Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ *Do not enter social security numbers on this form as it may be made public.*

▶ **Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf***

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation: ROBINS JR, E. CLAIBORNE CHAR AGY

A Employer identification number: 32-6140103

Number and street (or P.O. box number if mail is not delivered to street address): 1525 W W.T. HARRIS BLVD. D1114-044

Room/suite:

B Telephone number (see instructions): 855-739-2921

City or town, state or province, country, and ZIP or foreign postal code: CHARLOTTE, NC 28262

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: [X] 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)* ▶ $ 37,741,825.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	833,891.	806,947.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	312,836.			
	b Gross sales price for all assets on line 6a 4,899,189.				
	7 Capital gain net income (from Part IV, line 2)		312,836.		
	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)				
	12 **Total.** Add lines 1 through 11	1,146,727.	1,119,783.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 6	1,800.	NONE	NONE	1,800.
	c Other professional fees (attach schedule) STMT 7	131,491.	131,491.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	17,058.	11,055.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	150,349.	142,546.	NONE	1,800.
	25 Contributions, gifts, grants paid	1,935,000.			1,935,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,085,349.	142,546.	NONE	1,936,800.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-938,622.			
	b **Net investment income** (if negative, enter -0-)		977,237.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2016)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	25,407.	2,165.	2,165.
2	Savings and temporary cash investments	1,401,688.	869,775.	869,775.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations (attach schedule) STMT 9	3,551,207.	3,515,946.	3,496,816.
b	Investments - corporate stock (attach schedule) STMT 11	21,374,495.	21,152,882.	25,646,358.
c	Investments - corporate bonds (attach schedule) STMT 12	7,396,713.	7,297,752.	7,200,297.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 15	576,386.	526,204.	526,414.
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)	34,325,896.	33,364,724.	37,741,825.
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 ▶ ☐ 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. ▶ X			
27	Capital stock, trust principal, or current funds	34,325,896.	33,364,724.	
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)	34,325,896.	33,364,724.	
31	**Total liabilities and net assets/fund balances** (see instructions)	34,325,896.	33,364,724.	

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	34,325,896.
2	Enter amount from Part I, line 27a	2	-938,622.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 16	3	14,418.
4	Add lines 1, 2, and 3	4	33,401,692.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 17	5	36,968.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,364,724.

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			
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	4,899,189.		4,586,353.	312,836.
b				
c				
d				
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				312,836.
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** 312,836.

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 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	1,980,226.	38,871,099.	0.050943
2014	1,884,224.	40,029,534.	0.047071
2013	1,112,629.	38,142,581.	0.029170
2012	875,152.	31,222,424.	0.028030
2011	993,231.	26,404,963.	0.037615

2	**Total** of line 1, column (d)	2	0.192829
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	0.038566
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	37,329,291.
5	Multiply line 4 by line 3	5	1,439,641.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,772.
7	Add lines 5 and 6	7	1,449,413.
8	Enter qualifying distributions from Part XII, line 4	8	1,936,800.

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 ▶ [X] and enter 1% of Part I, line 27b	1	9,772.
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	9,772.
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	9,772.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 8,843.		
b	Exempt foreign organizations - tax withheld at source . . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . 6c 929.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments. Add lines 6a through 6d	7	9,772.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ NONE **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ____ (2) On foundation managers ▶ $ ____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 18 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?			1c		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			
	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			
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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	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
E CLAIBORNE ROBINS JR 9878 MAYLAND DRIVE, RICHMOND, VA 23233	TRUSTEE 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
SEE STATEMENT 19		
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	36,840,791.
b	Average of monthly cash balances	1b	1,056,966.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	37,897,757.
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	37,897,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	568,466.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,329,291.
6	**Minimum investment return.** Enter 5% of line 5	6	1,866,465.

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	1,866,465.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	9,772.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,772.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,856,693.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,856,693.
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	1,856,693.

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	1,936,800.
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	1,936,800.
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	9,772.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,927,028.

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.

