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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
Harris Foundation
co Hiter Harris III

A Employer identification number
54-1844579

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
6315 Three Chopt Road

B Telephone number (see instructions)
(804) 648-0072

City or town, state or province, country, and ZIP or foreign postal code
Richmond, VA 23226

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)*▶$ 2,900,448

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	402	402	402	
	4	Dividends and interest from securities	46,953	46,953	46,953	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	327,342			
	b	Gross sales price for all assets on line 6a 1,339,536				
	7	Capital gain net income (from Part IV, line 2)		327,342		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	374,697	374,697	47,355	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,625			
	c	Other professional fees (attach schedule)	11,152	11,152		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	25			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	22,280			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	44,082	11,152		0
	25	Contributions, gifts, grants paid	287,500			287,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	331,582	11,152		287,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	43,115			
	b	**Net investment income** (if negative, enter -0-)		363,545		
	c	**Adjusted net income**(if negative, enter -0-)			47,355	

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	97,822	382,330	382,330
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	926,632	474,687	845,669
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,344,106	1,512,722	1,670,219
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	2,440	2,230	2,230
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,371,000	2,371,969	2,900,448
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,371,000	2,371,969	
	30	**Total net assets or fund balances** (see instructions)	2,371,000	2,371,969	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,371,000	2,371,969	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,371,000
2	Enter amount from Part I, line 27a	2	43,115
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,414,115
5	Decreases not included in line 2 (itemize) ▶	5	42,146
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,371,969

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 327,342

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	368,676	3,343,307	0 11027
2014	245,760	3,419,170	0 07188
2013	263,430	3,255,270	0 08092
2012	336,639	3,356,039	0 10031
2011	273,949	3,224,891	0 08495

2	**Total** of line 1, column (d)	2	0 448330
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 089666
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,932,115
5	Multiply line 4 by line 3	5	262,911
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,635
7	Add lines 5 and 6	7	266,546
8	Enter qualifying distributions from Part XII, line 4	8	287,500

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	3,635
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2.			3	3,635
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,635
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	9,076		
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	9,076
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,441
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 5,441	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Hiter Harris III Telephone no ▶(804) 648-0072

Located at ▶6315 Three Chopt Rd RICHMOND VA ZIP+4 ▶23226

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 |

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c		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?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*		3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		No
	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			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation (**If not paid, enter -0-**)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,665,539
b	Average of monthly cash balances.	1b	311,228
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,976,767
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	
3	Subtract line 2 from line 1d.	3	2,976,767
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	44,652
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,932,115
6	**Minimum investment return.** Enter 5% of line 5.	6	146,606

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	146,606
2a	Tax on investment income for 2016 from Part VI, line 5. 2a 3,635		
b	Income tax for 2016 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	3,635
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	142,971
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	142,971
6	Deduction from distributable amount (see instructions).	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	142,971

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	287,500
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	287,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,635
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	283,865

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					142,971
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	116,514				
b From 2012.	171,479				
c From 2013.	103,726				
d From 2014.	84,088				
e From 2015.	202,559				
f **Total** of lines 3a through e.		678,366			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 287,500					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2016 distributable amount.					142,971
e Remaining amount distributed out of corpus		144,529			
5 Excess distributions carryover applied to 2016					
(If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		822,895			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		116,514			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		706,381			
10 Analysis of line 9					
a Excess from 2012.	171,479				
b Excess from 2013.	103,726				
c Excess from 2014.	84,088				
d Excess from 2015.	202,559				
e Excess from 2016.	144,529				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				287,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	402	
4 Dividends and interest from securities			14	46,953	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	327,342	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Void Check					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				374,697	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 374,697

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

******	2017-05-11	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Elaine M Ragland CPA				P00291584

Firm's name ▶ Stephen M Ragland Ltd

Firm's EIN ▶

Firm's address ▶ 7204 Glen Forest Drive Suite 300
Richmond, VA 23226

Phone no (804) 288-8516

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

(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)
31 BLACKROCK INC	P	2014-01-01	2016-01-26
94 PNC Finl Svcs Group Inc	P	2014-01-01	2016-01-26
94 Gilead Sciences Inc	P	2014-01-01	2016-02-03
61 EAstman Chem Co	P	2014-01-01	2016-02-12
34 Boeing Co	P	2014-01-01	2016-02-17
14 Apple Inc	P	2014-01-01	2016-02-18
30 Boeing Co	P	2014-01-01	2016-02-18
447 539 Invesco Intl Growth Fund	P	2014-01-01	2016-02-18
2330 724 Columbia Select Large Cap Growth Fund	P	2014-01-01	2016-02-18
1229 233 John Hancock FDS III	P	2014-01-01	2016-02-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,118		4,863	4,255
7,995		5,278	2,717
7,868		9,304	-1,436
3,528		5,032	-1,504
3,538		2,216	1,322
1,309		1,444	-135
3,245		1,955	1,290
13,153		15,834	-2,681
32,141		25,125	7,016
21,241		23,048	-1,807

