5/4/2017 10:10:43 PM - XXX8267 - 1049 - EF - WW AND MT REGIRER FOUNDATION

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 , and ending

Name of foundation: WW AND MT REGIRER FOUNDATION

A Employer identification number: 47-2179540

Number and street (or P O box number if mail is not delivered to street address): 919 EAST MAIN STREET, 7TH FLOOR — Room/suite:

B Telephone number (see instructions): (804) 782-7061

City or town, state or province, country, and ZIP or foreign postal code: RICHMOND VA 23219

Foreign country name — Foreign province/state/county — Foreign postal code

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 ☒ 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) ▶ $ 4,772,018

J Accounting method ☒ 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))*

	Line	Description	(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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	98,122	98,122		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-157,589			
	b	Gross sales price for all assets on line 6a 1,392,801				
	7	Capital gain net income (from Part IV, line 2)				
	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	-59,467	98,122	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	525			525
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)	32,187	12,481		19,706
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,173	1,939		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,289			1,289
	24	**Total operating and administrative expenses.** Add lines 13 through 23	41,674	14,420	0	24,020
	25	Contributions, gifts, grants paid	225,000			225,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	266,674	14,420	0	249,020
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-326,141			
	b	**Net investment income** (if negative, enter -0-)		83,702		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2016)

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	479	5,347	5,347
	2	Savings and temporary cash investments	94,418	82,474	82,474
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,980,575	4,659,717	4,684,197
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,075,472	4,747,538	4,772,018
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)	0	0	
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	5,075,472	4,747,538	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,075,472	4,747,538	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,075,472	4,747,538	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,075,472
2	Enter amount from Part I, line 27a	2	-326,141
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,749,331
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	1,793
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,747,538

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	See Attached Statement			
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				

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				
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	-157,589
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	0

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	13,058	4,789,327	0 002726
2014			0 000000
2013			0 000000
2012			0 000000
2011			0 000000

2	**Total** of line 1, column (d)	2	0 002726
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 002726
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	4,745,475
5	Multiply line 4 by line 3	5	12,936
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	837
7	Add lines 5 and 6	7	13,773
8	Enter qualifying distributions from Part XII, line 4	8	249,020

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	837
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	0
3	Add lines 1 and 2			3	837
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	837
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,386		
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	1,386
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	549
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 549 **Refunded** ▶			11	0

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	N/A	
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 ▶ SUNTRUST BANK Telephone no ▶ (804) 782-7061
Located at ▶ 919 EAST MAIN STREET, 2ND FLOOR RICHMOND VA ZIP+4 ▶ 23219

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 N/A

			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 ▶ 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	N/A	
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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? **6b** No: 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** 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 (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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	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				

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 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 ▶	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	1a	4,719,058
b	Average of monthly cash balances	1b	98,683
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,817,741
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	4,817,741
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	72,266
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,745,475
6	**Minimum investment return.** Enter 5% of line 5	6	237,274

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	237,274
2a	Tax on investment income for 2016 from Part VI, line 5	2a	837		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	837
3	Distributable amount before adjustments Subtract line 2c from line 1			3	236,437
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	236,437
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	236,437

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	249,020
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	249,020
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	837
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	248,183

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				236,437
2	Undistributed income, if any, as of the end of 2016				
a	Enter amount for 2015 only			224,560	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2016				
a	From 2011				
b	From 2012				
c	From 2013				
d	From 2014				
e	From 2015				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 249,020				
a	Applied to 2015, but not more than line 2a			224,560	
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				24,460
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))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
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			0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				211,977
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				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) **N/A**

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			(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					0
b 85% of line 2a .					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities .					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ 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*				
See Attached Statement				
Total			▶ **3a**	225,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	98,122	
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	-157,589	
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		-59,467	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -59,467

(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

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
		Not Applicable	

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

▶ [signature] 5/9/2017 ▶ Secretary/Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	SHAWN P HANLON	[signature]	5/4/2017		P00965923
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP		Firm's EIN ▶ 13-4008324		
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219		Phone no 412-355-6000		

