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EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**Department of the Treasury
Internal Revenue Service**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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation DELMAN MORTENSON CHARITABLE FOUNDATION C/O BERLIN RAMOS & COMPANY, P.A. - JKS		A Employer identification number 54-1739798
Number and street (or P O box number if mail is not delivered to street address) 11200 ROCKVILLE PIKE	Room/suite 400	B Telephone number 3015899000
City or town, state or province, country, and ZIP or foreign postal code ROCKVILLE, MD 20852		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,673,278.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		2,273,149.		N/A	
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		354,136.	354,136.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-173,895.			
b Gross sales price for all assets on line 6a	22,219,198.				
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		-785.	-785.		STATEMENT 2
12 Total. Add lines 1 through 11		2,452,605.	353,351.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	20,355.	20,355.		0.
c Other professional fees	STMT 4	148,932.	148,932.		0.
17 Interest					
18 Taxes	STMT 5	8,823.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	50.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		178,160.	169,287.		0.
25 Contributions, gifts, grants paid		500,000.			500,000.
26 Total expenses and disbursements. Add lines 24 and 25		678,160.	169,287.		500,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,774,445.			
b Net investment income (if negative, enter -0-)			184,064.		
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	11,044.	215,444.	215,444.
	2 Savings and temporary cash investments	976,533.	1,158,752.	1,158,752.
	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 STMT 7	14,982.	14,984.	15,381.
	b Investments - corporate stock STMT 8	14,072,197.	14,740,413.	16,776,611.
	c Investments - corporate bonds STMT 9	774,806.	1,518,856.	1,507,090.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,849,562.	17,648,449.	19,673,278.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,849,562.	17,648,449.	
30 Total net assets or fund balances	15,849,562.	17,648,449.		
31 Total liabilities and net assets/fund balances	15,849,562.	17,648,449.		

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)	15,849,562.
2 Enter amount from Part I, line 27a	1,774,445.
3 Other increases not included in line 2 (itemize) ▶ TAX EXEMPT INTEREST INCOME	24,442.
4 Add lines 1, 2, and 3	17,648,449.
5 Decreases not included in line 2 (itemize) ▶	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	17,648,449.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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	22,219,198.	22,393,093.	-173,895.

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			-173,895.

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	-173,895.
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	500,000.	16,141,371.	.030976
2014	402,500.	9,670,218.	.041623
2013	396,931.	8,303,950.	.047800
2012	297,512.	6,915,433.	.043021
2011	269,019.	6,032,644.	.044594

2 Total of line 1, column (d)	2	.208014
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	.041603
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	18,643,882.
5 Multiply line 4 by line 3	5	775,641.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,841.
7 Add lines 5 and 6	7	777,482.
8 Enter qualifying distributions from Part XII, line 4	8	500,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3,681.
3 Add lines 1 and 2		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3,681.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		0.
6 Credits/Payments:		3,681.
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 2,200.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 6,288.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		8,488.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		4,807.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	4,807. Refunded	0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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) <u>VA</u>		
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

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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.GUIDESTAR.ORG**

The books are in care of **THE FOUNDATION** Telephone no. **301-589-9000**

Located at **11200 ROCKVILLE PIKE, SUITE 400, ROCKVILLE, MD** ZIP+4 **20852**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

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** **X**

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **_____**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?	☐ Yes ☒ No	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years _____	☐ Yes ☒ No	
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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	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

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH K. SPEICHER 11200 ROCKVILLE PIKE STE 400 ROCKVILLE, MD 20852	TRUSTEE 1.00	0.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH 11951 FREEDOM DRIVE, RESTON, VA 20190	INVESTMENT FEES	148,932.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

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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	17,472,457.
b	Average of monthly cash balances	1b	1,455,342.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,927,799.
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	18,927,799.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	283,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,643,882.
6	Minimum investment return. Enter 5% of line 5	6	932,194.

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	932,194.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,681.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	928,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	928,513.
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	928,513.