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,255
			2,717
			-1,436
			-1,504
			1,322
			-135
			1,290
			-2,681
			7,016
			-1,807

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

(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)
507 819 Oppenheimer Intl Growth Fund	P	2014-01-01	2016-02-18
31 General MLS Inc	P	2014-01-01	2016-02-18
15 Kimberly Clark Corp	P	2014-01-01	2016-02-18
20 Procter & Gamble Co	P	2014-01-01	2016-02-18
8 Public Storage Inc	P	2014-01-01	2016-02-18
13 Sherwin Williams Co	P	2014-01-01	2016-02-18
840 DB X-Trackers MSCI Eafe Hedged	P	2014-01-01	2016-02-22
395 Ishares Russell 1000 Growth ETF	P	2014-01-01	2016-02-22
265 Vanguard Mid-Cap ETF	P	2014-01-01	2016-02-22
8 Medtronic PLC	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
17,174		19,485	-2,311
1,748		1,751	-3
1,924		1,021	903
1,604		1,267	337
1,857		1,593	264
3,324		1,093	2,231
20,745		25,032	-4,287
36,786		26,064	10,722
29,295		30,164	-869
602		616	-14

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,311
			-3
			903
			337
			264
			2,231
			-4,287
			10,722
			-869
			-14

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

(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)
7 Lyondellbasell Industries NV	P	2014-01-01	2016-02-23
7 Abbvie Inc	P	2014-01-01	2016-02-23
22 Activision Blizzard Inc	P	2014-01-01	2016-02-23
32 Altria Group Inc	P	2014-01-01	2016-02-23
12 American Elec Pwr Inc	P	2014-01-01	2016-02-23
21 Apple Inc	P	2014-01-01	2016-02-23
14 Automatic Data Processing Inc	P	2014-01-01	2016-02-23
20 Bristol Myeres Squibb Co	P	2014-01-01	2016-02-23
16 CME Group Inc	P	2014-01-01	2016-02-23
14 CMS Energy Corp	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
559		601	-42
380		427	-47
639		829	-190
1,939		1,356	583
750		406	344
2,031		1,925	106
1,190		521	669
1,268		1,332	-64
1,462		1,378	84
556		302	254

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-42
			-47
			-190
			583
			344
			106
			669
			-64
			84
			254

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

(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)
21 CVS Health Corp	P	2014-01-01	2016-02-23
71 Cisco Sys Inc	P	2014-01-01	2016-02-23
41 Comcast Corp New CL A	P	2014-01-01	2016-02-23
5 Crown Castle Intl Corp	P	2014-01-01	2016-02-23
6 Dominion Res Inc VA New	P	2014-01-01	2016-02-23
11 Dover Corp	P	2014-01-01	2016-02-23
8 Dow Chem Co	P	2014-01-01	2016-02-23
2 Essex PPTY TR Inc	P	2014-01-01	2016-02-23
10 Eversource Energy	P	2014-01-01	2016-02-23
42 Exxon Mobil Corp	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,041		2,003	38
1,873		1,860	13
2,353		2,269	84
432		430	2
419		304	115
677		473	204
381		366	15
404		468	-64
545		495	50
3,467		3,733	-266

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			38
			13
			84
			2
			115
			204
			15
			-64
			50
			-266

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

(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)
9 General Dynamics Corp	P	2014-01-01	2016-02-23
65 General Elec Co	P	2014-01-01	2016-02-23
20 General MLS Inc	P	2014-01-01	2016-02-23
6 Genuine Parts co	P	2014-01-01	2016-02-23
20 Home Depot Inc	P	2014-01-01	2016-02-23
22 Honeywell Intl Inc	P	2014-01-01	2016-02-23
31 Intel Corp	P	2014-01-01	2016-02-23
38 JP Morgan Chase & Co	P	2014-01-01	2016-02-23
32 Johnson & Johnson	P	2014-01-01	2016-02-23
8 Kimberly Clark Corp	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,219		1,368	-149
1,886		1,692	194
1,173		1,130	43
545		544	1
2,401		702	1,699
2,350		2,330	20
919		698	221
2,196		2,232	-36
3,329		3,274	55
1,037		545	492

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-149
			194
			43
			1
			1,699
			20
			221
			-36
			55
			492