32-6140103

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				1,856,693.
2 Undistributed income, if any, as of the end of 2016.				
a Enter amount for 2015 only			1,932,629.	
b Total for prior years: 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 NONE				
b From 2012 NONE				
c From 2013 NONE				
d From 2014 NONE				
e From 2015 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 1,936,800.				
a Applied to 2015, but not more than line 2a			1,932,629.	
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				4,171.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,852,522.
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)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012 NONE				
b Excess from 2013 NONE				
c Excess from 2014 NONE				
d Excess from 2015 NONE				
e Excess from 2016 NONE				

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 . . . . ▶

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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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 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).)

N/A

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.

N/A

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*				
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND VA 23173	NONE	PC	IMPROVEMENTS TO ROBINS CENTER	100,000.
RICHMOND SPCA 2519 HERMITAGE ROAD RICHMOND VA 23220	NONE	PC	FUND RAISING CAMPAIGN	265,000.
THE NEW COMMUNITY SCHOOL 4211 HERMITAGE ROAD RICHMOND VA 23227	NONE	PC	BUILDING ON STRENGTHS CAMPAIGN	20,000.
SAINT BRIDGET SCHOOL 6011 YORK ROAD RICHMOND VA 23226	NONE	PC	IGNITE CAMPAIGN	200,000.
NATIONAL D-DAY MEMORIAL FOUNDATION PO BOX 77 BEDFORD VA 24523	NONE	PC	GENERAL SUPPORT	250,000.
CARMEL SCHOOL 9020 JERICHO ROAD, PO BOX 605 RUTHER GLEN VA	NONE	PC	GENERAL OPERATING SUPPORT	1,100,000.
Total . . . . ▶ **3a**				1,935,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	833,891.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	312,836.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,146,727.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,146,727.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC 3.625% 11/15/24	3,625.	3,625.
AT&T INC 5.500% 2/01/18	2,750.	2,750.
AT&T INC 2.400% 3/15/17	600.	600.
AETNA INC 2.750% 11/15/22	2,442.	2,442.
ALLY MASTER OWNER TR 1.540% 9/15/19	1,771.	1,771.
AMGEN INC 2.300% 6/15/16	920.	920.
ANHEUSER-BUSCH INBEV 5.375% 1/15/20	2,150.	2,150.
APPLE INC 2.400% 5/03/23	1,920.	1,920.
ARTISAN INTERNATIONAL FD INS #662	14,638.	14,638.
BB&T CORPORATION 2.450% 1/15/20	1,960.	1,960.
BHP BILLITON FIN USA 1.625% 2/24/17	1,138.	1,138.
BANK OF AMERICA NA 5.650% 5/01/18	3,390.	3,390.
BANK OF MONTREAL 2.500% 1/11/17	1,625.	1,625.
BANK OF NY MELLON CO 2.500% 4/15/21	106.	106.
BARCLAYS BANK PLC 5.000% 9/22/16	5,000.	5,000.
BLACKROCK INC 5.000% 12/10/19	2,500.	2,500.
BUNGE LIMITED FINANC 3.200% 6/15/17	2,400.	2,400.
