMILY YMCA 3 STARLING AVE MARTINSVILLE, VA 24112	N/A	PC	FIRST GRADE LEARN TO SWIM PROGRAM	2,500
THEATREWORKS COMMUNITY PLAYERS 44 FRANKLIN ST MARTINSVILLE, VA 24112	N/A	PC	FOR MARKETING AND BRANDING PROJECT	10,000
Total ► 3a				10,212,683

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>				
UNITED WAY OF HENRY CO AND MARTINSVILLE 134 East Church Street PO BOX 951 BASSETT, VA 24114	N/A	PC	CONTINUE DISCUSSION OF "BRIDGES OUT OF POVERTY" WITH EMPLOYERS, NONPROFIT LEADERS AND COMMUNITY SERVICE PROVIDERS	10,000
NEW COLLEGE FOUNDATION 191 FAYETTE STREET MARTINSVILLE, VA 24112	N/A	PC	2014-2016 BIENNIAL REQUEST FOR OPERATIONS	921,029
WEST PIEDMONT WORKFORCE INVESTMENT BOARD 233 W COMMONWEALTH BLVD MARTINSVILLE, VA 24112	N/A	PC	TO MERGE ANNUAL HOME FOR THE HOLIDAYS CONCERT AND THE ANNUAL HOME FOR THE HOLIDAYS JOB FAIR	10,000
HENRY COUNTY PO BOX 7 3300 KINGS MOUNTAIN RD COLLINSVILLE, VA 24078	N/A	GOV	COMMONWEALTH CROSSING BUSINESS CENTER FOR GRADING AND INFRASTRUCTURE IMPROVEMENTS	2,000,000
DAN RIVER BASIN ASSOCIATION 413 CHURCH STREET SUITE 401 EDEN, NC 27288	N/A	PC	Smith River Protect the Investment Initiative through monitoring and regular release schedule to ensure a clean and healthy river	52,167
Total 				10,212,683
3a				

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>				
MARTINSVILLE HC FOR HEALTH AND WELLNESS 22 CHURCH STREET SUITE 311 MARTINSVILLE, VA 24112	N/A	PC	Live Well MHC-improve health of individualsby leading a shift in focus from treatment to prevention and wellness	418,664
CARLISLE SCHOOL 300 CARLISLE RD MARTINSVILLE, VA 24112	N/A	PC	K-12 Initiative Phase III	34,169
HENRY COUNTY PUBLIC SCHOOLS PO BOX 8958 COLLINSVILLE, VA 24078	N/A	GOV	K-12 Initiative Phase III	415,560
MARTINSVILLE CITY PUBLIC SCHOOLS PO BOX 5548 MARTINSVILLE, VA 24112	N/A	GOV	K-12 Initiative Phase III	124,380
SPENCER PENN SCHOOL PRESERVATION PO BOX 506 SPENCER, VA 24165	N/A	PC	MAP COLLABORATIVE WITH BOYS & GIRLS CLUB BUILDS ON THE LEARNING THAT HAPPENS DURING THE SCHOOL DAY	167,572
Total ► 3a				10,212,683

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>				
PIEDMONT VIRGINIA DENTAL HEALTH FDN 407 STARLING AVE MARTINSVILLE, VA 24112	N/A	PC	Community Dental Clinic operations	207,570
CITY OF MARTINSVILLE PO BOX 1112 55 W CHURCH STREET MARTINSVILLE, VA 24114	N/A	GOV	CONTINUATION OF OPERATIONAL SUPPORT FOR SMITH RIVER SPORTS COMPLEX OVER THREE YEARS	100,000
MARTINSVILLE-HENRY CO ECONOMIC DEVE 134 EAST CHURCH STREET SUITE 200 MARTINSVILLE, VA 24114	N/A	PC	SUPPORT FOR DEVELOPMENT OF COMMONWEALTH CROSSING BUSINESS CENTRE	3,500,000
CITY OF MARTINSVILLE PO BOX 1112 55 W CHURCH STREET MARTINSVILLE, VA 24114	N/A	GOV	TO ENHANCE PLAYGROUND EQUIPMENT AT SMITH RIVER SPORTS COMPLEX	2,500
Total ▶ 3a				10,212,683

TY 2016 Accounting Fees Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND BOOKKEEPING	2,600	1,300	0	3,500

TY 2016 Contractor Compensation Explanation**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Contractor	Explanation
B&C INTERNATIONAL	ADVERTISING & PUBLIC RELATIONS CONSULTING
COLONIAL CONSULTING CORPORATION	INVESTMENT CONSULTING
HUNTON & WILLIAMS	LEGAL ADVICE AND RELATED SERVICES

TY 2016 Investments Corporate Stock Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS	6,718,238	6,718,238

TY 2016 Investments - Other Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN LIMITED PARTNERSHIP	FMV	165,852,968	165,852,968
MUTUAL FUNDS	FMV	35,171,361	35,171,361

**TY 2016 Land, Etc.
Schedule****Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	95,557	94,546	1,011	1,011
Improvements	52,157	41,004	11,153	11,153
Miscellaneous	131,067	128,368	2,699	2,699

TY 2016 Legal Fees Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	141,160	14,116	0	140,054

TY 2016 Mortgages and Notes Payable Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0**Total Mortgage Amount:** 3,500,000

TY 2016 Other Assets Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
HOLDBACK RECEIVABLE	246,207	24,239	24,239

TY 2016 Other Decreases Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
FEDERAL EXCISE TAX - CURRENT & DEFERRED	368,375

TY 2016 Other Expenses Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DIRECT CHARITABLE EXPENDITURES	112,130			108,159
DUES & SUBSCRIPTIONS	18,062	29		18,033
EQUIPMENT RENTAL AND MAINTENANCE	6,123	612		4,842
INFORMATION TECHNOLOGY	39,293	3,930		38,916
INSURANCE	21,498	2,107		19,391
MISCELLANEOUS	5,108	92		4,527
POSTAGE AND SHIPPING	1,283	128		921
PUBLIC RELATIONS	104,809	10,481		94,328
SUPPLIES	9,295	930		7,304

TY 2016 Other Income Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY K-1 INCOME(LOSS)	41,361	49,409	

TY 2016 Other Liabilities Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED TAX LIABILITY	175,127	383,941

TY 2016 Other Professional Fees Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDITING FEES	16,323	8,162	0	8,162
CONSULTING	82,771	7,681	0	77,678
INVESTMENT ADVISORY SERVICES	158,618	158,618	0	0
INVESTMENT MGT FEES	1,430,030	1,430,030	0	0
PROGRAM RELATED CONSULTING	20,356	0	0	20,356

TY 2016 Taxes Schedule**Name:** THE HARVEST FOUNDATION OF THE PIEDMONT**EIN:** 31-1496872**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES AND LICENSES	72,097	71,226		871