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	500,000.
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	500,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	500,000.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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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				928,513.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			366,338.	
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: ▶ \$ 500,000.				
a Applied to 2015, but not more than line 2a			366,338.	
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				133,662.
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				794,851.
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				

DELMAN MORTENSON CHARITABLE FOUNDATION

Form 990-PF (2016)

C/O BERLIN RAMOS & COMPANY, P.A. - JKS

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

N/A

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

DELMAN MORTENSON CHARITABLE FOUNDATION

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION 3701 PENDER DRIVE FAIRFAX, VA 22030	NONE	501(C)3	CHARITABLE CONTRIBUTION	40,000.
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY, OK 73162	NONE	501(C)3	CHARITABLE CONTRIBUTION	10,000.
AMERICAN HEART ASSOCIATION PO BOX 78851 PHOENIX, AZ 85062	NONE	501(C)3	CHARITABLE CONTRIBUTION	10,000.
AUGUSTANA COLLEGE 2001 SOUTH SUMMIT AVENUE SIOUX FALLS, SD 57197	NONE	501(C)3	CHARITABLE CONTRIBUTION	50,000.
AUTISM SOCIETY 4340 EAST WEST HIGHWAY BETHESDA, MD 20814	NONE	501(C)3	CHARITABLE CONTRIBUTION	20,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	500,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form 990-PF (2016)

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	354,136.		
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			14	-785.		
8 Gain or (loss) from sales of assets other than inventory			18	-173,895.		
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.		179,456.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	179,456.

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

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

[illegible]

623622 11-23-16

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

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

OMB No 1545-0047

2016

Name of the organization

DELMAN MORTENSON CHARITABLE FOUNDATION
C/O BERLIN RAMOS & COMPANY, P.A. - JKS

Employer identification number

54-1739798

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization

DELMAN MORTENSON CHARITABLE FOUNDATION
C/O BERLIN RAMOS & COMPANY, P.A. - JKS

Employer identification number

54-1739798

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD DELMAN TRUST C/O BERLIN RAMOS & CO-JKS 11200 ROCKVILLE PIKE, SUITE 400 ROCKVILLE, MD 20852	\$ 2,273,149.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

54-1739798

Part II

[illegible]

Name of organization

DELMAN MORTENSON CHARITABLE FOUNDATION
C/O BERLIN RAMOS & COMPANY, P.A. - JKS

Employer identification number

54-1739798**Part III**

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	MERRILL LYNCH #02424 S/T		01/01/16	12/31/16
b	MERRILL LYNCH #02424 L/T		VARIOUS	12/31/16
c	MERRILL LYNCH #02424 L/T NONCOVERED		VARIOUS	12/31/16
d	MERRILL LYNCH #02424 OTHER		VARIOUS	12/31/16
e	MERRILL LYNCH #02425 S/T		01/01/16	12/31/16
f	MERRILL LYNCH #02425 L/T		VARIOUS	12/31/16
g	MERRILL LYNCH #02425 OTHER		VARIOUS	12/31/16
h	MERRILL LYNCH #02426 S/T		01/01/16	12/31/16
i	MERRILL LYNCH #02426 L/T		VARIOUS	12/31/16
j	MERRILL LYNCH #02427 S/T		01/01/16	12/31/16
k	MERRILL LYNCH #02427 L/T		VARIOUS	12/31/16
l	MERRILL LYNCH #02427 L/T OTHER		VARIOUS	12/31/16
m	MERRILL LYNCH #02431 S/T		01/01/16	12/31/16
n	MERRILL LYNCH #02431 L/T		VARIOUS	12/31/16
o	MERRILL LYNCH #02431 OTHER		VARIOUS	12/31/16

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	83,318.	95,211.	-11,893.
b	342,930.	274,048.	68,882.
c	23,334.	13,325.	10,009.
d	133,869.	127,095.	6,774.
e	10,306,165.	10,616,234.	-310,069.
f	771,676.	729,402.	42,274.
g	1,111,484.	1,104,072.	7,412.
h	804,509.	821,599.	-17,090.
i	177,577.	158,670.	18,907.
j	3,891,971.	3,808,678.	83,293.
k	72,882.	88,519.	-15,637.
l	61,859.	105,978.	-44,119.
m	15,988.	15,632.	356.
n	94,520.	91,975.	2,545.
o	370,777.	368,001.	2,776.

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			-11,893.
b			68,882.
c			10,009.
d			6,774.
e			-310,069.
f			42,274.
g			7,412.
h			-17,090.
i			18,907.
j			83,293.
k			-15,637.
l			-44,119.
m			356.
n			2,545.
o			2,776.

