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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	111,898	132,347	132,347		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	160,172	175,386	175,386		
	b	Investments—corporate stock (attach schedule)	2,572,289	2,944,386	2,944,386		
	c	Investments—corporate bonds (attach schedule)	139,740	151,159	151,159		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	6,233	6,263	6,263			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,990,332	3,409,541	3,409,541			
Liabilities	17	Accounts payable and accrued expenses	3,200	3,500			
	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 ▶ _____)	554				
	23	Total liabilities (add lines 17 through 22)	3,754	3,500			
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.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	2,986,578	3,406,041			
30	Total net assets or fund balances (see instructions)	2,986,578	3,406,041				
31	Total liabilities and net assets/fund balances (see instructions) .	2,990,332	3,409,541				

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	2,986,578
2	Enter amount from Part I, line 27a	2	145,303
3	Other increases not included in line 2 (itemize) ▶ _____	3	278,186
4	Add lines 1, 2, and 3	4	3,410,067
5	Decreases not included in line 2 (itemize) ▶ _____	5	4,026
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,406,041

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b PUBLICLY TRADED SECURITIES	P		
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 83,443		92,286	-8,843
b 495,923		396,716	99,207
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			-8,843
b			99,207
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	103,340
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	90,364

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	30,000	3,012,138	0 009960
2014	803,167	3,063,621	0 262163
2013	29,736	568,387	0 052316
2012	99,662	2,055,256	0 048491
2011	95,692	2,007,108	0 047677

2 Total of line 1, column (d)	2	0 420607
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 084121
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,108,839
5 Multiply line 4 by line 3	5	261,519
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,688
7 Add lines 5 and 6	7	263,207
8 Enter qualifying distributions from Part XII, line 4	8	20,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	3,377
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	3,377
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,377
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,546
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	3,546
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	169
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 169 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>SILVERCREST ASSET MANAGEMENT GROUP</u> Telephone no ► <u>(434) 977-4420</u>			

Located at ► 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE VA ZIP+4 ► 22902

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ Yes ☒ No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DUPRE COCHRAN C/O SILVERCREST 230 COURT SQUARE CHARLOTTESVILLE, VA 22902	SECRETARY/VP 2 00	0	0	0
LEE S COCHRAN C/O SILVERCREST 230 COURT SQUARE CHARLOTTESVILLE, VA 22902	DIRECTOR 2 00	0	0	0
E PEYTON COCHRAN C/O SILVERCREST 230 COURT SQUARE CHARLOTTESVILLE, VA 22902	DIRECTOR 2 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,028,206
b	Average of monthly cash balances.	1b	124,334
c	Fair market value of all other assets (see instructions).	1c	3,642
d	Total (add lines 1a, b, and c).	1d	3,156,182
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	
3	Subtract line 2 from line 1d.	3	3,156,182
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	47,343
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,108,839
6	Minimum investment return. Enter 5% of line 5.	6	155,442

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	155,442
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,377
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,377
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	152,065
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	152,065
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	152,065

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	20,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	20,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	20,000

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				152,065
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				547,482
e From 2015.				
f Total of lines 3a through e.	547,482			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 20,000				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				20,000
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	132,065			132,065
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	415,417			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	415,417			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				415,417
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

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

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	20,000
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

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

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

[illegible]

- | 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.		
	*****	2017-05-04	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	EVAN KWIATKOWSKI		2017-05-04		P01509799
	Firm's name ▶ SILVERCREST FINANCIAL SERVICES INC				Firm's EIN ▶ 11-2461669
	Firm's address ▶ 230 COURT SQUARE SUITE 101 CHARLOTTESVILLE, VA 22902				Phone no (434) 977-4420

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN CIVIL LIBERTIES UNION 125 BROAD STREET 18TH FL NEW YORK, NY 10004	NONE	PUBLIC	GENERAL	5,000
AMERICAN FOLK ART MUSEUM 2 LINCOLN SQUARE NEW YORK, NY 10023	NONE	PUBLIC	GENERAL	3,500
COLLEGE OF CHARLESTON FOUNDATION 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PUBLIC	GENERAL	4,500
PLANNED PARENTHOOD 123 WILLIAM STREET 10TH NEW YORK, NY 10038	NONE	PUBLIC	GENERAL	5,000
STAUNTON AUGUSTA ART CENTER 20 SOUTH NEW STREET STAUNTON, VA 24401	NONE	PUBLIC	GENERAL	2,000
Total 				20,000
3a				

TY 2016 Accounting Fees Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEE	3,500			

TY 2016 Investments Corporate Bonds Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	151,159	151,159

TY 2016 Investments Corporate Stock Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE STOCK	2,758,254	2,758,254
MUTUAL FUNDS	186,132	186,132

TY 2016 Investments Government Obligations Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838**US Government Securities - End
of Year Book Value:**

175,386

**US Government Securities - End
of Year Fair Market Value:**

175,386

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 Other Assets Schedule

Name: THE MDC FOUNDATION

EIN: 46-1550838

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST & DIVIDENDS	6,233	6,094	6,094
FEDERAL EXCISE TAX RECEIVABLE		169	169

TY 2016 Other Decreases Schedule

Name: THE MDC FOUNDATION
EIN: 46-1550838

Description	Amount
OTHER BOOK-TAX TIMING DIFFERENCES	4,026

TY 2016 Other Expenses Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	35			

TY 2016 Other Income Schedule

Name: THE MDC FOUNDATION

EIN: 46-1550838

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	314	314	

TY 2016 Other Increases Schedule

Name: THE MDC FOUNDATION
EIN: 46-1550838

Description	Amount
UNREALIZED GAIN/LOSS ON INVESTMENTS	278,186

TY 2016 Other Liabilities Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	554	