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

(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)
8 Lockheed Martin Corp	P	2014-01-01	2016-02-23
25 Marsh & Mclennan Cos Inc	P	2014-01-01	2016-02-23
8 McDonalds Corp	P	2014-01-01	2016-02-23
26 Merck & Co Inc	P	2014-01-01	2016-02-23
14 Merck & Co Inc	P	2014-01-01	2016-02-23
76 Microsoft Corp	P	2014-01-01	2016-02-23
8 Nextera Energy Inc	P	2014-01-01	2016-02-23
14 Northern Tr Corp	P	2014-01-01	2016-02-23
14 Occidental Pete Corp	P	2014-01-01	2016-02-23
13 PG&E Corp	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,716		1,813	-97
1,439		1,435	4
939		614	325
1,311		1,546	-235
706		525	181
3,983		3,411	572
914		428	486
829		1,039	-210
988		1,398	-410
726		746	-20

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-97
			4
			325
			-235
			181
			572
			486
			-210
			-410
			-20

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

(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)
5 Parker Hannifin Corp	P	2014-01-01	2016-02-23
17 Pepsico Inc	P	2014-01-01	2016-02-23
70 Pfizer Inc	P	2014-01-01	2016-02-23
25 Philip Morris Intl	P	2014-01-01	2016-02-23
7 Price T Rowe Group Inc	P	2014-01-01	2016-02-23
14 Procter & Gamble Co	P	2014-01-01	2016-02-23
7 Public Storage Inc	P	2014-01-01	2016-02-23
25 Schlumberger Ltd	P	2014-01-01	2016-02-23
6 Sempra Energy	P	2014-01-01	2016-02-23
3 Sherwin Williams Co	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
504		339	165
1,696		1,669	27
2,076		1,240	836
2,289		1,492	797
486		403	83
1,147		887	260
1,725		1,394	331
1,816		2,775	-959
581		296	285
770		252	518

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			165
			27
			836
			797
			83
			260
			331
			-959
			285
			518

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

(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)
4 Simon PPTY Group Inc New	P	2014-01-01	2016-02-23
8 TJX Cos Inc New	P	2014-01-01	2016-02-23
18 Texas Instrs Inc	P	2014-01-01	2016-02-23
14 Time Warner Inc	P	2014-01-01	2016-02-23
21 US Bancorp Del	P	2014-01-01	2016-02-23
17 United Parcel Svs Inc	P	2014-01-01	2016-02-23
6 United Health Group Inc	P	2014-01-01	2016-02-23
8 V F Corp	P	2014-01-01	2016-02-23
9 Valero Energy Corp New	P	2014-01-01	2016-02-23
45 Verizon Comm	P	2014-01-01	2016-02-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
759		652	107
574		564	10
961		576	385
907		1,190	-283
831		496	335
1,661		1,661	
706		680	26
491		338	153
500		647	-147
2,295		1,463	832

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			107
			10
			385
			-283
			335
			26
			153
			-147
			832

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

(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)
10 WEC Energy Group Inc	P	2014-01-01	2016-02-23
7 Washington Bio BE 4 731 07/01/18	P	2014-01-01	2016-02-23
12 Waste Mgmt Inc Del	P	2014-01-01	2016-02-23
42 Wells Fargo & Co	P	2014-01-01	2016-02-23
Chubb Corp	P	2014-01-01	2016-02-25
16 Chubb Ltd	P	2014-01-01	2016-02-26
7 Chubb Ltd	P	2014-01-01	2016-03-08
5 CME Group Inc	P	2014-01-01	2016-03-08
19 JP Morgan Chase & Co	P	2014-01-01	2016-03-08
117 0050 Chubb Ltd	P	2014-01-01	2016-03-09

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
567		342	225
453		531	-78
663		371	292
2,008		2,235	-227
7,396		3,792	3,604
1,862		1,776	86
825		777	48
472		430	42
1,098		1,063	35
36		34	2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			225
			-78
			292
			-227
			3,604
			86
			48
			42
			35
			2

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

(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)
10 Chubb Ltd	P	2014-01-01	2016-03-09
14 CME Group Inc	P	2014-01-01	2016-03-09
7 Lyondellbasell Industries NV	P	2014-01-01	2016-03-23
42 Exxon Mobil Corp	P	2014-01-01	2016-03-23
7 California Resources	P	2014-01-01	2016-04-15
1 8566 California Resources	P	2014-01-01	2016-04-20
51 Activision Blizzard Inc	P	2014-01-01	2016-05-10
44 Exxon Mobil Corp	P	2014-01-01	2016-05-10
15 Occidental Pete Corp	P	2014-01-01	2016-05-10
35 Schlumberger Ltd	P	2014-01-01	2016-05-10

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,167		1,110	57
1,310		1,201	109
559		517	42
3,467		3,371	96
7		11	-4
1,771		1,921	-150
3,865		3,936	-71
1,138		1,495	-357
2,634		3,123	-489

