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Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation THE BEIRNE CARTER FOUNDATION		A Employer identification number 54-1397827
Number and street (or P O box number if mail is not delivered to street address) 1802 BAYBERRY COURT, SUITE 401	Room/suite	B Telephone number (804) 521-0272
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 28,736,912.	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		485,738.	485,738.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<620,790.>			
b Gross sales price for all assets on line 6a		2,138,546.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		<40,019.>	<40,019.>		STATEMENT 2
12 Total. Add lines 1 through 11		<175,071.>	445,719.		
13 Compensation of officers, directors, trustees, etc		28,000.	14,000.		14,000.
14 Other employee salaries and wages		56,420.	0.		56,420.
15 Pension plans, employee benefits					
16a Legal fees STMT 3		16,036.	8,018.		8,018.
b Accounting fees STMT 4		7,848.	3,926.		3,923.
c Other professional fees STMT 5		55,500.	55,500.		0.
17 Interest		7,444.	7,444.		0.
18 Taxes STMT 6		89,909.	12,323.		3,593.
19 Depreciation and depletion					
20 Occupancy		22,783.	0.		22,783.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		140,946.	134,218.		2,370.
24 Total operating and administrative expenses Add lines 13 through 23		424,886.	235,429.		111,107.
25 Contributions, gifts, grants paid		1,321,000.			1,321,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,745,886.	235,429.		1,432,107.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,920,957.>			
b Net investment income (if negative, enter -0-)			210,290.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		33,864.	678,713.	678,713.
	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				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 10	27,942,512.	25,384,220.	28,019,018.	
14		Land, buildings, and equipment: basis ▶ 39,181.				
		Less: accumulated depreciation ▶	39,181.	39,181.	39,181.	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,015,557.	26,102,114.	28,736,912.	
17		Accounts payable and accrued expenses		4,500.		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ PAYROLL)	0.	1,086.		
23	Total liabilities (add lines 17 through 22)	0.	5,586.			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	27	Capital stock, trust principal, or current funds	28,015,557.	26,096,528.	
		28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
		30	Total net assets or fund balances	28,015,557.	26,096,528.	
	31	Total liabilities and net assets/fund balances	28,015,557.	26,102,114.		

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	28,015,557.
2	Enter amount from Part I, line 27a	2	<1,920,957.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,243.
4	Add lines 1, 2, and 3	4	26,096,843.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	315.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,096,528.

Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENTS**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
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	2,138,546.	2,759,336.	<620,790.>

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			<620,790.>

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	<620,790.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,480,872.	29,456,730.	.050273
2014	1,412,738.	30,444,216.	.046404
2013	1,440,821.	29,958,498.	.048094
2012	1,382,522.	28,813,243.	.047982
2011	1,371,231.	28,762,158.	.047675

2 Total of line 1, column (d)	2	.240428
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	.048086
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	28,103,923.
5 Multiply line 4 by line 3	5	1,351,405.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,103.
7 Add lines 5 and 6	7	1,353,508.
8 Enter qualifying distributions from Part XII, line 4	8	1,432,107.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,103.
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	2,103.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,103.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	20,800.	
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	20,800.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,697.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 2,120. Refunded <input type="checkbox"/>	11	16,577.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?		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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address WWW.BCARTERFDN.ORG		
14 The books are in care of BRYAN BROTHERS, INC. Telephone no. (804) 285-7700		
Located at 1802 BAYBERRY COURT, SUITE 401, RICHMOND, VA ZIP+4 23226		
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	N/A
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did 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)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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.		
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b

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☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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.

(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
ROSSIE CARTER HUTCHESON 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	PRESIDENT 5.00	12,000.	0.	0.
TALFOURD H. KEMPER, ESQ. 10 S. JEFFERSON ST., SUITE 1400 ROANOKE, VA 24038-4125	SECRETARY/TREASURER 1.00	8,000.	0.	0.
KENNETH C. LAUGHON PO BOX 8937 ROANOKE, VA 24014	VICE PRESIDENT 1.00	8,000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER TOMS - 1802 BAYBERRY CT SUITE 401, RICHMOND, VA 23226	GRANT ADMINISTRATOR 20.00	56,123.	0.	0.