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

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

2

3

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	MERRILL LYNCH #02451 S/T		01/01/16	12/31/16
b	MERRILL LYNCH #02451 S/T		01/01/16	12/31/16
c	MERRILL LYNCH #02451 L/T		VARIOUS	12/31/16
d	MERRILL LYNCH #02451 OTHER		VARIOUS	12/31/16
e	BASIS ADJUSTEMENT ON SALE OF PTP'S		01/01/16	12/31/16
f	BASIS ADJUSTEMENT ON SALE OF PTP'S		01/01/16	12/31/16
g	CAPITAL GAINS DIVIDENDS			
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 3,138,021.		3,190,203.	-52,182.
b 88,206.		101,826.	-13,620.
c 682,567.		650,000.	32,567.
d 41,587.		32,625.	8,962.
e 469.			469.
f 1,028.			1,028.
g 4,461.			4,461.
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			-52,182.
b			-13,620.
c			32,567.
d			8,962.
e			469.
f			1,028.
g			4,461.
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	-173,895.
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

DELMAN MORTENSON CHARITABLE FOUNDATION
C/O BERLIN RAMOS & COMPANY, P.A. - JKS

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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
CAPITAL CARING 5568 GENERAL WASHINGTON DRIVE ALEXANDRIA, VA 22312	NONE	501(C)3	CHARITABLE CONTRIBUTION	40,000.
CHAPEN HAVEN 1040 WHALLEY AVENUE NEW HAVEN, CT 06515	NONE	501(C)3	CHARITABLE CONTRIBUTION	60,000.
COAST GUARD FOUNDATION 394 TAUGWONK ROAD STONINGTON, CT 06378	NONE	501(C)3	CHARITABLE CONTRIBUTION	5,000.
CROHNS COLITIS FOUNDATION OF AMERICA 11300 ROCKVILLE PIKE ROCKVILLE, MD 20852	NONE	501(C)3	CHARITABLE CONTRIBUTION	35,000.
EPILEPSY FOUNDATION PO BOX 96546 WASHINGTON, DC 20077	NONE	501(C)3	CHARITABLE CONTRIBUTION	20,000.
HOUSE OF RUTH 5 THOMAS CIRCLE WASHINGTON, DC 20005	NONE	501(C)3	CHARITABLE CONTRIBUTION	15,000.
INOVA HEALTH FOUNDATION 8110 GATEHOUSE ROAD FALLS CHURCH, VA 22042	NONE	501(C)3	CHARITABLE CONTRIBUTION	25,000.
JEWISH FEDERATION OF GREATER WASHINGTON 3101 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	501(C)3	CHARITABLE CONTRIBUTION	5,000.
NATIONAL JEWISH HEALTH 901 NORTH WASHINGTON ST ALEXANDRIA, VA 22314	NONE	501(C)3	CHARITABLE CONTRIBUTION	15,000.
NATIONAL MARITIME HISTORICAL SOCIETY PO BOX 68 PEEKSKILL, NY 10566	NONE	501(C)3	CHARITABLE CONTRIBUTION	15,000.
Total from continuation sheets				370,000.

DELMAN MORTENSON CHARITABLE FOUNDATION
C/O BERLIN RAMOS & COMPANY, P.A. - JKS

54-1739798

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
RENSSELAER POLYTECHNIC INSTITUTE 110 EIGHTH STREET TROY, NY 12180	NONE	501(C)3	CHARITABLE CONTRIBUTION	20,000.
RESPECTABILITY 1333 WOODGLEN DRIVE, SUITE 102 ROCKVILLE, MD 20852	NONE	501(C)3	CHARITABLE CONTRIBUTION	10,000.
ST THOMAS MORE CHURCH 105 GRAVITY RD LAKE ARIEL, PA 18436	NONE	501(C)3	CHARITABLE CONTRIBUTION	5,000.
THE RAIDER PROJECT 624 US 17S SUITE 1 HOLLY RIDGE, NC 28445	NONE	501(C)3	CHARITABLE CONTRIBUTION	15,000.
THE SEAMEN'S CHURCH INSTITUTE 74 TRINITY PLACE NEW YORK, NY 10006	NONE	501(C)3	CHARITABLE CONTRIBUTION	20,000.
UNITED COMMUNITY MINISTRIES 7511 FORDSON ROAD ALEXANDRIA, VA 22036	NONE	501(C)3	CHARITABLE CONTRIBUTION	30,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE WASHINGTON, DC 20024	NONE	501(C)3	CHARITABLE CONTRIBUTION	10,000.
VESTERHEIM NORWEGIAN-AMERICAN MUSEUM PO BOX 379 DECORAH, IA 52101	NONE	501(C)3	CHARITABLE CONTRIBUTION	15,000.
WETA TELEVISION 3939 CAMPBELL AVE ARLINGTON, VA 22206	NONE	501(C)3	CHARITABLE CONTRIBUTION	5,000.
THE LUSTGARTEN FOUNDATION 1111 STEWART AVENUE BETHPAGE, NY 11714	NONE	501(C)3	CHARITABLE CONTRIBUTION	5,000.
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
DIVIDEND INCOME: VARIOUS SECURITIES	357,989.	4,461.	353,528.	353,528.	
INTEREST INCOME: VARIOUS SECURITIES	608.	0.	608.	608.	
TO PART I, LINE 4	358,597.	4,461.	354,136.	354,136.	