CME GROUP INC 3.000% 3/15/25	3,750.	3,750.
CSX CORP 3.350% 11/01/25	1,221.	1,221.
CVS CAREMARK CORP 5.750% 6/01/17	345.	345.
CVS CAREMARK CORP 4.000% 12/05/23	2,000.	2,000.
CATERPILLAR INC 3.900% 5/27/21	2,925.	2,925.
CISCO SYSTEMS INC 5.500% 2/22/16	2,750.	2,750.
CISCO SYSTEMS INC 2.200% 2/28/21	948.	948.
CITIGROUP INC 3.750% 6/16/24	2,813.	2,813.
COMCAST CORP 5.150% 3/01/20	2,318.	2,318.
CRANE CO 4.450% 12/15/23	850.	850.
DEVON ENERGY CORPORA 3.250% 5/15/22	745.	745.
DIRECTV HOLDINGS/FIN 2.400% 3/15/17	600.	600.
DODGE & COX INT'L STOCK FD #1048	24,694.	24,694.
DOW CHEMICAL CO/THE 4.250% 11/15/20	1,615.	1,615.
DR PEPPER SNAPPLE GR 2.900% 1/15/16	653.	653.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DR PEPPER SNAPPLE GR 2.000% 1/15/20	729.	729.
DUKE ENERGY CORP 3.550% 9/15/21	3,550.	3,550.
ENTERPRISE PRODUCTS 3.200% 2/01/16	640.	640.
EXPRESS SCRIPTS HOLD 2.650% 2/15/17	1,422.	1,422.
FHLMC POOL #C91272 5.000% 10/01/29	2,035.	2,035.
FHLMC POOL #J05003 4.500% 6/01/22	445.	445.
FHLMC POOL #J12696 4.000% 8/01/25	916.	916.
FHLMC POOL #J16148 3.500% 7/01/26	2,184.	2,184.
FED HOME LN BK 4.750% 12/16/16	9,263.	9,263.
FED HOME LN MTG CORP 4.750% 1/19/16	1,188.	1,188.
FED NATL MTG ASSN 1.500% 6/22/20	2,250.	2,250.
FED NATL MTG ASSN 1.875% 9/18/18	2,625.	2,625.
FED HOME LN MTG CORP 3.000% 7/15/37	2,975.	2,975.
FED HOME LN MTG CORP 3.750% 3/27/19	8,063.	8,063.
FED HOME LN MTG CORP 2.375% 1/13/22	3,795.	3,795.
FED HOME LN MTG CORP 1.750% 5/30/19	1,808.	1,808.
FNMA POOL #889568 5.500% 3/01/20	463.	463.
FID ADV EMER MKTS INC- CL I #607	31,703.	31,703.
JP MORGAN MID CAP VALUE-I #758	16,398.	16,398.
FORD CREDIT FLOORPLA 1.920% 1/15/19	2,496.	2,496.
FORD MOTOR CREDIT CO 5.000% 5/15/18	3,750.	3,750.
FREEPORT-MCMORAN C 3.550% 3/01/22	683.	683.
GS MORTGAGE SECURITI 3.482% 1/10/45	4,178.	4,178.
GENERAL DYNAMICS COR 1.000% 11/15/17	850.	850.
GENERAL ELEC CAP COR 5.625% 5/01/18	2,813.	2,813.
GOLDMAN SACHS GROUP 4.000% 3/03/24	4,000.	4,000.
GOVT NATL MTG ASSN 3.000% 7/20/40	2,435.	2,435.
HSBC HOLDINGS PLC 4.875% 1/14/22	2,719.	2,719.
HARBOR INTERNATION FD INST #2011	27,598.	27,598.
HARBOR CAPITAL APRCTION-INST #2012	1,699.	1,699.
HOME DEPOT INC 5.400% 3/01/16	1,215.	1,215.
HOME DEPOT INC 3.950% 9/15/20	1,572.	1,572.
IBM CORP 3.625% 2/12/24	1,627.	1,627.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES CORE S & P 500 ETF	86,911.	86,911.
ISHARES RUSSELL MID-CAP VALUE	1,176.	1,176.
ISHARES RUSSELL MID-CAP GROWTH	5,488.	5,488.
ISHARES S&P SMALL-CAP 600 VALUE	2,352.	2,352.
ISHARES S&P SMALL-CAP 600 GROWTH	3,656.	3,656.
JPMORGAN CHASE & CO 3.625% 5/13/24	3,625.	3,625.
JOHNSON & JOHNSON 2.050% 3/01/23	308.	308.
JPMORGAN HIGH YIELD FUND SS #3580	22,032.	22,032.
KEELEY SMALL CAP VAL FD CL I #2251	3,513.	3,513.
KENTUCKY ST ASSET/LI 2.818% 4/01/22	5,213.	5,213.
KRAFT FOODS INC 4.125% 2/09/16	1,547.	1,547.
MFS VALUE FUND-CLASS I #893	32,900.	32,900.