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			57
			109
			42
			96
			-4
			-150
			-71
			-357
			-489

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

(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)
7998 705 Columbia Select Large Cap Growth Fund	P	2014-01-01	2016-05-17
1725 988 Clearbridge Small Cap Growth Fund	P	2014-01-01	2016-05-17
8077 601 Columbia Select Large Cap Growth Fund	P	2014-01-01	2016-06-15
26 Kla-Tencor Corp	P	2014-01-01	2016-06-15
49 Wells Fargo & Co	P	2014-01-01	2016-06-15
24 Kla-Tencor Corp	P	2014-01-01	2016-06-16
6 Sherwin Williams Co	P	2014-01-01	2016-07-27
33 Wells Fargo & Co	P	2014-01-01	2016-07-27
80 Bristol Myers Squibb	P	2014-01-01	2016-08-15
32 Activision Blizzard Inc	P	2014-01-01	2016-08-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
123,500		85,970	37,530
43,737		53,385	-9,648
126,738		86,188	40,550
1,891		1,688	203
2,364		1,684	680
1,746		1,531	215
1,761		504	1,257
1,594		1,122	472
4,876		5,329	-453
1,285		1,205	80

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			37,530
			-9,648
			40,550
			203
			680
			215
			1,257
			472
			-453
			80

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

(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)
11 Kimberly Clark Corp	P	2014-01-01	2016-08-23
26 Pfizer Inc	P	2014-01-01	2016-08-23
13 Pfizer Inc	P	2014-01-01	2016-08-23
2 Sherwin Williams Co	P	2014-01-01	2016-08-23
47 V F Corp	P	2014-01-01	2016-08-23
2277 085 John Hancock FDS III	P	2014-01-01	2016-08-24
1118 761 Touchstone Sands Cap Sel	P	2014-01-01	2016-08-24
1600 Apple Inc	P	2014-01-01	2016-08-26
11 Medtronic PLC	P	2014-01-01	2016-08-26
2385 00 DB X-Trackers MSCI Eafe Hedged	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,404		749	655
912		911	1
456		230	226
577		168	409
3,009		1,985	1,024
47,500		28,303	19,197
6,500		7,216	-716
174,196		2,444	171,752
967		838	129
62,249		71,073	-8,824

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			655
			1
			226
			409
			1,024
			19,197
			-716
			171,752
			129
			-8,824

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

(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)
15 Chubb Ltd	P	2014-01-01	2016-08-26
11 Chubb Ltd	P	2014-01-01	2016-08-26
2330 00 Ishares Russell 1000 Growth ETF	P	2014-01-01	2016-08-26
2 Lyondellbasell Industries NV	P	2014-01-01	2016-08-26
7 Lyondellbasell Industries NV	P	2014-01-01	2016-08-26
240 Vanguard Mid-Cap ETF	P	2014-01-01	2016-08-26
18 Abbvie Inc	P	2014-01-01	2016-08-26
11 Activision Blizzard Inc	P	2014-01-01	2016-08-26
35 Altria Group Inc	P	2014-01-01	2016-08-26
11 American Elec Pwr Inc	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
125		111	14
1,379		1,163	216
245,736		231,933	13,803
158		176	-18
554		658	-104
31,365		27,318	4,047
1,193		1,202	-9
446		414	32
2,328		1,483	845
730		372	358

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14
			216
			13,803
			-18
			-104
			4,047
			-9
			32
			845
			358

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

(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)
29 Apple Inc	P	2014-01-01	2016-08-26
13 Automatic Data Processing Inc	P	2014-01-01	2016-08-26
7 Bristol Myers Squibb	P	2014-01-01	2016-08-26
10 CME Group Inc	P	2014-01-01	2016-08-26
3 CME Group Inc	P	2014-01-01	2016-08-26
14 CMS Energy Corp	P	2014-01-01	2016-08-26
10 CVS Health Corp	P	2014-01-01	2016-08-26
12 CVS Health Corp	P	2014-01-01	2016-08-26
11 Chevron	P	2014-01-01	2016-08-26
22 Cisco Sys Inc	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,159		2,659	500
1,171		484	687
420		466	-46
1,060		1,061	-1
318		257	61
600		302	298
973		954	19
1,168		953	215
1,118		1,118	
682		551	131

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			500
			687
			-46
			-1
			61
			298
			19
			215
			131

