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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation THE KENTLAND FOUNDATION INC		A Employer identification number 52-6070323	
Number and street (or P O box number if mail is not delivered to street address) KENTLAND FARMS PO BOX 879		B Telephone number (see instructions) (540) 955-1082	
City or town, state or province, country, and ZIP or foreign postal code BERRYVILLE, VA 22611		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,579,974		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,000			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10	10		
	4 Dividends and interest from securities	27,620	27,620		
	5a Gross rents	2,946,804	989,682		
	b Net rental income or (loss) 1,400,356				
	6a Net gain or (loss) from sale of assets not on line 10	15,812			
	b Gross sales price for all assets on line 6a 359,519				
	7 Capital gain net income (from Part IV, line 2)		15,812		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	2,995,246	1,033,124		
	13 Compensation of officers, directors, trustees, etc	663,499	225,590		338,384
	14 Other employee salaries and wages	292,200	108,674		139,695
	15 Pension plans, employee benefits	199,902	70,577		99,340
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,900	950		950
	c Other professional fees (attach schedule)	6,300	6,300		
	17 Interest	344,031			
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	58,025			
	20 Occupancy	128,734	43,770		65,654
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,571,011	574,505		12,532
	24 Total operating and administrative expenses. Add lines 13 through 23	3,265,602	1,030,366		656,555
	25 Contributions, gifts, grants paid	44,500			44,500
	26 Total expenses and disbursements. Add lines 24 and 25	3,310,102	1,030,366		701,055
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-314,856			
	b Net investment income (if negative, enter -0-)		2,758		
	c Adjusted net income(if negative, enter -0-)				

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	73,337	168,372	168,372		
	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)	382,044	156,884	154,717		
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)	339,347	384,451	378,666		
	11	Investments—land, buildings, and equipment basis ▶ 24,784,585 Less accumulated depreciation (attach schedule) ▶ 16,219,194	9,248,618	8,565,391	17,943,991		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	931,434	936,622	1,099,300		
	14	Land, buildings, and equipment basis ▶ 4,242,628 Less accumulated depreciation (attach schedule) ▶ 545,489	3,755,162	3,697,139	3,800,000		
15	Other assets (describe ▶ _____)	41,582	34,928	34,928			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,771,524	13,943,787	23,579,974			
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).	5,764,037	5,075,473			
	22	Other liabilities (describe ▶ _____)	41,769	217,452			
	23	Total liabilities (add lines 17 through 22)	5,805,806	5,292,925			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	8,965,718	8,650,862			
	30	Total net assets or fund balances (see instructions)	8,965,718	8,650,862			
31	Total liabilities and net assets/fund balances (see instructions) .	14,771,524	13,943,787				

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 8,965,718
2	Enter amount from Part I, line 27a	2 -314,856
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 8,650,862
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 8,650,862

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
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	15,812
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	-2,808

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	726,283	17,612,893	0 041236
2014	726,107	17,434,181	0 041648
2013	712,307	17,440,460	0 040842
2012	706,423	20,040,707	0 035249
2011	646,907	15,346,166	0 042154
2 Total of line 1, column (d)			2 0 201129
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 040226
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 17,789,439
5 Multiply line 4 by line 3			5 715,598
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28
7 Add lines 5 and 6			7 715,626
8 Enter qualifying distributions from Part XII, line 4			8 701,055

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	55
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	55
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	55
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	55
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 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	
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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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>LEO J WALKER</u> Telephone no ► <u>(540) 955-1082</u>			