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

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	8,542,767.
b	Average of monthly cash balances	1b	648,845.
c	Fair market value of all other assets	1c	19,340,290.
d	Total (add lines 1a, b, and c)	1d	28,531,902.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	28,531,902.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	427,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,103,923.
6	Minimum investment return. Enter 5% of line 5	6	1,405,196.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,405,196.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,103.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,103.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,403,093.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,403,093.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,403,093.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,432,107.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,432,107.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,103.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,430,004.

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				1,403,093.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,390,797.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: \blacktriangleright \$ 1,432,107.				
a Applied to 2015, but not more than line 2a			1,390,797.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				41,310.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				1,361,783.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2016)

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				
AMAZEMENT SQUARE 27 9TH STREET LYNCHBURG, VA 24504	NONE	PC	CAPITAL CAMPAIGN	50,000.
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	50,000.
BEIRNE B CARTER CENTER FOR IMMUNOLOGY RESEARCH PO BOX 801386 CHARLOTTESVILLE, VA 22908	NONE	PC	PURCHASE NEW TECHNOLOGY, SUPPORT FACULTY, ASSIST WITH LOSS OF FUNDING	300,000.
BETHLEHEM BAPTIST CHURCH 2801 OLD GUN ROAD W MIDLOTHIAN, VA 23113	NONE	PC	GENERAL PURPOSES (MEMORIAL)	5,000.
BIG BROTHER BIG SISTERS OF SW VIRGINIA 124 WELLS AVE NW ROANOKE, VA 24016	NONE	PC	INITIAL FUNDING FOR AN OPERATING RESERVE	50,000.
Total SEE CONTINUATION SHEET(S)				3a 1,321,000.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	485,738.		
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			01	<40,019.>		
8 Gain or (loss) from sales of assets other than inventory			14	<620,790.>		
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.		<175,071.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<175,071.>

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

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

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | 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. | | | |


[illegible]

- 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
N/A		

**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 of officer or trustee

Date 11/15/17

SECRETARY/TREASURER

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

TRACI R. KUBE

Maur Kube

11/13/2017

P00735726

Firm's name ► **BRYAN BROTHERS, INC.**

Firm's EIN ▶ 54-0721706

Firm's address ► 1802 BAYBERRY CT, SUITE 401
RICHMOND, VA 23226-3773

Phone no. (804) 285-7700

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	ABERDEEN EMERGING MARKETS FUND	P	08/25/11	03/07/16
b	ABERDEEN EMERGING MARKETS FUND	P	12/20/11	03/07/16
c	ABERDEEN EMERGING MARKETS FUND	P	09/18/15	03/07/16
d	ABERDEEN EMERGING MARKETS FUND	P	12/18/15	03/07/16
e	VANGUARD ENERGY FUND ADMIRAL	P	03/23/15	10/18/16
f	VANGUARD ENERGY FUND ADMIRAL	P	12/24/15	10/18/16
g	BENCHMARK-FREE ALLOCATION FD III	P	10/31/12	10/19/16
h	TENET LITIGATION SETTLEMENT	P	VARIOUS	01/26/16
i	NORTEL LITIGATION SETTLEMENT	P	VARIOUS	12/05/16
j	FORESTER PARTNERS LP	P	01/01/03	06/30/16
k	PRIVATE ADVISORS DISTRESSED OPPORTUNITIES FUND	P	01/02/03	12/30/16
l	PRIVATE ADVISORS DISTRESSED OPPORTUNITIES FUND	P	01/02/03	01/01/16
m	ABERDEEN EMERGING MARKETS FUND	P	08/25/11	01/01/16
n	BENCHMARK-FREE ALLOCATION FD III	P	10/31/12	01/01/16
o	ST CAPITAL GAINS FROM PASS-THRU'S	P	VARIOUS	VARIOUS