FORM 990-PF		OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
INVESTMENTS IN VARIOUS PTP K1'S	-785.	-785.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-785.	-785.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	20,355.	20,355.		0.
TO FORM 990-PF, PG 1, LN 16B	20,355.	20,355.		0.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	148,932.	148,932.		0.
TO FORM 990-PF, PG 1, LN 16C	148,932.	148,932.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	6,332.	0.		0.
FEDERAL TAXES	2,491.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,823.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	50.	0.		0.
TO FORM 990-PF, PG 1, LN 23	50.	0.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
HANOVER CO VA		X	4,984.	5,326.
NEWPORT NEWS VA		X	10,000.	10,055.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			14,984.	15,381.
TOTAL TO FORM 990-PF, PART II, LINE 10A			14,984.	15,381.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBVIE INC	16,637.	15,905.
ADVANCED DISPOSAL	18,000.	22,220.
ADVNC D MICRO D. INC	30,000.	56,700.
ALLERGAN PLC	109,306.	106,055.
AMERICAN HOMES 4 RENT	13,050.	12,588.
AMERICAN TOWER REIT	68,889.	76,512.
AMERICAN WTR WKS CO	31,124.	44,718.
AMZN ARN ISSUER	50,000.	48,500.
APPLE	72,488.	85,012.
AT&T INC	82,754.	100,116.
AUTOMATIC DATA PROC	69,237.	93,324.
BERKSHIRE HATHAWAY CLASS A	31,633.	244,121.
BERKSHIRE HATHAWAY CLASS B	383,495.	415,599.
BERKSHIRE HATHAWAY CLASS B	29,377.	227,031.
BLACKROCK INC	54,329.	68,117.
BLUEBIRD BIO INC	7,600.	6,170.
BOJANGLES INC	17,250.	18,650.
BROADCOM LTD	96,999.	108,183.
BURLINGTON STORES INC	51,745.	88,055.
CHUBB LTD	73,415.	85,614.
CITIGROUP INC	74,594.	86,649.
CITIZENS FINL GROUP INC	59,061.	87,115.
COCA-COLA EUROPEAN	116,034.	98,659.
COMCAST CORP	71,033.	86,313.
COMCAST CORP NEW CL A	72,284.	89,627.
CONOCOPHILLIPS	17,326.	13,438.
CONSOLIDATED EDISON INC	46,475.	47,892.
CONSUMER DISCRETIONARY	975,305.	1,086,202.
COSTCO WHOLESALE CRP	45,525.	56,679.
CROWN HOLDINGS INC	115,152.	109,188.
CVS HEALTH CORP	99,037.	98,085.
CVS HEALTH CORP	57,034.	54,290.
DANAHER CORP	108,093.	106,018.
DANAHER CORP	51,995.	57,913.
DELTA AIR LINES INC	95,363.	96,019.