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
LUCY LORR FOUNDATION INC				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
SENIORNAVIGATOR				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
SHELTERING ARMS FOUNDATION				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
UNIVERSITY OF RICHMOND				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
THE WAY				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
WESTMINSTER CANTERBURY FOUNDATION				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
YMCA OF GREATER RICHMOND				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
MCV FOUNDATION				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
ALZHEIMER'S ASSOCIATION OF GREATER RICHMOND				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
CIRCLE CENTER ADULT DAY SERVICES				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
FEEDMORE				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 15,000

Name				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	6,636		Capital Gains/Losses	1,392,801	1,550,390	-157,589
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	BLACKSTONE ALT MULTI-ST	09257V201	X				4/15/2015	10/14/2016	27,000	27,530				0	-530
2	BLACKSTONE ALT MULTI-ST	09257V201	X				4/15/2015	10/26/2016	32,358	32,960				0	-602
3	BLACKSTONE ALT MULTI-ST	09257V201	X				5/14/2015	10/26/2016	49,142	50,010				0	-868
4	BRANDES INTL S/C EQUITY-I	105262737	X				4/15/2015	10/26/2016	7,000	6,990				0	10
5	DFA L/C INTERNATIONAL PO	233203868	X				4/15/2015	10/14/2016	20,600	23,800				0	-3,200
6	DFA L/C INTERNATIONAL PO	233203868	X				4/15/2015	10/26/2016	7,000	8,046				0	-1,046
7	DOUBLELINE TOTL RET BND	258620103	X				4/15/2015	10/14/2016	15,500	15,785				285	0
8	EATON VANCE-ATLANTA SM	277902698	X				4/15/2015	10/14/2016	6,300	6,172				0	128
9	EATON VANCE-ATLANTA SM	277902698	X				4/15/2015	10/26/2016	2,000	1,991				0	9
10	GOTHAM NEUTRAL FUND-IN	360873111	X				4/15/2015	10/14/2016	10,000	10,451				0	-451
11	GOTHAM NEUTRAL FUND-IN	360873111	X				4/15/2015	10/26/2016	41,000	42,678				0	-1,678
12	ISHARES DJ SELECT DIVIDE	464287168	X				4/15/2015	10/14/2016	15,118	14,330				0	788
13	ISHARES DJ SELECT DIVIDE	464287168	X				4/15/2015	10/26/2016	5,436	5,175				0	261
14	ISHARES IBOXX INV GRD CO	464287242	X				4/15/2015	10/14/2016	18,275	18,324				39	-10
15	ISHARES RUSSELL 1000 VAL	464287598	X				4/15/2015	3/1/2016	153,002	171,559				0	-18,557
16	ISHARES RUSSELL 1000 VAL	464287598	X				4/15/2015	8/8/2016	24,414	24,252				0	162
17	ISHARES RUSSELL 1000 VAL	464287598	X				4/15/2015	10/14/2016	26,599	26,888				0	-289
18	ISHARES RUSSELL 1000 VAL	464287598	X				4/15/2015	10/26/2016	2,077	2,109				0	-32
19	ISHARES RUSSELL 1000 GRO	464287614	X				4/15/2015	8/8/2016	15,733	15,113				0	620
20	ISHARES RUSSELL 1000 GRO	464287614	X				4/15/2015	10/14/2016	19,492	19,143				0	349