(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 229,948.		260,985.	<31,037.>
b 46,763.		49,939.	<3,176.>
c 1,744.		1,754.	<10.>
d 3,665.		3,522.	143.
e 194,851.		198,367.	<3,516.>
f 5,149.		4,181.	968.
g 1,250,000.		1,208,688.	41,312.
h 25.			25.
i 202.			202.
j 334,760.			334,760.
k 42,003.			42,003.
l 17,237.			17,237.
m		16,667.	<16,667.>
n		4,219.	<4,219.>
o 12,067.			12,067.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<31,037.>
b			<3,176.>
c			<10.>
d			143.
e			<3,516.>
f			968.
g			41,312.
h			25.
i			202.
j			334,760.
k			42,003.
l			17,237.
m			<16,667.>
n			<4,219.>
o			12,067.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

3

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 LT CAPITAL GAINS FROM PASS-THRU'S		P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		1,011,014.	<1,011,014.>
b 132.			132.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,011,014.>
b			132.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

<620,790.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

3

N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BLUE RIDGE LAND CONSERVANCY 722 1ST ST SW SUITE L ROANOKE, VA 24016	NONE	PC	MEMORIAL GIFT	5,000.
BOYS AND GIRLS CLUBS OF METRO RICHMOND 2409 BAINBRIDGE STREET RICHMOND, VA 23225	NONE	PC	CAPITAL CAMPAIGN	100,000.
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235	NONE	PC	GENERAL PURPOSES	10,000.
EPISCOPAL HIGH SCHOOL 122 N. QUAKER LANE ALEXANDRIA, VA 22302	NONE	PC	GENERAL PURPOSES	5,000.
FOUNDATION FOR HISTORIC CHRIST CHURCH, INC. 420 CHRIST CHURCH RD WEEMS, VA 22576	NONE	PC	GENERAL PURPOSES	5,000.
FRIENDS OF JAMES RIVER PARK 22ND ST AND RIVERSIDE DRIVE RICHMOND, VA 23223	NONE	PC	FOR ADDITIONAL TRAIL MAPS	5,000.
FRIENDS OF THE BLUE RIDGE PARKWAY PO BOX 20986 ROANOKE, VA 24018	NONE	PC	FOR SPECIALIZED VISTA MAINTENANCE TEAM	50,000.
GARDEN CLUB OF VIRGINIA 12 E FRANKLIN STREET RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES	5,000.
GREENVALE SCHOOL, INC. 627 WESTWOOD BLVD, NW ROANOKE, VA 24017	NONE	PC	UPGRADE OUTDATED WIRING AND COMPUTER SYSTEMS	40,000.
HABITAT FOR HUMANITY 1901 ROANE STREET RICHMOND, VA 23222	NONE	PC	GENERAL PURPOSES	25,000.
Total from continuation sheets				866,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HARRISON MUSEUM OF AFRICAN AMERICAN CULTURE 1 MARKET SQUARE SE, 2ND FLOOR ROANOKE, VA 24011	NONE	PC	GENERAL PURPOSES	15,000.
JAMES RIVER ASSOCIATION 4833 OLD MAIN STREET RICHMOND, VA 23231	NONE	PC	GENERAL PURPOSES	100,000.
JEFFERSON CENTER 541 LUCK AVE SW, STE 221 ROANOKE, VA 24016	NONE	PC	CAPITAL CAMPAIGN	50,000.
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND, VA 23228	NONE	PC	SPLENDOR UNDER GLASS	5,000.
MONROE PARK CONSERVANCY 1643 MONUMENT AVE RICHMOND, VA 23220	NONE	PC	RESTORATION OF MONROE PARK	150,000.
NORTH CROSS SCHOOL 4254 COLONIAL AVENUE ROANOKE, VA 24018	NONE	PC	GENERAL PURPOSES	10,000.
PULASKI ADULT DAY SVC & FALL PREVENTION CENTER 211 5TH STREET DUBLIN, VA 24084	NONE	PC	CAPITAL CAMPAIGN	30,000.
RICHMOND HILL 2209 E GRACE STREET RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	5,000.
SHIRLEY PLANTATION FOUNDATION 501 SHIRLEY PLANTATION RD CHARLES CITY, VA 23030	NONE	PC	TO DEVELOP AND IMPLEMENT A NEW WEB SITE	5,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 10 10TH ST NW #1050 ATLANTA, GA 30309	NONE	PC	FOR VIRGINIA PROGRAMMATIC PROJECTS	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ST. ANDREW'S SCHOOL 227 S. CHERRY STREET RICHMOND, VA 23220	NONE	PC	GENERAL PURPOSES	42,500.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	5,000.
ST. CHRISTOPHER'S SCHOOL 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	5,000.
ST. JOHN'S CHURCH FOUNDATION 2401 E BROAD ST RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	5,000.
ST. JOHN'S CHURCH 2401 E BROAD ST RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	2,500.
THE JOHN MARSHALL FOUNDATION 1108 E MAIN STREET, STE 800 RICHMOND, VA 23219	NONE	PC	PRE-CAPITAL CAMPAIGN MARKETING INITIATIVE	50,000.
THE NATURE CONSERVANCY VIRGINIA CHAPTER 490 WESTFIELD ROAD CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES	5,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 N. HAMILTON STREET RICHMOND, VA 23221	NONE	PC	GENERAL PURPOSES	10,000.
WESTERN VA FOUNDATION FOR THE ARTS & SCIENCES 1 MARKET SQUARE SE ROANOKE, VA 24011	NONE	PC	IT EQUIPMENT	20,000.
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVENUE RICHMOND, VA 23227	NONE	PC	ANNUAL FELLOWSHIP FUND	85,500.
Total from continuation sheets				