DEVON ENERGY CORP	55,903.	66,130.
DEVON ENERGY CORP	89,696.	96,272.
DIGITAL RLTY TR INC	103,818.	104,942.
DISNEY (WALT) CO	100,479.	99,113.
DISNEY (WALT) CO	77,075.	84,001.
DOVER CORP	84,334.	87,219.
ECOLAB INC	38,286.	40,324.
EDWARDS LIFESCIENCES	7,127.	24,913.
FB ARN ISSUER	50,000.	45,845.
FEDEX CORP DELWARE	46,452.	61,074.
FIRST TR EXCHANGE TRADED	142,047.	171,156.
FIRST TR ISE CLOUD COMP	135,439.	170,366.
GENESS & WYOM CLA	75,000.	69,410.
GENL DYNAMICS CORP	84,259.	102,387.
GREAT PLAINS ENERGY INC	7,935.	8,205.
HANNON ARMSTRONG	11,970.	11,394.
HEALTH CARE SELECT SPDR	940,123.	960,748.
HOME DEPOT	10,227.	17,967.
HOME DEPOT	48,234.	80,582.
HONEYWELL INTL INC	73,543.	85,961.
INDEPENDENCE RLTY TR INC	3,600.	3,568.
ISHARES CORE GROWTH	566,888.	617,096.
ISHARES IBOXX	256,475.	261,546.
ISHARES IBOXX HIGH YIELD	76,093.	78,241.
ISHARES MBS ETF	529,509.	518,088.
ISHARES MSCI CDA	59,596.	81,248.
ISHARES MSCI JAPAN	196,040.	217,427.
ISHARES MSCI PACIFIC	247,174.	258,392.
ISHARES MSCI SWEDEN	37,774.	39,992.
ISHARES MSCI SWITZERLAND	135,384.	136,930.
ISHARES MSCI U K ETF	217,401.	224,896.
ISHARES NASDAQ BIOTECH	238,454.	234,065.
LOCKHEED MARTIN	72,385.	83,980.
LOWES COMPANIES INC	82,067.	76,525.
MARATHON OIL CORP	43,903.	45,941.
MEDCO HEALTH	2,710.	7,094.
MEDTRONIC PLC	59,257.	56,842.
METLIFE INC	86,778.	100,936.
MICROSOFT CORP	78,649.	86,126.
MICROSOFT CORP	61,434.	62,140.
MOHAWK INDUSTRIES	101,248.	102,036.
MONDELEZ INTERNATIONAL	47,933.	57,984.
MONSANTO CO	18,685.	21,358.
NEWELL BRANDS	106,747.	104,928.
NEXTERA ENERGY	35,568.	37,152.
NEXTERA ENERGY	124,500.	119,460.
NVIDIA	35,962.	53,370.
OM ASSET MGMT PLC	28,500.	29,000.
PACCAR INC	77,211.	84,731.
PFIZER	13,762.	14,713.
PNC FINCL SERVICES GROUP	80,159.	97,779.
POWERSHARES EM SOVERIGN	203,168.	208,757.
POWERSHARES PREFERRED	53,859.	52,153.
PRICE T ROWE GROUP	7,981.	7,225.
PUMA BIOTECH INC	4,000.	3,070.
REAL ESTATE SELECT	221,049.	207,440.
RETAIL OPPORTUNITY	2,125.	2,113.
SANCHEZ PRODTN PARTNERS	11,000.	11,800.

SECTOR SPDR ENERGY	531,035.	657,619.
SM ENERGY CO SHS	11,475.	10,344.
SP500 ARN ISSUER BAC	50,000.	55,890.
SP500 ARN ISSUER BAC	100,000.	100,720.
SP500 ARN ISSUER CIBC	50,000.	52,450.
SPDR US FINANCIAL SECTOR	295,080.	317,432.
SVB FINL GROUP	69,810.	109,691.
SX5E STEPUP ISSUER BAC	50,000.	54,090.
TETRA TECHNOLOGIES INC	2,750.	2,510.
TEXAS CAP BNCSHS INC	14,000.	15,680.
TEXAS INSTRUMENTS	63,449.	64,724.
THERMO FISHER SCIENTIFIC	68,670.	75,489.
TIGENIX SPONSERED	15,500.	14,580.
TOTAL S.A. SP ADR	56,834.	65,598.
TRIANGLE CAP CORP	11,940.	11,004.
TRIVAGO N V	11,000.	11,750.
UNION PACIFIC	62,727.	71,124.
VALVOLINE INC	44,000.	43,000.
VANECK VECTORS J.P.	77,091.	78,021.
VANGUARD CONSUMER	546,207.	562,356.
VANGUARD INDUSTRIAL ETF	836,352.	1,077,872.
VANGUARD INFORMATION	1,143,715.	1,384,007.
VANGUARD MATERIALS	152,222.	205,091.
VERITIV CORP	45,000.	53,750.
VERIZON COMMUNICATIONS	52,503.	61,547.
VIASAT INC	69,740.	66,220.
VISA INC	47,059.	57,657.
WILDHORSE RESOURSE	17,251.	16,789.
WISDOMTREE EUROPE HEDGED	414,863.	474,238.
XL GROUP LTD	111,526.	113,940.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,740,413.	16,776,611.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ISHARES 3-7 YEAR	290,725.	285,693.
ISHARES TIPS	257,227.	260,065.
SP500 ARN ISSUER BARC	50,000.	55,200.
TECH BKT ARN	50,000.	48,480.
VANGUARD INTERMEDIATE	713,643.	701,692.
VANGUARD SHORT TERM BOND	157,261.	155,960.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,518,856.	1,507,090.