MAXIM INTEGRATED PRO 3.375% 3/15/23	2,531.	2,531.
MERGER FUND-INST #301	5,860.	5,860.
MICROSOFT CORP 3.125% 11/03/25	1,518.	1,518.
MONDELEZ INTERNATION 2.250% 2/01/19	938.	938.
MORGAN STANLEY 3.750% 2/25/23	2,813.	2,813.
MOSAIC CO 4.250% 11/15/23	3,400.	3,400.
NATIONAL RURAL UTIL 3.050% 2/15/22	2,135.	2,135.
NORDSTROM INC 4.750% 5/01/20	2,850.	2,850.
NORTHERN TRUST CORP 3.375% 8/23/21	2,194.	2,194.
OPPENHEIMER DEVELOPING MKT-I #799	12,684.	12,684.
PIMCO FOREIGN BD FD USD H-INST #103	2,099.	1,470.
PNC FUNDING CORP 2.700% 9/19/16	1,249.	1,249.
PEPSICO INC 1.250% 8/13/17	686.	686.
PRAXAIR INC 4.050% 3/15/21	2,008.	2,008.
PRUDENTIAL FINANCIAL 3.000% 5/12/16	750.	750.
T ROWE PRICE EQUITY INCOME #71	38,035.	38,035.
T ROWE PRICE BLUE CHIP GRWTH #93	790.	790.
T ROWE PRICE SMALL CAP STOCK #65	4,765.	4,765.
T ROWE PRICE SHORT TERM BD FD #55	23,724.	21,057.
T ROWE PRICE INST FLOAT RATE #170	34,431.	34,431.
SPDR DJ WILSHIRE INTERNATIONAL REAL	100,693.	100,693.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STREET CORP 4.375% 3/07/21	4,375.	4,375.
TEXAS INSTRUMENTS IN 2.250% 5/01/23	1,350.	1,350.
TOTAL CAPITAL INTL 2.875% 2/17/22	2,875.	2,875.
UNDER ARMOUR INC 3.250% 6/15/26	1,307.	1,307.
US TREASURY NOTE 1.625% 4/30/19	2,438.	2,438.
US TREASURY NOTE 2.375% 8/15/24	3,563.	3,563.
US TREASURY NOTE 3.500% 2/15/18	7,525.	7,525.
US TREASURY NOTE 2.000% 2/15/25	700.	700.
US TREASURY NOTE 2.000% 8/15/25	2,939.	2,939.
US TREASURY NOTE 2.625% 2/29/16	2,100.	2,100.
US TREASURY NOTE 2.250% 11/15/25	1,498.	1,498.
US TREASURY NOTE 3.250% 12/31/16	1,001.	1,001.
US TREASURY NOTE 3.625% 2/15/20	8,338.	8,338.
US TREASURY NOTE 2.375% 7/31/17	2,853.	2,853.
US TREASURY NOTE 2.625% 11/15/20	8,680.	8,680.
US TREASURY NOTE 3.625% 2/15/21	1,813.	1,813.
US TREASURY NOTE 3.125% 5/15/21	5,625.	5,625.
US TREASURY NOTE 1.625% 5/15/26	307.	307.
US TREASURY NOTE 1.750% 5/15/23	1,050.	1,050.
US TREASURY NOTE 2.500% 8/15/23	625.	625.
US TREASURY NOTE 2.750% 11/15/23	3,438.	3,438.
UNITEDHEALTH GROUP 6.000% 2/15/18	2,700.	2,700.
VANGUARD FTSE DEVELOPED ETF	5,911.	5,911.
VANGUARD FTSE EMERGING MARKETS ETF	14,613.	14,613.
VANGUARD REIT VIPER	72,840.	50,222.
VERIZON COMMUNICATIO 5.150% 9/15/23	3,605.	3,605.
VIACOM INC 3.500% 4/01/17	1,763.	1,763.
VISA INC 2.200% 12/14/20	865.	865.
VODAFONE GROUP PLC 1.250% 9/26/17	500.	500.
WESTPAC BANKING CORP 4.875% 11/19/19	2,438.	2,438.
FEDERATED TAX FREE OBLIGATIONS #15	1,032.	2.
FEDERATED GOVT OBLIGATIONS PRM #117	1,101.	1,101.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	833,891.	806,947.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,800.			1,800.
TOTALS	1,800.	NONE	NONE	1,800.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO - MGMT FEES	131,491.	131,491.
TOTALS	131,491.	131,491.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	6,003.	
FOREIGN TAXES ON QUALIFIED FOR	7,507.	7,507.
FOREIGN TAXES ON NONQUALIFIED	3,548.	3,548.