Located at ► KENTLAND FARMS PO BOX 879 BERRYVILLE VA ZIP+4 ► 22611

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	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? <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 checked="" type="checkbox"/> Yes <input 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 any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		
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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<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)	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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?			<input type="checkbox"/>	5b
Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>	
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b No
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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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
LEO J WALKER PO BOX 879 BERRYVILLE, VA 22611	PRESIDENT 40 00	182,550	22,150	0
SHEILA O STEDMAN PO BOX 879 BERRYVILLE, VA 22611	VICE PRESIDE 40 00	182,550	22,021	0
ALEXANDRA W HOFFMAN PO BOX 879 BERRYVILLE, VA 22611	SECRETARY 40 00	158,812	18,797	0
WILLIAM B WALKER PO BOX 879 BERRYVILLE, VA 22611	TREASURER 40 00	139,587	21,360	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
JULIANA M MACDOWELL PO BOX 879 BERRYVILLE, VA 22611	ASST TREASUR 40 00	96,722	19,060	
HELENE W MCCARRON PO BOX 879 BERRYVILLE, VA 22611	ASST TO PRES 40 00	88,542	21,743	
CELESTE W BARSTIS PO BOX 879 BERRYVILLE, VA 22611	ASST SECRETA 40 00	81,175	13,789	
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	1,628,623
b	Average of monthly cash balances.	1b	93,226
c	Fair market value of all other assets (see instructions).	1c	21,779,710
d	Total (add lines 1a, b, and c).	1d	23,501,559
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	5,441,215
3	Subtract line 2 from line 1d.	3	18,060,344
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	270,905
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,789,439
6	Minimum investment return. Enter 5% of line 5.	6	889,472

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	889,472
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	55
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	55
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	889,417
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	889,417
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	889,417

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	701,055
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	701,055
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	701,055

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				889,417
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			413,658	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>701,055</u>				
a Applied to 2015, but not more than line 2a			413,658	
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.				287,397
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				
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				602,020
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)

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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)) 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	
<div style="text-align: right;">◀ ▶</div>	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input checked="" type="checkbox"/> 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	44,500
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

		Yes	No
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--	--	--

1a(1)		No
1a(2)		No

--	--	--

1b(1)	No
--------------	-----------

1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
--------------	--	-----------

1b(6)		No
--------------	--	-----------

1c		No
-----------	--	-----------

[illegible]

☐ Yes ☒ No

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

**Sign
Here**

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

**Paid
Preparer
Use Only**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
620 347 SHS AMER BALANCED FD CL A	P	2012-04-05	2016-03-30
66 853 SHS OPPENHEIMER DEVELOPING	P	2013-01-08	2016-02-05
173 521 SHS CAPITAL INCOME BLDR	P	2012-04-05	2016-03-30
460 936 SHS CAPITAL WORLD GROWTH & I	P	2012-04-05	2016-03-30
100,000 RICHMOND VA PUB UTIL	P	2012-04-05	2016-02-17
50,000 VIRGINIA ST RES AUTH	P	2012-04-05	2016-03-30
155 82 SHS ALGER CAPITAL APPRECIATIO	P	2015-03-13	2016-02-05
920 578 SHS HARDING LOEVNER INTERNAT	P	2015-03-13	2016-02-05
1191 769 SHS AMG SOUTHERSUN US	P	2012-04-05	2016-02-05
16 5 SHS ARTISAN INTERNATIONAL SMALL	P	2013-01-08	2016-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,000		12,134	2,866
1,840		2,351	-511
10,000		8,836	1,164
20,000		16,133	3,867
102,207		109,831	-7,624
52,489		51,650	839
3,637		4,355	-718
14,591		16,681	-2,090
12,418		17,045	-4,627
363		375	-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,866
			-511
			1,164
			3,867
			-7,624
			839
			-718
			-2,090
			-4,627
			-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50,000 FED NATL MTG ASSN	P	2007-05-22	2016-09-15
964 532 SHS FEDERATED STRATEGIC	P	2015-01-08	2016-02-05
25,000 GEN ELEC CAP CORP 3 35%	P	2013-01-18	2016-10-17
250 098 SHS HARBOR INTERNATIONAL	P	2013-01-18	2016-02-05
626 456 SHS JOHN HANCOCK FUNDS III	P	2014-01-30	2016-02-05
121 57 SHS LAZARD EMERGING MARKETS F	P	2008-10-21	2016-02-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,000		50,230	-230
5,517		5,749	-232
25,000		25,466	-466
13,655		10,366	3,289
9,792		11,007	-1,215
1,577		1,498	79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-230
			-232
			-466
			3,289
			-1,215
			79