TY 2016 Other Professional Fees Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY	7,318	7,318		

TY 2016 Taxes Schedule**Name:** THE MDC FOUNDATION**EIN:** 46-1550838

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	448	448		
FEDERAL EXCISE TAX				

Silvercrest Asset Management Group LLC
REALIZED GAINS AND LOSSES
MDC Foundation

From 01-01-16 Through 12-31-16

				Short-Term			Long-Term		
Open Date	Close Date	Quantity	Security	Proceeds	Basis	Gain/Loss	Proceeds	Basis	Gain/Loss
3/9/2012	1/28/2016	16,000	UNITED STATES TREAS NTS 1.62% due 01-15-2018, (eff. mat. 01-15-2018) Inflation factor 1.15381				18,754	17,842	912
1/23/2012	1/28/2016	400	AMERISOURCEBERGEN CORP COM				34,894	15,918	18,976
6/19/2014	1/28/2016	250	DENTSPLY INTL INC NEW COM				14,495	11,961	2,534
6/27/2014	1/28/2016	800	POLYONE CORP COM				20,494	33,049	(12,555)
9/11/2014	1/28/2016	300	POLYONE CORP COM				7,685	11,422	(3,737)
2/4/2016	3/1/2016	18,182	FEDERAL HOME LOAN BANKS 1.87% due 10-02-2020, (eff. mat. 03-01-2016)	18,182	18,160	22			
2/7/2014	3/24/2016	Fractional	CALIFORNIA RES CORP COM				1	-	1
2/7/2014	4/6/2016	37	CALIFORNIA RES CORP COM				41	14	27
10/9/2015	4/6/2016	14	CALIFORNIA RES CORP COM	16	5	11			
7/24/2013	4/12/2016	800	E M C CORP MASS COM				20,546	21,510	(964)
6/19/2014	4/12/2016	600	E M C CORP MASS COM				15,409	16,102	(693)
6/19/2014	4/12/2016	300	ROSS STORES INC COM				16,887	10,181	6,706
6/19/2014	4/12/2016	50	DENTSPLY SIRONA INC COM				2,978	2,392	586
1/28/2013	4/12/2016	200	DENTSPLY SIRONA INC COM				11,910	8,460	3,450
7/6/2012	4/12/2016	400	DENTSPLY SIRONA INC COM				23,820	14,858	8,962
5/11/2015	4/19/2016	150	UNION PAC CORP COM	12,411	16,071	(3,660)			
12/16/2014	4/19/2016	300	UNION PAC CORP COM				24,821	34,039	(9,218)
3/5/2010	5/12/2016	100	HOME DEPOT INC COM				13,423	3,188	10,235
4/8/2010	5/12/2016	200	AMERICAN WTR WKS CO INC NEW COM				14,959	4,283	10,676
2/7/2014	5/12/2016	200	ATMOS ENERGY CORP COM				14,912	9,455	5,457
12/1/2015	6/28/2016	15,000	FEDERAL HOME LOAN BANKS 1.45% due 12-28-2018, (eff. mat. 06-28-2016)	15,000	15,010	(10)			
7/19/2011	7/14/2016	16,000	TORONTO DOMINION BANK 2.50% due 07-14-2016, (eff. mat. 07-14-2016)				16,000	16,092	(92)
1/15/2010	8/10/2016	300	FEI CO COM				31,956	6,894	25,062
9/11/2014	8/10/2016	1,000	ACI WORLDWIDE INC COM				19,063	19,795	(732)
1/28/2013	8/10/2016	300	ACI WORLDWIDE INC COM				5,719	4,707	1,012
5/23/2011	8/10/2016	102	ACI WORLDWIDE INC COM				1,944	1,051	893
5/23/2011	8/11/2016	819	ACI WORLDWIDE INC COM				15,607	8,439	7,168
6/23/2011	8/11/2016	30	ACI WORLDWIDE INC COM				572	308	264
6/22/2011	8/11/2016	249	ACI WORLDWIDE INC COM				4,745	2,548	2,197

Silvercrest Asset Management Group LLC
 REALIZED GAINS AND LOSSES
 MDC Foundation
 From 01-01-16 Through 12-31-16

Open Date	Close Date	Quantity	Security	Short-Term			Long-Term		
				Proceeds	Basis	Gain/Loss	Proceeds	Basis	Gain/Loss
4/3/2014	9/7/2016	500	JACOBS ENGR GROUP INC DEL COM				25,842	32,247	(6,405)
6/19/2014	9/7/2016	200	JACOBS ENGR GROUP INC DEL COM				10,337	10,930	(593)
9/18/2014	9/7/2016	200	JACOBS ENGR GROUP INC DEL COM				10,337	10,605	(268)
2/3/2006	11/15/2016	10,000	UNITED STATES TREAS BDS				10,000	12,361	(2,361)
			7.50% due 11-15-2016, (eff. mat. 11-15-2016)						
5/11/2015	12/2/2016	300	PTC INC COM				13,806	11,662	2,144
1/28/2013	12/2/2016	300	PTC INC COM				13,806	7,146	6,660
11/10/2009	12/2/2016	800	PTC INC COM				36,815	12,965	23,850
1/28/2016	12/2/2016	700	COGNIZANT TECHNOLOGY SOLUTIONS CL A	37,835	43,040	(5,205)			
1/24/2012	12/12/2016	15,000	RESOLUTION FDG CORP				23,346	24,292	(946)
			8.62% due 01-15-2030, (eff. mat. 01-15-2030)						
TOTAL				83,443	92,286	(8,843)	495,923	396,716	99,207