TOTALS	17,058.	11,055.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3133XHZK1 FED HOME LN BK	220,309.		
3137EACA5 FED HOME LN MTG CORP	235,095.	235,095.	226,490.
912828HR4 US TREASURY NOTE	226,646.	288,352.	282,714.
912828PC8 US TREASURY NOTE	319,420.	319,832.	325,581.
3128PR7H6 FHLMC POOL #J12696	28,200.	19,890.	19,936.
912828KS8 US TREASURY NOTE	164,317.		
912828MP2 US TREASURY NOTE	246,679.	246,679.	244,743.
912828PX2 US TREASURY NOTE	56,057.	56,057.	53,672.
912828QN3 US TREASURY NOTE	187,375.	187,375.	189,682.
3128PGRY1 FHLMC POOL #J05003	11,118.	9,331.	9,395.
3128PVZM5 FHLMC POOL #J16148	74,882.	55,474.	54,788.
31410KJM7 FNMA POOL #889568	12,532.	5,676.	5,349.
3128P7MV2 FHLMC POOL #C91272	50,932.	34,265.	34,687.
3134A4ZT4 FED HOME LN MTG CORP	56,453.		
491189FW1 KENTUCKY ST ASSET/LI	185,000.	185,000.	184,845.
912828VB3 US TREASURY NOTE	55,631.	55,631.	58,439.
912828VS6 US TREASURY NOTE	24,768.	24,768.	25,443.
3137EADG1 FED HOME LN MTG CORP	119,695.	39,898.	40,377.
912828D23 US TREASURY NOTE	149,432.	149,432.	151,172.
912828D56 US TREASURY NOTE	149,496.	149,496.	150,698.
912828WE6 US TREASURY NOTE	125,322.	125,322.	129,121.
3135G0D75 FED NATL MTG ASSN	148,483.	148,483.	149,301.
3135G0YM9 FED NATL MTG ASSN	143,849.	143,849.	141,623.
3137EADB2 FED HOME LN MTG CORP	154,995.	180,790.	177,872.
912828J27 US TREASURY NOTE	34,003.	34,003.	34,065.
912828K74 US TREASURY NOTE	157,413.	157,413.	154,987.
912828MD9 US TREASURY NOTE	140,614.	57,202.	55,000.
912828NR7 US TREASURY NOTE	72,491.	195,247.	191,826.
912828M56 US TREASURY NOTE		81,200.	78,975.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912828R36 US TREASURY NOTE			50,770.	46,625.
912828U24 US TREASURY NOTE			130,195.	129,890.
912828U40 US TREASURY NOTE			149,221.	149,520.
	TOTALS	3,551,207.	3,515,946.	3,496,816.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
256206103 DODGE & COX INT'L ST	942,894.	992,894.	1,046,569.
411511306 HARBOR INTERNATION F	1,222,996.	1,272,996.	1,277,987.
411511504 HARBOR CAPITAL APRCT	1,025,713.	1,025,713.	1,580,042.
464287200 ISHARES CORE S & P 5	2,821,737.	2,993,937.	4,411,604.
487300808 KEELEY SMALL CAP VAL	403,565.	324,288.	446,891.
779547108 T ROWE PRICE EQUITY	1,281,000.	1,199,673.	1,472,151.
78463X863 SPDR DJ WILSHIRE INT	1,249,530.	1,194,179.	1,103,579.
922042858 VANGUARD FTSE EMERGI	349,400.	592,448.	593,054.
922908553 VANGUARD REIT VIPER	1,137,700.	1,119,158.	1,732,552.
04314H600 ARTISAN MID CAP FUND	1,546,000.	727,662.	718,376.
339128100 JP MORGAN MID CAP VA	1,206,744.	1,231,744.	1,689,611.
552983694 MFS VALUE FUND-CLASS	1,213,000.	1,140,381.	1,566,752.
77954Q106 T ROWE PRICE BLUE CH	696,000.	846,000.	1,147,014.
779572106 T ROWE PRICE SMALL C	593,000.	593,000.	764,680.
464287879 ISHARES S&P SMALL-CA	121,395.	166,678.	211,135.
589509207 MERGER FUND-INST #30	934,000.	667,527.	656,261.
64128R608 NEUBERGER BERMAN LON	285,000.	181,779.	182,823.