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 Paid during the year				
CARDINAL'S APPEAL ARCHDIOCESE OF W PO BOX 98076 WASHINGTON, DC 200908076	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITY OF ARCHD	2,500
CLARK COUNTY SHERIFF'S OFFICE 100 NORTH CHURCH STREET BERRYVILLE, VA 226111110	NONE	509(A)(1)	FOR LOCAL GOVT PUBLIC SAFETY PROGRAM	500
FISH OF CLARKE COUNTY PO BOX 1154 BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR UNRESTRICTED LOCAL ELDERLY ASST	1,000
FORDHAM UNIVERSITY 3A HERITAGE CREST SOUTHBURY, CT 06488	NONE	509(A)(1)	FOR TUITION ASSISTANCE	2,500
HARMONY UNITED METHODIST CHURCH 380 EAST COLONIAL HIGHWAY HAMILTON, VA 201589016	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,000
HELP WITH HOUSING INC PO BOX 124 BERRYVILLE, VA 22611	NONE	509(A)(1)	UNRESTRICTED LOCAL HOUSING ASSISTANC	1,000
HOLY CROSS ABBEY 901 COOL SPRING LANE BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	5,000
JOHN H ENDERS FIRE CO & RESCUE SQUA 9 SOUTH BUCKMARSH STREET BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR LOCAL GOVT PUBLIC SAFETY PROGRAM	500
SHADY GROVE PREGNANCY CENTER 16220 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR THE INTERESTS OF WOMEN	1,000
SOME 71 O STREET NW WASHINGTON, DC 20001	NONE	509(A)(1)	FOR FOOD ASSISTANCE	1,000
ST FRANCIS DE SALES CATHOLIC CHURC 37730 ST FRANCIS CT PURCELLVILLE, VA 20132	NONE	509(A)(1)	FOR GENERAL OPERATING EXPENSES	2,500
ST MARTIN'S CHURCH 201 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	2,000
ST MARTIN'S SCHOOL 115 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	2,000
THE WASHINGTON MIDDLE SCHOOL FOR GI 1901 MISSISSIPPI AVE SE WASHINGTON, DC 20020	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,000
WAKEFIELD SCHOOL PO BOX 107 THE PLAINS, VA 20198	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	5,000
Total ► 3a				44,500

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>				
WASHINGTON JESUIT ACADEMY 900 VARNUM STREET NE WASHINGTON, DC 20017	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,000
SEASIDE CHRISTIAN ACADEMY 12637 OCEAN GTWY OCEAN CITY, MD 21842	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	5,000
IDA'S GIFT INC 9033 WILDBERRY CT BOONSBORO, MD 21713	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL USE	2,500
POWHATAN SCHOOL 49 POWHATAN LANE BOYCE, VA 22620	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL USE	4,000
ACADEMY OF THE HOLY CROSS 4920 STRATHMORE AVE KENSINGTON, MD 20895	NONE	509(A)(1)	FOR THE OWENS/WILSON CLASSROOM,	2,500
ST JOHN'S CATHOLIC PREP 3989 BUCKEYSTOWN PIKE BUCKEYSTOWN, MD 21717	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL USE	1,000
Total 3a				44,500

TY 2016 Accounting Fees Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	1,900	950		950

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TY 2016 Amortization Schedule

Name:

THE KENTLAND FOUNDATION INC

EIN:

52-6070323

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
PROTECTIVE LIFE REFI	2007-11-27	195,915	105,577	15 0000	13,061			118,638

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2006-05-21	1,216,800							
MAIN HOUSE	2006-05-21	1,390,864	341,192	S/L	39 0000	35,664			
LAND	2009-06-02	762,914							
MAIN HOUSE	2009-06-02	872,050	146,273	S/L	39 0000	22,361			