21	ISHARES RUSSELL 1000 GRO	464287614	X				4/15/2015	10/26/2016	6,671	6,549				0	122
22	ISHARES BARCLAYS MBS BO	464288588	X				4/15/2015	10/14/2016	8,224	8,282				0	-58
23	ISHARES U S TREASURY BO	46429B267	X				4/15/2015	10/14/2016	15,465	15,351				0	114
24	ISHARES CORE MSCI PACIFI	46434V696	X				4/15/2015	8/2/2016	3,845	4,219				0	-374
25	ISHARES CORE MSCI PACIFI	46434V696	X				5/14/2015	8/2/2016	43,809	48,168				0	-4,359
26	ISHARES CORE MSCI PACIFI	46434V696	X				6/16/2015	8/2/2016	43,809	47,168				0	-3,359
27	CAMBIAR SMALL CAP-INS	0075W0593	X				4/15/2015	10/14/2016	2,200	2,714				0	-514
28	CAMBIAR SMALL CAP-INS	0075W0593	X				4/15/2015	10/26/2016	2,000	2,489				0	-489
29	ISHARES CORE MSCI PACIFI	46434V696	X				3/1/2016	8/2/2016	11,001	10,030				0	971
30	ISHARES CORE MSCI EUROP	46434V738	X				4/15/2015	8/2/2016	40,270	47,296				0	-7,026
31	ISHARES CORE MSCI EUROP	46434V738	X				5/14/2015	8/2/2016	40,270	48,930				0	-8,660
32	ISHARES CORE MSCI EUROP	46434V738	X				6/16/2015	8/2/2016	40,270	47,020				0	-6,750
33	ISHARES CORE MSCI EUROP	46434V738	X				12/15/2015	8/2/2016	50,338	52,811				0	-2,473
34	ISHARES CORE MSCI EUROP	46434V738	X				3/1/2016	8/2/2016	19,732	19,333				0	399
35	MAINSTAY ICAP INTERNATIO	56063J716	X				4/15/2015	3/1/2016	45,500	57,226				0	-11,726
36	MAINSTAY ICAP INTERNATIO	56063J716	X				4/15/2015	8/8/2016	21,246	24,774				0	-3,528
37	MAINSTAY ICAP INTERNATIO	56063J716	X				12/15/2015	8/8/2016	29,834	29,300				0	534
38	OPPENHEIMER DEVELOPING	683974604	X				4/15/2015	10/14/2016	4,600	5,004				404	0
39	OSTERWEIS STRATEGIC INC	742935489	X				4/15/2015	3/1/2016	53,422	59,000				0	-5,578
40	OSTERWEIS STRATEGIC INC	742935489	X				5/14/2015	3/1/2016	49,457	55,000				0	-5,543
41	OSTERWEIS STRATEGIC INC	742935489	X				6/16/2015	3/1/2016	50,927	56,000				0	-5,073
42	OSTERWEIS STRATEGIC INC	742935489	X				12/15/2015	3/1/2016	5,510	5,600				0	-90
43	T RWE QM US S/C GR EQ	779917103	X				4/15/2015	10/14/2016	2,200	2,306				0	-106
44	T RWE QM US S/C GR EQ	779917103	X				4/15/2015	10/26/2016	2,000	2,111				0	-111
45	VAN ECK EMERGING MARKE	921075438	X				4/15/2015	10/14/2016	4,600	5,311				711	0
46	MAINSTAY ICAP INTERNATIO	56063J716	X				5/14/2015	8/8/2016	61,540	74,000				0	-12,460
47	MAINSTAY ICAP INTERNATIO	56063J716	X				6/16/2015	8/8/2016	65,490	76,000				0	-10,510
48	WASATCH LONG/SHORT FUN	936793769	X				4/15/2015	2/9/2016	44,308	62,500				0	-18,192
49	WASATCH LONG/SHORT FUN	936793769	X				5/14/2015	2/9/2016	43,191	60,000				0	-16,809
50	WASATCH LONG/SHORT FUN	936793769	X				6/16/2015	2/9/2016	43,021	58,000				0	-14,979
51	WF ABSOLUTE RETURN FUN	94987W737	X				4/15/2015	10/14/2016	8,000	8,556				0	-556
52	WF ABSOLUTE RETURN FUN	94987W737	X				4/15/2015	10/26/2016	21,000	22,375				0	-1,375
53	WASATCH LONG/SHORT FUN	936793769	X				12/15/2015	2/9/2016	4,369	5,100				0	-731