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

(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)
61 Cisco Sys Inc	P	2014-01-01	2016-08-26
37 Comcast Corp New CL A	P	2014-01-01	2016-08-26
5 Crown Castle Intl Corp	P	2014-01-01	2016-08-26
6 Dominion Res Inc VA New	P	2014-01-01	2016-08-26
13 Dover Corp	P	2014-01-01	2016-08-26
8 Dow Chem Co	P	2014-01-01	2016-08-26
11 Duke Rlty Corp Com New	P	2014-01-01	2016-08-26
2 Essex PPTY TR Inc	P	2014-01-01	2016-08-26
11 Eversource Energy	P	2014-01-01	2016-08-26
285 Exxon Mobil Corp	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,891		1,687	204
2,431		2,020	411
469		430	39
456		304	152
964		552	412
431		409	22
309		303	6
448		468	-20
609		543	66
2,454		2,237	217

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			204
			411
			39
			152
			412
			22
			6
			-20
			66
			217

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

(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)
5 Exxon Mobil Corp	P	2014-01-01	2016-08-26
11 General MLS Inc	P	2014-01-01	2016-08-26
81 General Elec Co	P	2014-01-01	2016-08-26
20 General MLS Inc	P	2014-01-01	2016-08-26
6 Genuine Parts co	P	2014-01-01	2016-08-26
21 Home Depot Inc	P	2014-01-01	2016-08-26
10 Honeywell Intl Inc	P	2014-01-01	2016-08-26
14 Honeywell Intl Inc	P	2014-01-01	2016-08-26
30 Intel Corp	P	2014-01-01	2016-08-26
13 JP Morgan Chase & Co	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
438		443	-5
1,676		1,672	4
2,534		2,108	426
1,422		1,130	292
624		544	80
2,861		687	2,174
1,209		1,024	185
1,601		1,356	245
1,062		675	387
855		779	76

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5
			4
			426
			292
			80
			2,174
			185
			245
			387
			76

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

(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)
31 JP Morgan Chase & Co	P	2014-01-01	2016-08-26
2 Johnson & Johnson	P	2014-01-01	2016-08-26
25 Johnson & Johnson	P	2014-01-01	2016-08-26
6 Kimberly Clark Corp	P	2014-01-01	2016-08-26
8 Lam Research Corp	P	2014-01-01	2016-08-26
6 Lockheed Martin Corp	P	2014-01-01	2016-08-26
3 Lockheed Martin Corp	P	2014-01-01	2016-08-26
25 Marsh & Mclennan Cos Inc	P	2014-01-01	2016-08-26
9 McDonalds Corp	P	2014-01-01	2016-08-26
47 Merck & Co Inc	P	2014-01-01	2016-08-26

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,040		1,887	153
285		245	40
2,942		2,528	414
772		409	363
751		659	92
749		680	69
749		570	179
1,679		1,205	474
1,038		636	402
2,990		1,732	1,258

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			153
			40
			414
			363
			92
			69
			179
			474
			402
			1,258

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

(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)
79 Microsoft Corp	P	2014-01-01	2016-08-26
6 Nextera Energy Inc	P	2014-01-01	2016-08-26
16 Northern Tr Corp	P	2014-01-01	2016-08-26
14 Occidental Pete Corp	P	2014-01-01	2016-08-26
11 PG&E Corp	P	2014-01-01	2016-08-26
5 Parker Hannifin Corp	P	2014-01-01	2016-08-26
17 Pepsico Inc	P	2014-01-01	2016-08-26
59 Pfizer Inc	P	2014-01-01	2016-08-26
25 Philip Morris Intl	P	2014-01-01	2016-08-26
10 Price T Rowe Group Inc	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,577		3,337	1,240
746		315	431
1,100		1,188	-88
1,077		1,396	-319
703		631	72
622		339	283
1,833		1,626	207
2,071		1,045	1,026
2,509		1,492	1,017
695		576	119

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,240
			431
			-88
			-319
			72
			283
			207
			1,026
			1,017
			119

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

(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)
15 Procter & Gamble Co	P	2014-01-01	2016-08-26
7 Public Storage Inc	P	2014-01-01	2016-08-26
20 Schlumberger Ltd	P	2014-01-01	2016-08-26
5 Sempra Energy	P	2014-01-01	2016-08-26
2 Sherwin Williams Co	P	2014-01-01	2016-08-26
4 Simon PPTY Group Inc New	P	2014-01-01	2016-08-26
11 Sonoco Prods Co	P	2014-01-01	2016-08-26
8 TJX Cos Inc New	P	2014-01-01	2016-08-26
25 Texas Instrs Inc	P	2014-01-01	2016-08-26
15 Time Warner Inc	P	2014-01-01	2016-08-26

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,312		951	361
1,587		1,384	203
1,636		1,643	-7
535		247	288
583		167	416
849		639	210
569		546	23
630		564	66
1,750		800	950
1,211		1,275	-64

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			361
			203
			-7
			288
			416
			210
			23
			66
			950
			-64