TY 2016 Investments Corporate Bonds Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	384,451	378,666

TY 2016 Investments Government Obligations Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323**US Government Securities - End
of Year Book Value:****US Government Securities - End
of Year Fair Market Value:****State & Local Government
Securities - End of Year Book
Value:**

156,884

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

154,717

TY 2016 Investments - Land Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	24,784,585	16,219,194	8,565,391	17,923,991
				20,000

TY 2016 Investments - Other Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BB&T INSURED DEPOSIT CASH PGMS	AT COST	22,768	22,768
BB&T VARIOUS MUTUAL FUNDS	AT COST	118,267	132,192
KEBO OIL & GAS	AT COST	790	790
BROWN CASH	AT COST	5,985	5,985
BROWN VARIOUS MUTUAL FUNDS	AT COST	788,812	937,565

TY 2016 Land, Etc. Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	2,262,914	545,489	1,717,425	3,800,000
	1,979,714		1,979,714	

TY 2016 Mortgages and Notes Payable Schedule

Name: THE KENTLAND FOUNDATION INC
EIN: 52-6070323

Total Mortgage Amount:

Item No.	1
Lender's Name	PROTECTIVE LIFE INSURANCE CO
Lender's Title	
Relationship to Insider	
Original Amount of Loan	8,000,000
Balance Due	4,127,645
Date of Note	2007-11
Maturity Date	2022-11
Repayment Terms	MONTHLY PRINCIPAL & INTERE
Interest Rate	0.0638
Security Provided by Borrower	REAL ESTATE
Purpose of Loan	REFINANCE EXISTING LOANS
Description of Lender Consideration	
Consideration FMV	

Item No.	2
Lender's Name	SUN LIFE ASSURANCE CO
Lender's Title	
Relationship to Insider	
Original Amount of Loan	2,000,000
Balance Due	947,828
Date of Note	2007-05
Maturity Date	2022-05
Repayment Terms	MONTHLY PRINCIPAL & INTERE
Interest Rate	0.0603
Security Provided by Borrower	REAL ESTATE
Purpose of Loan	REFINANCE EXISTING LOANS
Description of Lender Consideration	
Consideration FMV	

TY 2016 Other Assets Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LOAN ESCROW ACCOUNTS	38,333	32,138	32,138
UTILITY DEPOSIT	3,249	2,790	2,790

TY 2016 Other Expenses Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMERCIAL REAL ESTATE				
REPAIRS	30,947			
INSURANCE	33,103			
CLEANING & MAINTENANCE	154,055			
UTILITIES	37,503			
MANAGEMENT FEES	182,483			
ASSOCIATION FEES	6,898			
LEASING FEES	700			
POSTAGE	379			
BANK CHARGES	747			

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SNOW REMOVAL	55,590			
PERSONAL PROPERTY TAXES	1,171			
FEES & PERMITS	100			
REAL ESTATE TAXES	286,897			
PROFESSIONAL FEES	3,187			
INVESTMENT DEPRECIATION	640,195			
FARM				
SUPPLIES	5,974	5,974		
INSURANCE	3,802	3,802		
OFFICE EXPENSES	1,204	1,204		

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	6,084	6,084		
REPAIRS	16,731	16,731		
UTILITIES	6,829	6,829		
WAGES	25,761	25,761		
PAYROLL TAXES	1,971	1,971		
ADVERTISING	675	675		
PROFESSIONAL FEES	401	401		
FEES & PERMITS	25	25		
INVESTMENT DEPRECIATION	25,562	25,562		
EXPENSES				

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES AND EXPENSE	2,143	731		1,097
INSURANCE	21,756	7,396		11,096
TELEPHONE	664	226		339
RENTAL EXPENSES		471,133		

TY 2016 Other Liabilities Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Description	Beginning of Year - Book Value	End of Year - Book Value
RENTAL DEPOSITS	41,769	44,102
INSURANCE PROCEEDS FROM CASUALTY LOS		173,350

TY 2016 Other Professional Fees Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	6,300	6,300		