

EXTENDED TO NOVEMBER 15, 2017
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

► 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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

KEATING FOUNDATION, INC.

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

1092 SIZEMORE ROAD

A Employer identification number

36-6124669

City or town, state or province, country, and ZIP or foreign postal code

AIKEN, SC 29803

Room/suite

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

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ **342,189.** (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		25,000.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		12.	12.		STATEMENT 1
5a Gross rents		8,542.	8,542.		STATEMENT 2
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a		<50,415.>			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns	RECEIVED				
10a and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)	MAY 26 2017				
11 Other income					
12 Total. Add lines 1 through 11		<16,861.>	8,554.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	2,100.	0.		2,100.
c Other professional fees					
17 Interest					
18 Taxes	STMT 4	414.	14.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	1,945.	1,930.		15.
24 Total operating and administrative expenses. Add lines 13 through 23		4,459.	1,944.		2,115.
25 Contributions, gifts, grants paid		16,225.			16,225.
26 Total expenses and disbursements. Add lines 24 and 25		20,684.	1,944.		18,340.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<37,545.>			
b Net investment income (if negative, enter -0-)			6,610.		
c Adjusted net income (if negative, enter -0-)				N/A	

2017
JUN 01
SCANNED JUN 01 2017

Operating and Administrative Expenses

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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14510515 251757 14693

1
2016.03040 KEATING FOUNDATION, INC. 14693

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		63,243.	43,162.	43,162.
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				
7	Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 6	303,767.	284,661.	299,027.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		367,010.	327,823.	342,189.
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			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31				
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	28	Capital stock, trust principal, or current funds	367,010.	327,823.	
	29	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	30	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	31	Total net assets or fund balances	367,010.	327,823.	
	31	Total liabilities and net assets/fund balances	367,010.	327,823.	

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	367,010.
2	Enter amount from Part I, line 27a	2	<37,545.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	329,465.
5	Decreases not included in line 2 (itemize) ► OTHER INVESTMENT BASIS ADJUSTMENTS	5	1,642.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	327,823.

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Part IV Capital Gains and Losses for Tax on Investment Income			SEE ATTACHED STATEMENTS		
(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.)
a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	186,664.	237,079.	<50,415.>		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			<50,415.>		
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	<50,415.>	
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). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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	10,935.	333,614.	.032777
2014			
2013			
2012			
2011			
2 Total of line 1, column (d)		2	.032777
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	.032777
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	308,529.
5 Multiply line 4 by line 3		5	10,113.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	66.
7 Add lines 5 and 6		7	10,179.
8 Enter qualifying distributions from Part XII, line 4		8	18,340.

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.

b 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	
6b	
6c	66.
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ►

Refunded ►

11

7	66.
8	
9	0.
10	

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

1c	X

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2	X

If "Yes," attach a detailed description of the activities

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?

5	X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6	X

7	X

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8b	X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

9	X

IL 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

10	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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
14	The books are in care of ► <u>MARILEA KEATING</u> Located at ► <u>1092 SIZEMORE ROAD, AIKEN, SC</u>	Telephone no. ► <u>803-641-9817</u> ZIP+4 ► <u>29803</u>
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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did <u>any</u> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is <u>not</u> 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 <u>all</u> years listed, answer "No" and attach statement - see instructions.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to <u>any</u> of the years listed in 2a, list the years here. ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (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 Yes No Yes No Yes No Yes No Yes Nob 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)?

N/A

►

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?

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
RICHARD KEATING III 1092 SIZEMORE ROAD AIKEN 29803	PRESIDENT 1.00	0.	0.	0.
MARILEA KEATING 1092 SIZEMORE ROAD AIKEN 29803	VICE PRESIDENT 1.00	0.	0.	0.

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

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

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

►

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

►

0**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
4		
Total. Add lines 1 through 3	►	0.

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

b Average of monthly cash balances

c Fair market value of all other assets

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)

1e 0.

1a 189,367.

1b 123,860.

1c

1d 313,227.

2 Acquisition indebtedness applicable to line 1 assets

2 0.

3 Subtract line 2 from line 1d

3 313,227.

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

4 4,698.

5 **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4

5 308,529.

6 **Minimum investment return** Enter 5% of line 5

6 15,426.

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 15,426.

2a Tax on investment income for 2016 from Part VI, line 5

2a 66.

b Income tax for 2016. (This does not include the tax from Part VI.)

2b

c Add lines 2a and 2b

2c 66.

3 Distributable amount before adjustments. Subtract line 2c from line 1

3 15,360.

4 Recoveries of amounts treated as qualifying distributions

4 0.

5 Add lines 3 and 4

5 15,360.

6 Deduction from distributable amount (see instructions)

6 0.