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

(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)
26 US Bankcorp Del new	P	2014-01-01	2016-08-26
18 United Parcel Svs Inc	P	2014-01-01	2016-08-26
6 United Technologies Corp	P	2014-01-01	2016-08-26
14 Vanguard Intl Equity Index FD Inc	P	2014-01-01	2016-08-26
44 Verizon Comm	P	2014-01-01	2016-08-26
8 WEC Energy Group Inc	P	2014-01-01	2016-08-26
11 Wal Mart Stores Inc	P	2014-01-01	2016-08-26
12 Waste Mgmt Inc Del	P	2014-01-01	2016-08-26
29 Wells Fargo & Co	P	2014-01-01	2016-08-26
436 General Elec Co	P	2014-01-01	2016-10-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,131		615	516
1,972		1,861	111
852		680	172
772		1,007	-235
2,315		1,430	885
490		273	217
793		793	
784		768	16
1,405		966	439
1,805		1,812	-7

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			516
			111
			172
			-235
			885
			217
			16
			439
			-7

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

(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)
375 General Elec Co	P	2014-01-01	2016-10-07
1 Advansix Inc	P	2014-01-01	2016-10-13
4 Advansix Inc	P	2014-01-01	2016-10-13
15 Lyondellbasell Industries NV	P	2014-01-01	2016-10-21
71 Cisco Sys Inc	P	2014-01-01	2016-10-21
200 Advansix Inc	P	2014-01-01	2016-10-28
18 Abbvie Inc	P	2014-01-01	2016-11-04
13 CVS Health Corp	P	2014-01-01	2016-11-04
46 Wells Fargo & Co	P	2014-01-01	2016-11-04
16 Wells Fargo & Co	P	2014-01-01	2016-11-04

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,097		9,712	1,385
18		17	1
60		20	40
1,206		1,259	-53
2,172		2,194	-22
3		1	2
1,015		1,185	-170
1,084		1,164	-80
1,379		1,359	20
735		533	202

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,385
			1
			40
			-53
			-22
			2
			-170
			-80
			20
			202

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

(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)
9 Dover Corp	P	2014-01-01	2016-11-18
29 Dover Corp	P	2014-01-01	2016-11-18
27 Dover Corp	P	2014-01-01	2016-11-21
5 CVS Health Corp	P	2014-01-01	2016-12-02
32 CVS Health Corp	P	2014-01-01	2016-12-02
2 Sherwin Williams Co	P	2014-01-01	2016-12-16
7 Sherwin Williams Co	P	2014-01-01	2016-12-16
12 Activision Blizzard Inc	P	2014-01-01	2017-01-03
65 Activision Blizzard Inc	P	2014-01-01	2017-01-03
Capital Gain Dividends			

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
644		623	21
2,075		1,232	843
1,905		1,147	758
378		448	-70
2,422		2,540	-118
540		563	-23
1,892		586	1,306
437		530	-93
2,368		2,452	-84
			2,268

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			21
			843
			758
			-70
			-118
			-23
			1,306
			-93
			-84

Form 990PF Part VIII Line 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
H Hiter Harris III 6315 Three Chopt Rd Richmond, VA 23226	President 1 00	0		
Jil W Harris 6315 Three Chopt Road Richmond, VA 23226	Secty/Treas 0 00	0		
Katherine Alexander Harris 6315 Three Chopt Road Richmond, VA 23226	Director 0 00	0		
Elizabeth Tyler Harris 6315 Three Chopt Road Richmond, VA 23226	Director 0 00	0		
H Hiter Harris IV 6315 Three Chopt Road Richmond, VA 23226	Director 0 00	0		

Form 990PF Part XV Line 1a - 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).

H Hıter Harrıs III
Jıl W Harrıs

Form 990PF Part XV Line 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*				
First Presbyterian Church 4602 Cary Street Road Richmond, VA 23226	N/A	PC	Annual Fund	5,000
Chesapeake Academy Foundation P O Box 8 Irvington, VA 22480	N/A	PC	Annual Fund	30,000
Hampden-Sydney College 1 COLLEGE ROAD HampdenSydney, VA 23943	N/A	PC	Annual Fund	5,000
Bolling Haxell House Foundation 211 East Franklin Street Richmond, VA 23219	N/A	SO I	Annual Fund	500
St Catherine's School 6001 GROVE AVENUE Richmond, VA 23226	N/A	PC	Annual Fund	1,000
St Christopher's School 711 ST CHRISTOPHERS RD Richmond, VA 23229	N/A	PC	Annual Fund	1,000
VA Found for Ind Colleges 8010 RIDGE ROAD Richmond, VA 23229	N/A	PC	Annual Fund, Capital Commitment	36,000
Cross-Over Ministries Inc 108 Cowardin Avenue Richmond, VA 23224	N/A	PC	Annual Fund	1,000
Big Oak Ranch P O Box 507 Springvale, AL 35146	N/A	PC	Annual Fund	2,500
Massey Cancer Center 401 COLLEGE ST Richmond, VA 23298	N/A	PC	Annual Fund, Capital Commitment	10,000
Virginia Historical Society 428 N BOULEVARD Richmond, VA 23220	N/A	PC	Annual Fund, Capital Commitment	12,500
VCUARTS POLLAK SOCIETY P O BOX 843007 Richmond, VA 23284	N/A	PC	Annual Fund	5,000
FAISON SCHOOL FOR AUTISM 1701 BYRD AVE RICHMOND, VA 23230	N/A	PC	Capital Commitment	500
VMFA FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	N/A	PC	Annual Fund	62,500
The Nature Conservatory 490 Westfiels Road Charlottesville, VA 22901	N/A	PC	Annual Fund, Capital Commitment	30,000
Total . . . . ▶ **3a**				287,500