54-1397827

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T INSURED DEPOSIT PROGRAM BENCHMARK-FREE ALLOCATION FUND III	58.	0.	58.	58.	
DIVIDENDS FROM PASSTHROUGH ENTITIES	43,605.	0.	43,605.	43,605.	
INTEREST FROM PASSTHROUGH ENTITIES	226,698.	0.	226,698.	226,698.	
VANGUARD ENERGY FUND ADMIRAL VANGUARD GLOBAL EQUITY FUND	117,857.	0.	117,857.	117,857.	
VANGUARD TOTAL BOND MKT INDEX	14,027.	0.	14,027.	14,027.	
	60,224.	0.	60,224.	60,224.	
	23,401.	132.	23,269.	23,269.	
TO PART I, LINE 4	485,870.	132.	485,738.	485,738.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FROM PASSTHROUGH ENTITIES	<40,019.>	<40,019.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<40,019.>	<40,019.>		

FORM 990-PF		LEGAL FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	16,036.	8,018.		8,018.
TO FM 990-PF, PG 1, LN 16A	16,036.	8,018.		8,018.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,824.	2,413.		2,412.
TAX PREPARATION FEE	2,891.	1,446.		1,445.
FINANCIAL STATEMENT PREP	133.	67.		66.
TO FORM 990-PF, PG 1, LN 16B	7,848.	3,926.		3,923.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	55,500.	55,500.		0.
TO FORM 990-PF, PG 1, LN 16C	55,500.	55,500.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERSONAL PROPERTY TAX	59.	0.		0.
STATE REGISTRATION	25.	0.		0.
PAYROLL TAXES	3,593.	0.		3,593.
FOREIGN TAXES W/H BY PASS-THRU ENTITIES	12,323.	12,323.		0.
STATE CORPORATION TAXES	6,000.	0.		0.
FORM 990PF AND FORM 990T TAXES	66,207.	0.		0.
STATE CORPORATION TAXES-2015	1,702.	0.		0.
TO FORM 990-PF, PG 1, LN 18	89,909.	12,323.		3,593.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	2,370.	0.		2,370.
MISCELLANEOUS EXPENSE	155.	0.		0.
INSURANCE	3,838.	0.		0.
OTHER FROM PASS-THRU ENTITIES	134,198.	134,198.		0.
BANK FEES	365.	0.		0.
BROKER FEES	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	140,946.	134,218.		2,370.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ADJUSTMENT TO PASS-THRU ENTITIES INCOME PREVIOUSLY REPORTED	2,243.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,243.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CONTRIBUTIONS FROM PASS-THRU ENTITIES	124.
NON DEDUCTIBLE EXPENSES FROM PASS-THRU ENTITIES	191.
TOTAL TO FORM 990-PF, PART III, LINE 5	315.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE - EQUITIES & PARTNERSHIPS	COST	25,384,220.	28,019,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,384,220.	28,019,018.