7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

7 15,360.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:

1a 18,340.

a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26

1b 0.

b Program-related investments - total from Part IX-B

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:

3a

a Suitability test (prior IRS approval required)

3b

b Cash distribution test (attach the required schedule)

4 18,340.

4 **Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

5 66.

6 **Adjusted qualifying distributions** Subtract line 5 from line 4

6 18,274.

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				15,360.
2 Undistributed income, if any, as of the end of 2016			6,142.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
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		0.		
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 18,340.			6,142.	
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2016 distributable amount				12,198.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				3,162.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.		
8 Excess distributions carryover from 2011 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part 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 Paid during the year				
SEE ATTACHMENT	NONE	PC	VARIOUS CHARITABLE PURPOSES	16,225.
Total			► 3a	16,225.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
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						
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)			0.		<41,861. >	0.
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 12 instructions to verify calculations.)					13	<41,861. >

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).

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

2016

Name of the organization

KEATING FOUNDATION, INC.

Employer identification number

36-6124669

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

KEATING FOUNDATION, INC.

Employer identification number

36-6124669

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARILEA KEATING 1092 SIZEMORE ROAD AIKEN, SC 29803	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

KEATING FOUNDATION, INC.

36-6124669

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

KEATING FOUNDATION, INC.

36-6124669

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ► \$ _____
Use duplicate copies of Part III if additional space is needed

Use duplicate copies of Part III if additional space is needed.

KEATING FOUNDATION, INC.

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 1000 SHS AMERICAN CAPITAL MTGE INVEST CORP	P	04/28/15	01/05/16
b 51 SHS BRISTOL MEYERS SQUIBB CO	P	01/01/16	12/31/16
c 2000 SHS CHIMERA INVT CORP	P	01/01/16	12/31/16
d 200 SHS HILTON WORLDWIDE HOLDINGS INC	P	11/30/16	02/03/16
e 22 SHS LAMB WESTON HOLDINGS INC	P	01/01/16	12/31/16
f 2000 SHS NUVEEN CORE EQUITY ALPHA FUND	P	01/01/16	12/31/16
g 36 SHS ROYAL DUTCH SHELL PLC ADR CL A	P	01/01/16	12/31/16
h 93 SHS SPECTRA ENERGY CORP	P	01/01/16	12/31/16
i 300 SHS AT & T INC	P	12/20/13	01/28/16
j 12792 SHS ANWORTH MORTGAGE ASSET CORP	P	12/01/15	12/31/16
k 800 SHS CYS INVESTMENTS INC	P	11/15/13	01/05/16
l 200 SHS DIAMOND OFFSHORE DRILLING INC	P	11/01/13	01/28/16
m 3000 SHS PROSPECT CAPITAL CORP	P	12/01/15	12/31/16
n 438 SHS WESTERN ASSET MORTGAGE CAPITAL CORP	P	12/01/15	12/31/16
o 500 SHS CALAMOS CONV & HIGH INCOME FD	P	12/01/15	12/31/16

(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 14,200.		17,900.	<3,700. >
b 3,102.		3,204.	<102. >
c 27,799.		28,920.	<1,121. >
d 3,396.		4,646.	<1,250. >
e 639.		617.	22.
f 26,200.		34,040.	<7,840. >
g 1,789.		1,566.	223.
h 3,844.		2,677.	1,167.
i 10,695.		10,286.	409.
j 57,405.		70,267.	<12,862. >
k 5,832.		6,452.	<620. >
l 3,540.		11,344.	<7,804. >
m 18,900.		29,570.	<10,670. >
n 4,555.		7,058.	<2,503. >
o 4,750.		8,532.	<3,782. >

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<3,700. >
b			<102. >
c			<1,121. >
d			<1,250. >
e			22.
f			<7,840. >
g			223.
h			1,167.
i			409.
j			<12,862. >
k			<620. >
l			<7,804. >
m			<10,670. >
n			<2,503. >
o			<3,782. >

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 }

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).
If (loss), enter "-0-" in Part I, line 8

2

3

KEATING FOUNDATION, INC.

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 CAPITAL GAINS DIVIDENDS					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(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 18.			18.		
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (i), if any	18.		
a					
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
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	<50,415.00>		
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). If (loss), enter "-0-" in Part I, line 8		3	N/A		

623591
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14510515 251757 14693

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2016.03040 KEATING FOUNDATION, INC. 14693_1

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	NET	(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO ADVISORS 4673-3004	2.		2.	
WELLS FARGO ADVISORS 8592-4510	10.		10.	
TOTAL TO PART I, LINE 3	12.		12.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO ADVISORS 4673-3004	5,414.	17.	5,397.	5,397.	
WELLS FARGO ADVISORS 8592-4510	3,146.	1.	3,145.	3,145.	
TO PART I, LINE 4	8,560.	18.	8,542.	8,542.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,100.	0.		2,100.
TO FORM 990-PF, PG 1, LN 16B	2,100.	0.		2,100.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON INVESTMENT INCOME	400.	0.		0.
FOREIGN TAXES PAID	14.	14.		0.
TO FORM 990-PF, PG 1, LN 18	414.	14.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FILING FEE	15.	0.		15.
WELLS FARGO ADVISORY FEES	1,930.	1,930.		0.
TO FORM 990-PF, PG 1, LN 23	1,945.	1,930.		15.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO HOLDINGS [SEE ATTACHMENT]	284,661.	299,027.
TOTAL TO FORM 990-PF, PART II, LINE 10B	284,661.	299,027.