Form 990PF Part XV Line 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*				
Rappahanock General Hospital 101 Harris Road Kilmarnock, VA 22482	N/A	GOV	Annual Fund	1,000
Harvard Business School 117 Western Ave Allston, MA 02134	N/A	PC	Capital Commitment	5,000
Garth Newell Music Center 403 Garth Newell Ln Hot Springs, VA 24445	N/A	PC	Annual Fund	1,000
Art 180 114 W Marshall Street Richmond, VA 23220	N/A	PC	Annual Fund	2,500
Community Idea Stations 23 Sesame Street Richmond, VA 23235	N/A	PC	Annual Fund	1,000
Drive to Work P O Box 14526 Richmond, VA 23221	N/A	PC	Annual Fund	1,000
Bath County Hospital Foundation P O Drawer Z Hot Springs, VA 24445	N/A	PC	Capital Commitment	5,000
St Stephen's Episcopal Church 6000 Grove Avenue Richmond, VA 23226	N/A	PC	Capital Commitment	6,000
VCU Institute for Contemporary Art 818 W Broad Street Richmond, VA 23284	N/A	GOV	Capital Commitment	25,000
Warm Springs Presbyterian Church 73 Church Drive Warm Springs, VA 24484	N/A	PC	Tots PreSchool Program	1,000
University of Richmond 28 Westhampton Way Univ of Richmond, VA 23173	N/A	PC	Annual Fund	20,000
Bath County Arts Association POBox 974 Hot Springs, VA 24445	N/A	PC	Annual Fund	1,000
The Team for Christ 1245 Tom Hunter Road Charlotte, NC 28213	N/A	PC	Program support	10,000
NextUp RVA 7501 Boulders View Drive Suite 110 Richmond, VA 23225	N/A	PC	Annual Fund	1,000
Bolar Ruritan Club Scholarship PO Box 184 Warm Springs, VA 24484	N/A	PC	Public Support	1,000
Total . . . . ▶ **3a**				287,500

Form 990PF Part XV Line 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*				
Richmond Christmas Mother 300 East Franklin Street Richmond, VA 23219	N/A	PC	Public Support	1,000
Junior Achievement of Richmond 7217 W Broad Street Richmond, VA 23294	N/A	PC	Public Support	2,500
Total . . . . ▶ **3a**				287,500

TY 2016 Accounting Fees Schedule

Name: Harrıs Foundation

co Hıter Harris III

EIN: 54-1844579

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accountıng Fees	10,625	0	0	0

TY 2016 Investments Corporate Stock Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 16000303
Software Version: 2016v3.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	77,197	284,106
JOHNSON & JOHNSON	14,077	22,236
ALTRIA GROUP	5,870	13,997
AMERICAN ELEC POWER	2,490	4,029
AUTOMATIC DATA PROCESSING	4,542	9,147
DOVER CORP		
EXXON MOBIL	16,426	20,850
HOME DEPOT INC	5,505	16,224
INTEL CORP	4,509	6,964
J P MORGAN CHASE	14,136	27,095
MCDONALDS CORP	4,040	6,329
MERCK & CO	10,568	15,542
MICROSOFT CORP	14,499	29,206
NEXTERA ENERGY	2,465	4,778
OCCIDENTAL PETE CORP	6,635	6,126
PARKER HANNIFIN CORP	2,184	4,060
PFIZER INC	7,877	12,895
PHILIP MORRIS INTL INC	8,617	13,815
PNC FINL SVCS CROUP		
PRICE T ROWE GROUP	2,727	3,613
SEMPRA ENERGY	1,820	3,220
US BANCORP DEL	3,590	6,935
VERIZON COMMUNICATIONS	8,206	14,359
WELLS FARGO & CO	4,471	8,818
BLACKROCK INC		
BOEING CO		
BRISTOL MYERS SQUIBB	3,242	2,922
CHUBB CORP	9,279	13,212
CME GROUP INC	4,991	10,035
HONEYWELL INTL	7,332	15,061