683974604 OPPENHEIMER DEVELOPI	1,295,000.	1,495,000.	1,420,988.
74925K581 BOSTON P LNG/SHRT RE	1,136,000.	1,136,000.	1,200,487.
025083320 AMER CENT SMALL CAP	220,000.	245,000.	258,770.
04314H402 ARTISAN INTERNATIONA	1,242,308.	491,786.	578,095.
464287887 ISHARES S&P SMALL-CA	244,213.	373,945.	434,850.
921943858 VANGUARD FTSE DEVELO	207,300.	207,300.	182,700.
464287473 ISHARES RUSSELL MID-		80,042.	86,060.
464287481 ISHARES RUSSELL MID-		853,752.	883,327.
TOTALS	21,374,495.	21,152,882.	25,646,358.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
4812C0803 JPMORGAN HIGH YIELD	373,494.	423,494.	408,058.
693390882 PIMCO FOREIGN BD FD	280,443.		
031162BF6 AMGEN INC	81,661.		
03523TAN8 ANHEUSER-BUSCH INBEV	43,412.	43,412.	43,628.
00206RAJ1 AT&T INC	55,426.	55,426.	51,950.
06051GDX4 BANK OF AMERICA NA	62,569.	62,569.	62,866.
09247XAE1 BLACKROCK INC	52,677.	52,677.	54,303.
149123BV2 CATERPILLAR INC	81,081.	81,081.	79,091.
17275RAC6 CISCO SYSTEMS INC	115,141.		
20030NBA8 COMCAST CORP	47,087.	47,087.	49,121.
126650BH2 CVS CAREMARK CORP	13,554.		
260543CC5 DOW CHEMICAL CO/THE	38,478.	38,478.	40,245.
26138EAM1 DR PEPPER SNAPPLE GR	44,950.		
29379VAS2 ENTERPRISE PRODUCTS	39,990.		
36962G3U6 GENERAL ELEC CAP COR	54,163.	54,163.	52,770.
437076AP7 HOME DEPOT INC	50,410.		
74432QBR5 PRUDENTIAL FINANCIAL	50,278.		
91324PBJ0 UNITEDHEALTH GROUP	51,161.	51,161.	47,183.
92553PAG7 VIACOM INC	44,613.		
961214BK8 WESTPAC BANKING CORP	52,866.	52,866.	53,654.
055451AP3 BHP BILLITON FIN USA	70,203.	70,203.	70,053.
06739FGF2 BARCLAYS BANK PLC	112,095.		
25179MAP8 DEVON ENERGY CORPORA	78,665.		
35671DAU9 FREEPORT-MCMORAN C	45,281.		
369550AV0 GENERAL DYNAMICS COR	85,085.	85,085.	84,849.
50075NBB9 KRAFT FOODS INC	82,550.		
637432MQ5 NATIONAL RURAL UTIL	70,615.	70,615.	71,551.
713448CB2 PEPSICO INC	100,947.	20,189.	20,008.
89153VAB5 TOTAL CAPITAL INTL	103,428.	103,428.	100,790.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
92857WAY6 VODAFONE GROUP PLC	40,152.	40,152.	39,926.
06366QW86 BANK OF MONTREAL	66,724.	66,724.	65,016.
120568AV2 BUNGE LIMITED FINANC	77,977.	77,977.	75,565.
30219GAD0 EXPRESS SCRIPTS HOLD	61,759.		
61746BDJ2 MORGAN STANLEY	73,822.	73,822.	77,036.
61945CAC7 MOSAIC CO	80,289.	80,289.	80,667.
655664AN0 NORDSTROM INC	67,004.	67,004.	64,005.
693476BM4 PNC FUNDING CORP	52,246.		
77957P105 T ROWE PRICE SHORT T	1,540,885.	1,540,885.	1,503,889.
882508AW4 TEXAS INSTRUMENTS IN	58,943.	58,943.	57,832.
92343VBR4 VERIZON COMMUNICATIO	72,784.	72,784.	77,402.
001055AM4 AFLAC INC	99,891.	99,891.	102,920.
172967HT1 CITIGROUP INC	76,751.	76,751.	76,385.
25459HBE4 DIRECTV HOLDINGS/FIN	51,370.		
261980668 DREYFUS INTERNATL BO	130,978.		
315920702 FID ADV EMER MKTS IN	500,000.	740,000.	738,995.
38141GVM3 GOLDMAN SACHS GROUP	103,353.	103,353.	103,742.
57772KAB7 MAXIM INTEGRATED PRO	72,465.	72,465.	73,262.
008117AP8 AETNA INC	84,183.	84,287.	83,504.