KEATING FOUNDATION (EIN: 36-6124669)
PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Date	Recipient Name and Address	Foundation Status of Recipient		Recipient Relationship and Purpose of Grant	Amount
		Recipient	Recipient		
01/12/2016	SSHS Marching Band 21503 Black Road, Hagerstown, MD 21740	501(c)(3) Public Charity	501(c)(3) Public Charity	NONE Donation	400 00
01/12/2016	East Aiken Health Center 1847 Hatchaway Bridge RD Aiken, SC 29805	501(c)(3) Public Charity	501(c)(3) Public Charity	NONE Donation	2,000 00
01/31/2016	The Heritage Foundation 214 Massachusetts Ave NE, Washington D C 20002	501(c)(3) Public Charity	501(c)(3) Public Charity	NONE Donation	1,000 00
02/02/2016	Acts, Inc 340 Park Ave SW, Aiken, SC29801	501(c)(3) Public Charity	501(c)(3) Public Charity	NONE Donation	500 00
02/15/2016	St Thaddeus Church 125 Pendleton St SW, Aiken, SC 29801	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	NONE Donation	500 00
05/17/2016	St Thaddeus Church 125 Pendleton St SW, Aiken, SC 29801	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	NONE Donation	200 00
06/12/2016	Office of Advancement Wayland Academy 101 North University Ave, Beaver Dam, WI 53916-9983	Public Charity 501(c)(3)	Public Charity 501(c)(3)	Donation None	300 00
06/13/2016	Paralyzed Vetrans of America 7 Mill Brook Rd, PO Box 9517, Wilton, NH 03086	Public Charity 501(c)(3)	Public Charity 501(c)(3)	Donation None	100 00
06/14/2016	Friends of the Animal Shelter 333 Wire Rd, Aiken, SC 29801	Public Charity 501(c)(3)	Public Charity 501(c)(3)	Donation None	100 00
06/14/2016	Cathedral Choral Society Washington National Cathedral Mass/Wisc Ave, Washington D C 20016	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	None Donation	250 00
08/08/2016	St Thaddeus Church 125 Pendleton St SW, Aiken, SC 29801	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	None Donation	200 00
08/08/2016	SEASPAR 4500 Belmont Rd, Downors Grove, IL 60515	Public Charity 501(c)(3)	Public Charity 501(c)(3)	Donation None	250 00
10/07/2016	Riverbanks Society P O Box 1060, Columbia SC 29202	Public Charity 501(c)(3)	Public Charity 501(c)(3)	Donation None	275 00
10/11/2016	Christ Central 412 Main St, New Ellenton, SC 29809	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	None Donation	200 00
10/11/2016	Acts, Inc 340 Park Ave SW, Aiken, SC29801	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	500 00
11/05/2016	Morningstar CFS 1 Youth Dr, Brunswick, GA 31525	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	250 00
11/07/2016	Hillsdale College Office of the President 33 E College St, Hillsdale, MI 49242	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	500 00
11/07/2016	Paralyzed Vetrans of America 7 Mill Brook Rd, PO Box 9517, Wilton, NH 03086	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	100 00
11/07/2016	Aiken DPS Police Athletic League AKDPS P O Box 1177, Aiken, SC 29802	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	500 00
11/09/2016	Colonial Williamsburg P O Box 1776, Williamsburg, VA,	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	100 00
11/12/2016	The Culinary Institute of America 1946 Campus Dr, Hyde Park, NY 12538	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
12/13/2016	Project Home 1515 Fairmont, Philadelphia, PA 19130	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	500 00
12/28/2016	Aiken County Library New Ellenton 407 Main St, New Ellenton, SC 29809	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	500 00
12/28/2016	Marine Corp League #939 P O Box 6046, Aiken, SC 29804	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
12/28/2016	Friends of the Animal Shelter 333 Wire Rd, Aiken, SC 29801	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
12/28/2016	Acts, Inc 340 Park Ave SW, Aiken, SC29801	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
12/28/2016	Christ Central 412 Main St, New Ellenton, SC 29809	Religious Organization 501(c)(3)	Religious Organization 501(c)(3)	None Donation	1,000 00
12/28/2016	Helping Hands 100 John Eliot Ln, Aiken, SC 29801	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
12/28/2016	East Aiken Health Center 1847 Hatchaway Bridge RD Aiken, SC 29805	Public Charity 501(c)(3)	Public Charity 501(c)(3)	None Donation	1,000 00
TOTAL 2016 CONTRIBUTIONS					16,225.00