Part I, Line 16a (990-PF) - Legal Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		525	0	0	525
	Description				
1	LEGAL FEES	525			525

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
	Description				
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		32,187	12,481	0	19,706
	Description				
1	INVESTMENT MANAGEMENT FEES	32,187	12,481		19,706

Part I, Line 18 (990-PF) - Taxes

		5,173	1,939	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,939	1,939		
2	PY EXCISE TAX DUE	1,848			
3	ESTIMATED EXCISE PAYMENTS	1,386			

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,289	0	0	1,289
	Description				
1	VA STATE AG FEE	25			25
2	CHUBB & SON	1,005	0		1,005
3	ADVERTISING EXPENSE	259	0		259

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			4,980,575	4,659,717	4,684,197
1				0	
2	ISHARES IBOXX INVT GRADE CORP BD E		0	366,087	362,906
3	EATON VANCE ATLANTA CAP SMID-CAP-I		0	140,279	143,675
4	ISHARES TR DOW JONES SEL DIVD INDE		0	327,954	373,943
5	ISHARES TR RUSSELL 1000 VALUE INDEX		0	589,825	632,857
6	ISHARES TR RUSSELL 1000 GROWTH IND		0	567,844	595,308
7	DFA LARGE CAP INTL FD-I		0	507,954	471,327
8	ISHARES BARCLAYS MBS BD ETF		0	190,646	185,244
9	DOUBLELINE TOTAL RETURN BD-I		0	331,030	321,457
10	ADVISORS CAMBIAR SMALL CAP-I		0	53,597	52,928
11	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	48,433	50,596
12	ADVISORS INNER CIRCLE FD CAM INTL		0	305,700	303,553
13	WFA ABSOLUTE RETURN FUND-INS		0	152,219	141,398
14	OPPENHEIMER DEVELOPING MKT-I		0	141,696	132,120
15	BRANDES INTL S/C EQUITY-I		0	93,710	91,985
16	BLACKSTONE ALT MULTI-STRAT-I		0	140,990	143,356
17	GOTHAM NEUTRAL FUND-INSTL		0	146,404	150,010
18	VAN ECK EMERGING MARKETS-I		0	146,989	130,585
19	ISHARES TREASURY BOND ETF		0	408,360	400,949