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY CLARK	3,274	4,907
PROCTOR & GAMBLE CO	5,742	7,231
TEXAS INSTRUMENTS	4,530	8,975
WAL-MART STORES	7,661	7,119
WASTE MGMT INC	3,630	6,453
SHERWIN WILLIAMS CO		
ACE Limited		
WEC Energy Group Inc	1,942	2,991
CMS Energy	1,990	3,371
V F Corporation		
Dominion Resource Inc	1,877	2,681
Marsh McLennan Co	5,736	9,868
ABBVIE INC	7,453	7,577
CISCO SYSTEMS	8,264	11,272
COMCAST CORP	12,871	16,641
SCHLUMBERGER LTD	10,871	11,753
UNITED PARCEL SERVICE INC	9,258	11,808
CVS Health Corp	6,257	6,471
General Electric Co		
General Mills Inc	6,537	7,598
Lockheed Martin Corp	8,884	11,247
Activision Blizzard Inc		
Eastman Chemical Co		
Eversource Energy	3,500	3,866
General Dynamics Corp	10,640	12,259
Genuine Parts Co	3,568	3,726
Gilead Sciences Inc		
Pepsico Inc	9,728	10,463
Time Warner Inc	7,780	8,977
TJX Cox Inc New	3,417	3,606

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Valero Energy Corp New	5,423	5,329
PG&E Corp	4,254	4,436
Northern Tr Corp	6,682	8,193
Medtronic PLC	4,351	3,989
3 M Company	7,918	8,036
BB & T Corp	4,273	5,172
Broadcom	3,245	3,182
Chevron Corp	7,888	9,181
Dow Chem Co	4,124	4,806
Ingersoll-Rand	3,780	3,752
Interpublic Group Cos	3,094	3,137
Lam Research Corp	4,462	5,815
Qualcomm, Inc.	6,062	6,324
Sonoco Products, Co	3,709	4,005
Stanley Black & Decker	4,677	4,358
Suncor Energy Inc	3,830	3,759
UnitedHealth Group	4,210	5,761

TY 2016 Investments - Other Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 16000303
Software Version: 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PUBLIC STORAGE INC COM	AT COST	6,133	8,717
SIMON-PPTY GROUP	AT COST	4,237	4,797
Crown Castle Intl Corp	AT COST	2,875	2,863
Essex Ppty Tr Inc	AT COST	2,795	2,790
Digital RLTY Tr Inc REITS	AT COST	3,561	3,636
Duke Realty Corp	AT COST	2,151	2,072
COLUMBIA SELECT LARGE CAP GROWTH	AT COST		
PIMCO TOTAL RETURN FUND	AT COST	143,113	130,771
JOHN HANCOCK FDS III DISCIPLINED	AT COST	58,649	112,429
IShares Russell 1000 Growth	AT COST	171,660	263,299
Vanguard Mid-Cap ETF	AT COST	67,726	78,320
IShares Russell 2000 Value ETF	AT COST	66,620	79,095
Legg Mason Clearbridge Small Cap	AT COST		
Invesco Intl Growth Fund	AT COST	78,479	67,432
Oppenheimer Intl Growth Fund	AT COST	74,512	67,346
SPDR Barclays	AT COST	80,202	71,553
Touchstone Small Cap Growth	AT COST	42,784	39,069
DB X-Trackers MSCI EAFE	AT COST	85,377	80,392
Lyondellbasell Industries NV	AT COST	3,159	3,174
Vanguard Small-Cap Growth Viper	AT COST	43,689	48,596
The Children's Investment Fund	AT COST	300,000	319,860
Boston Partners	AT COST	275,000	284,008

TY 2016 Other Assets Schedule

Name: Harrıs Foundatıon
co Hıter Harrıs III

EIN: 54-1844579

Software ID: 16000303

Software Version: 2016v3.0

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Unpaıd Dıvidends Declared	2,440	2,230	2,230

TY 2016 Other Decreases Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 16000303
Software Version: 2016v3.0

Description	Amount
AAPL GAIN SALE-ADJUSTMENT FOR DONATED STOCK	42,146

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TY 2016 Other Expenses Schedule

Name: Harrıs Foundation
co Hıter Harris III

EIN: 54-1844579

Software ID: 16000303

Software Version: 2016v3.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LIFE INSURANCE	22,280			

TY 2016 Other Professional Fees Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 16000303
Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advisory Fees	11,152	11,152	0	0

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TY 2016 Taxes Schedule

Name: Harris Foundation
co Hiter Harris III
EIN: 54-1844579
Software ID: 16000303
Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Corporation Commission	25			