KEATING FOUNDATION INC. (EIN: 36-6124669)
PART II - FAIR MARKET VALUE OF INVESTMENTS AS OF DECEMBER 31, 2016

CORPORATE STOCK AND OTHER EQUITIES

CUSIP/ Symbol	Description	Quantity	Price	Ending Value
ABBV	ABBVIE INC	64	\$62.62	\$ 4,007.68
MO	ALTRIA GROUP INC	85	\$67.62	5,747.70
AEP	AMERICAN ELECTRIC POWER	50	\$62.96	3,148.00
ANGI	ANGIES LIST INC	100	\$8.23	823.00
ARR	ARMOUR RESIDENTIAL REIT	375	\$21.69	8,133.75
T	AT & T INC	116	\$42.53	4,933.48
CSCO	CISCO SYSTEMS INC	124	\$30.22	3,747.28
CAG	CONAGRA BRANDS INC	87	\$39.55	3,440.85
DEO	DIAGEO PLC	19	\$103.94	1,974.86
D	DOMINION RES INC	42	\$76.59	3,216.78
DOV	DOVER CORP COMMON	153	\$74.93	11,464.29
DD	DU PONT	73	\$73.40	5,358.20
XOM	EXXON MOBIL CORP	143	\$90.26	12,907.18
GE	GENERAL ELECTRIC	153	\$31.60	4,834.80
GD	GENL DYNAMICS CORPS	82	\$172.66	14,158.12
GPC	GENUINE PARTS CO	27	\$95.54	2,579.58
GSK	GLAXOSMITHKLINE PLC-ADR	75	\$38.51	2,888.25
HAS	HASBRO INC	39	\$77.79	3,033.81
HD	HOME DEPOT	104	\$134.08	13,944.32
ITW	ILLINOIS TOOL WORKS INC	92	\$122.46	11,266.32
INTC	INTEL CORP	252	\$36.27	9,140.04
IBM	INTERNATIONAL BUSINESS MACHINE	80	\$165.99	13,279.20
IP	INTERNATIONAL PAPER CO	68	\$53.06	3,608.08
JNJ	JOHNSON & JOHNSON	143	\$115.21	16,475.03
JPM	JPMORGAN CHASE & CO	59	\$86.29	5,091.11
KMB	KIMBERLY-CLARK CORP	35	\$114.12	3,994.20
LMT	LOCKHEED MARTIN CORP	68	\$249.94	16,995.92
MTB	M & T BANK CORP	21	\$156.43	3,285.03
MXIM	MAXIM INTEGRATED PRODS	77	\$38.57	2,969.89
MCD	MCDONALDS CORP	27	\$121.72	3,286.44
MCHP	MICROCHIP TECHNOLOGY INC	67	\$64.15	4,298.05
MSFT	MICROSOFT CORP	76	\$62.14	4,722.64
NYMT	NEW YORK MORTGAGE TRUST	4,000	\$6.60	26,400.00
NEE	NEXTERA ENERGY INC	31	\$119.46	3,703.26
NUE	NUCOR CORP	53	\$59.52	3,154.56
JCE	NUVEEN CORE EQUITY ALPHA FUND	400	\$13.08	5,232.00
PBCT	PEOPLES UNITED FINANCIAL	240	\$19.36	4,646.40
PEP	PEPSICO INCORPORATED	35	\$104.63	3,662.05
PFE	PFIZER INCORPORATED	136	\$32.48	4,417.28
PSX	PHILLIPS 66	44	\$86.41	3,802.04
PG	PROCTOR & GAMBLE	50	\$84.08	4,204.00
SON	SONOCO PRODUCTS	60	\$52.70	3,162.00
SO	SOUTHERN COMPANY	91	\$49.19	4,476.29
UPS	UNITED PARCEL SERVICE	34	\$114.64	3,897.76
USB	US BANCORP	99	\$51.37	5,085.63
VZ	VERIZON COMMUNICATIONS	89	\$53.38	4,750.82
WBA	WALGREENS BOOTS ALLIANCE	45	\$82.76	3,724.20
WM	WASTE MANAGEMENT INC	50	\$70.91	3,545.50
HCN	WELLTOWER INC	36	\$66.93	2,409.48

TOTAL OF CORPORATE STOCK AND OTHER EQUITIES

\$ 299,027.15