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	6,636
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						1,386,165	0	1,439	1,551,829	-164,225	0	0	0	-164,225
1	BLACKSTONE ALT MULTI-ST	09257V201		4/15/2015	10/14/2016	27,000		0	27,530	-530	0	0	0	-530
2	BLACKSTONE ALT MULTI-ST	09257V201		4/15/2015	10/26/2016	32,358		0	32,960	-602	0	0	0	-602
3	BLACKSTONE ALT MULTI-ST	09257V201		5/14/2015	10/26/2016	49,142		0	50,010	-868	0	0	0	-868
4	BRANDES INTL S/C EQUITY-I	105262737		4/15/2015	10/26/2016	7,000		0	6,990	10	0	0	0	10
5	DFA L/C INTERNATIONAL PO	233203868		4/15/2015	10/14/2016	20,600		0	23,800	-3,200	0	0	0	-3,200
6	DFA L/C INTERNATIONAL PO	233203868		4/15/2015	10/26/2016	7,000		0	8,046	-1,046	0	0	0	-1,046
7	DOUBLELINE TOTL RET BND	258620103		4/15/2015	10/14/2016	15,500		285	15,785	0	0	0	0	0
8	EATON VANCE-ATLANTA SM	277902698		4/15/2015	10/14/2016	6,300		0	6,172	128	0	0	0	128
9	EATON VANCE-ATLANTA SM	277902698		4/15/2015	10/26/2016	2,000		0	1,991	9	0	0	0	9
10	GOTHAM NEUTRAL FUND-IN	360873111		4/15/2015	10/14/2016	10,000		0	10,451	-451	0	0	0	-451
11	GOTHAM NEUTRAL FUND-IN	360873111		4/15/2015	10/26/2016	41,000		0	42,678	-1,678	0	0	0	-1,678
12	ISHARES DJ SELECT DIVIDE	464287168		4/15/2015	10/14/2016	15,118		0	14,330	788	0	0	0	788
13	ISHARES DJ SELECT DIVIDE	464287168		4/15/2015	10/26/2016	5,436		0	5,175	261	0	0	0	261
14	ISHARES IBOXX INV GRD CO	464287242		4/15/2015	10/14/2016	18,275		39	18,324	-10	0	0	0	-10
15	ISHARES RUSSELL 1000 VAL	464287598		4/15/2015	3/1/2016	153,002		0	171,559	-18,557	0	0	0	-18,557
16	ISHARES RUSSELL 1000 VAL	464287598		4/15/2015	8/8/2016	24,414		0	24,252	162	0	0	0	162
17	ISHARES RUSSELL 1000 VAL	464287598		4/15/2015	10/14/2016	26,599		0	26,888	-289	0	0	0	-289
18	ISHARES RUSSELL 1000 VAL	464287598		4/15/2015	10/26/2016	2,077		0	2,109	-32	0	0	0	-32
19	ISHARES RUSSELL 1000 GR	464287614		4/15/2015	8/8/2016	15,733		0	15,113	620	0	0	0	620
20	ISHARES RUSSELL 1000 GR	464287614		4/15/2015	10/14/2016	19,492		0	19,143	349	0	0	0	349
21	ISHARES RUSSELL 1000 GR	464287614		4/15/2015	10/26/2016	6,671		0	6,549	122	0	0	0	122
22	ISHARES BARCLAYS MBS B	464288588		4/15/2015	10/14/2016	8,224		0	8,282	-58	0	0	0	-58
23	ISHARES U S TREASURY B	46429B267		4/15/2015	10/14/2016	15,465		0	15,351	114	0	0	0	114
24	ISHARES CORE MSCI PACIFI	46434V696		4/15/2015	8/2/2016	3,845		0	4,219	-374	0	0	0	-374
25	ISHARES CORE MSCI PACIFI	46434V696		5/14/2015	8/2/2016	43,809		0	48,168	-4,359	0	0	0	-4,359
26	ISHARES CORE MSCI PACIFI	46434V696		6/16/2015	8/2/2016	43,809		0	47,168	-3,359	0	0	0	-3,359
27	CAMBIAR SMALL CAP-INS	0075W0593		4/15/2015	10/14/2016	2,200		0	2,714	-514	0	0	0	-514
28	CAMBIAR SMALL CAP-INS	0075W0593		4/15/2015	10/26/2016	2,000		0	2,489	-489	0	0	0	-489
29	ISHARES CORE MSCI PACIFI	46434V696		3/1/2016	8/2/2016	11,001		0	10,030	971	0	0	0	971
30	ISHARES CORE MSCI EURO	46434V738		4/15/2015	8/2/2016	40,270		0	47,296	-7,026	0	0	0	-7,026