037833AK6 APPLE INC	78,178.	78,178.	77,898.
05531FAS2 BB&T CORPORATION	80,974.	80,974.	80,627.
12572QAG0 CME GROUP INC	127,785.	127,785.	124,936.
126650CC2 CVS CAREMARK CORP	52,894.	52,894.	52,683.
26441CAF2 DUKE ENERGY CORP	106,027.	106,027.	103,514.
345397VT7 FORD MOTOR CREDIT CO	81,953.	81,953.	77,942.
404280AL3 HSBC HOLDINGS PLC	88,085.	88,085.	86,363.
46625HJX9 JPMORGAN CHASE & CO	104,147.	104,147.	101,719.
665859AM6 NORTHERN TRUST CORP	67,702.	67,702.	67,588.
74005PAY0 PRAXAIR INC	53,789.	53,789.	53,151.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
77958B402 T ROWE PRICE INST FL	750,000.	850,000.	851,721.
857477AG8 STATE STREET CORP	111,280.	111,280.	107,341.
00206RCV2 AT&T INC		50,521.	50,123.
06406FAA1 BANK OF NY MELLON CO		82,030.	80,089.
126408HD8 CSX CORP		83,702.	80,079.
17275RBD3 CISCO SYSTEMS INC		39,923.	39,914.
224399AR6 CRANE CO		85,757.	82,751.
26138EAQ2 DR PEPPER SNAPPLE GR		73,855.	74,477.
437076AT9 HOME DEPOT INC		81,484.	79,769.
459200HU8 IBM CORP		83,078.	83,308.
478160BT0 JOHNSON & JOHNSON		29,920.	29,190.
594918BJ2 MICROSOFT CORP		66,347.	65,726.
904311AA5 UNDER ARMOUR INC		80,047.	75,554.
91159HHN3 US BANCORP		89,341.	83,319.
92826CAB8 VISA INC		81,672.	80,249.
TOTALS	7,396,713.	7,297,752.	7,200,297.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MI0236783 AMITE COUNTY, MS:	C	1.	1.	1.
02005ACW6 ALLY MASTER OWNER TR	C	115,355.	115,355.	115,163.
34528QBP8 FORD CREDIT FLOORPLA	C	134,266.	134,266.	130,035.
36192BAY3 GS MORTGAGE SECURITI	C	120,413.	119,959.	125,113.
38378CFN2 GOVT NATL MTG ASSN	C	93,199.	68,343.	69,159.
3137BCA40 FED HOME LN MTG CORP	C	113,152.	88,280.	86,943.
TOTALS		576,386.	526,204.	526,414.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	10,696.
ACCD INT POSTING PRIOR YR EFF CURRENT YR	1,511.
CAP LOSS POSTING NEXT YR EFF CURR YR	2,202.
ROUNDING	9.
TOTAL	14,418.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE	15,103.
ACCD INT POSTING CURRENT YR EFF NEXT YR	931.
ROC ADJUSTMENTS	20,934.
TOTAL	36,968.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: WELLS FARGO BANK NA

ADDRESS: 100 N MAIN ST, FL 6, D4001-065
WINSTON SALEM, NC 27101-3818

TELEPHONE NUMBER: (855)739-2921

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
WELLS FARGO BANK
ADDRESS:
1525 W WT HARRIS BLVD, D1114-044
1525 W WT HARRIS BLVD, D1114-044, CHARLOTTE, NC 28262
TYPE OF SERVICE:
MGMT FEES
COMPENSATION .... 131,491.
COMPENSATION EXPLANATION:
INVESTMENT MGMT FEES

TOTAL COMPENSATION: 131,491.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

E. Claiborne Robins Jr | 18 May 17 | ▶Trustee

Signature of officer or trustee | Date | Title

E. CLAIBORNE ROBINS, JR.

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
CYNTHIA PETERS, AVP	Cynthia J Peters	04/11/2017		P00116953

Firm's name ▶ WELLS FARGO BANK, N.A. Firm's EIN ▶ 94-3080771

Firm's address ▶ 1525 W W.T. HARRIS BLVD. D1114-044
CHARLOTTE, NC 28262 Phone no. 800-691-8916