31	ISHARES CORE MSCI EURO	46434V738		5/14/2015	8/2/2016	40,270		0	48,930	-8,660	0	0	0	-8,660
32	ISHARES CORE MSCI EURO	46434V738		6/16/2015	8/2/2016	40,270		0	47,020	-6,750	0	0	0	-6,750
33	ISHARES CORE MSCI EURO	46434V738		12/15/2015	8/2/2016	50,338		0	52,811	-2 473	0	0	0	-2,473
34	ISHARES CORE MSCI EURO	46434V738		3/1/2016	8/2/2016	19,732		0	19,333	399	0	0	0	399
35	MAINSTAY ICAP INTERNATIO	56063J716		4/15/2015	3/1/2016	45,500		0	57,226	-11,726	0	0	0	-11,726
36	MAINSTAY ICAP INTERNATIO	56063J716		4/15/2015	8/8/2016	21,246		0	24,774	-3,528	0	0	0	-3,528
37	MAINSTAY ICAP INTERNATIO	56063J716		12/15/2015	8/8/2016	29,834		0	29,300	534	0	0	0	534
38	OPPENHEIMER DEVELOPING	683974604		4/15/2015	10/14/2016	4,600		404	5,004	0	0	0	0	0
39	OSTERWEIS STRATEGIC INC	742935489		4/15/2015	3/1/2016	53,422		0	59,000	-5,578	0	0	0	-5,578
40	OSTERWEIS STRATEGIC INC	742935489		5/14/2015	3/1/2016	49,457		0	55 000	-5,543	0	0	0	-5,543
41	OSTERWEIS STRATEGIC INC	742935489		6/16/2015	3/1/2016	50,927		0	56,000	-5,073	0	0	0	-5,073
42	OSTERWEIS STRATEGIC INC	742935489		12/15/2015	3/1/2016	5,510		0	5,600	-90	0	0	0	-90
43	T RWE QM US S/C GR EQ	779917103		4/15/2015	10/14/2016	2,200		0	2,306	-106	0	0	0	-106
44	T RWE QM US S/C GR EQ	779917103		4/15/2015	10/26/2016	2,000		0	2,111	-111	0	0	0	-111
45	VAN ECK EMERGING MARKE	921075438		4/15/2015	10/14/2016	4,600		711	5 311	0	0	0	0	0
46	MAINSTAY ICAP INTERNATIO	56063J716		5/14/2015	8/8/2016	61,540		0	74,000	-12,460	0	0	0	-12,460
47	MAINSTAY ICAP INTERNATIO	56063J716		6/16/2015	8/8/2016	65,490		0	76,000	-10,510	0	0	0	-10,510
48	WASATCH LONG/SHORT FUN	936793769		4/15/2015	2/9/2016	44,308		0	62,500	-18,192	0	0	0	-18,192
49	WASATCH LONG/SHORT FUN	936793769		5/14/2015	2/9/2016	43,191		0	60,000	-16,809	0	0	0	-16,809
50	WASATCH LONG/SHORT FUN	936793769		6/16/2015	2/9/2016	43,021		0	58,000	-14,979	0	0	0	-14,979
51	WF ABSOLUTE RETURN FUN	94987W737		4/15/2015	10/14/2016	8,000		0	8,556	-556	0	0	0	-556
52	WF ABSOLUTE RETURN FUN	94987W737		4/15/2015	10/26/2016	21,000		0	22,375	-1,375	0	0	0	-1,375
53	WASATCH LONG/SHORT FUN	936793769		12/15/2015	2/9/2016	4,369		0	5,100	-731	0	0	0	-731

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	KARL MCTAGGART C/O SUNTRU		919 EAST MAIN, 7TH FLOOR	RICHMOND	VA	23219		SECRETARY /TREASURE R	VARIOUS	0		
2	C T HILL		13709 HICKORY NUT POINT	MIDLOTHIAN	VA	23230		DIRECTOR	VARIOUS	0		
3	CRAIG L MASSEY		5002 MONUMENT AVENUE	RICHMOND	VA	23230		DIRECTOR	VARIOUS	0		
4	JOHN G STALLINGS JR C/O SUN		919 EAST MAIN, 7TH FLOOR	RICHMOND	VA	23219		PRESIDENT	VARIOUS	0		
5	AARON MCCLUNG		28 WESTHAMPTON WAY	UNIVERSITY OF RICHM	VA	23173		DIRECTOR	VARIOUS	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	6/14/2016	3	462
4	Third quarter estimated tax payment	9/13/2016	4	462
5	Fourth quarter estimated tax payment	12/13/2016	5	462
6	Other payments		6	
7	Total		7	1,386

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	224,560
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	224,560