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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

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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 , 2016, and ending , 20

| | | |
|---|------------|---|
| Name of foundation THE LUMINESCENCE FOUNDATION, INC. | | A Employer identification number 54-1989253 |
| Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see instructions) (540) 687-6644 |
| 2125 HATCHERS MILL ROAD | | |
| City or town, state or province, country, and ZIP or foreign postal code MARSHALL, VA 20115 | | C If exemption application is pending, check here. <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,676,880. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 3,154,380. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 Interest on savings and temporary cash investments | 3,631. | 3,631. | | ATCH 1 |
| 4 Dividends and interest from securities | 194,457. | 194,457. | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 227,102. | | | |
| b Gross sales price for all assets on line 6a | 4,339,705. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 227,102. | | |
| 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) ATCH 3 | 3,938. | 3,938. | | |
| 12 Total. Add lines 1 through 11 | 3,583,508. | 429,128. | | |
| 13 Compensation of officers, directors, trustees, etc. | 0. | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 4 | 5,432. | | | |
| c Other professional fees (attach schedule) [5] | 5,410. | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) [6] | 25,760. | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 7 | 123,085. | 123,008. | | |
| 24 Total operating and administrative expenses. Add lines 13 through 23. | 159,687. | 123,008. | | 5,410. |
| 25 Contributions, gifts, grants paid | 705,927. | | | 705,927. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 865,614. | 123,008. | 0. | 711,337. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | 2,717,894. | | | |
| b Net investment income (If negative, enter -0-) | | 306,120. | | |
| c Adjusted net income (If negative, enter -0-) | | | | |

SCANNED NOV 27 2017

Operating and Administrative Expenses

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11 15 2017

11 20 2017

5,410.

09 OGDEN

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

| | | Beginning of year | End of year | |
|---|---|--|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 769,774. | 21,111. | 21,111. |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments - U.S. and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) ATCH 8 | 9,041,945. | 9,617,709. | 15,655,769. |
| | c Investments - corporate bonds (attach schedule) | | | |
| | Liabilities | 11 Investments - land, buildings, and equipment, basis | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other (attach schedule) | | | | |
| 14 Land, buildings, and equipment, basis | | | | |
| Less: accumulated depreciation (attach schedule) ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 9,811,719. | 9,638,820. | 15,676,880. |
| 17 Accounts payable and accrued expenses | | | | |
| 18 Grants payable | | | | |
| 19 Deferred revenue | | | | |
| 20 Loans from officers, directors, trustees, and other disqualified persons | | 30,000. | | |
| 21 Mortgages and other notes payable (attach schedule) | | | | |
| 22 Other liabilities (describe ▶) | | | | |
| 23 Total liabilities (add lines 17 through 22) | 0. | 30,000. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 9,811,719. | 9,608,820. | |
| | 30 Total net assets or fund balances (see instructions) | 9,811,719. | 9,608,820. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 9,811,719. | 9,638,820. | |

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 | 9,811,719. |
| 2 Enter amount from Part I, line 27a | 2 | 2,717,894. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 12,529,613. |
| 5 Decreases not included in line 2 (itemize) ▶ ATCH 9 | 5 | 2,920,793. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 9,608,820. |

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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.) |
|---|--|---|---|--------------------------------------|----------------------------------|
| 1-a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (j) F.M.V. as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 227,102. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | 0. | |

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

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

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

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

☐ Yes ☒ No

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

| (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 | 652,032. | 11,087,272. | 0.058809 |
| 2014 | 601,052. | 10,428,788. | 0.057634 |
| 2013 | 587,785. | 9,439,885. | 0.062266 |
| 2012 | 513,535. | 8,278,494. | 0.062032 |
| 2011 | 349,850. | 8,182,860. | 0.042754 |
| 2 Total of line 1, column (d) | | | 2 0.283495 |
| 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 0.056699 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | | | 4 13,672,374. |
| 5 Multiply line 4 by line 3. | | | 5 775,210. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 6 3,061. |
| 7 Add lines 5 and 6. | | | 7 778,271. |
| 8 Enter qualifying distributions from Part XII, line 4. 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 | | | 8 711,337. |

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

| | | |
|---|------------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . | | |
| Date of ruling or determination letter: <u>06/01/2000</u> (attach copy of letter if necessary - see instructions) | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . | | 1 6,122. |
| 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 6,122. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . | | 4 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 6,122. |
| 6 Credits/Payments. | | |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016. . . . | 6a 10,000. | |
| b Exempt foreign organizations - tax withheld at source | 6b | |
| c Tax paid with application for extension of time to file (Form 8868). | 6c 12,500. | |
| d Backup withholding erroneously withheld | 6d | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 22,500. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 128. | |
| 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 16,250. | |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <u>16,250.</u> Refunded <input type="checkbox"/> | 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <u>\$</u> (2) On foundation managers <u>\$</u> | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <u>\$</u> | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u></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 | | |
| 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). | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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). | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | <input type="checkbox"/> | <input type="checkbox"/> |

Website address **N/A**

14 The books are in care of **SAMUEL B. GUNTER** Telephone no **540-687-6644**
 Located at **2125 HATCHERS MILL ROAD MARSHALL, VA** ZIP+4 **20115**

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**

16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ☐ **16** Yes ☐ No ☒

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

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

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

| | Yes | No |
|---|---|-------------------------------------|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | |
| a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.) | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ 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 | (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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 10 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Form **990-PF** (2016)

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 | 13,661,581. |
| b | Average of monthly cash balances | 1b | 219,002. |
| c | Fair market value of all other assets (see instructions). | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 13,880,583. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 13,880,583. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 208,209. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 13,672,374. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 683,619. |

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 | 683,619. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 6,122. |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 6,122. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 677,497. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 677,497. |
| 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 | 677,497. |

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 | 711,337. |
| 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 | 711,337. |
| 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 | 0. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 711,337. |

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 | | | | 677,497. |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only. | | | | |
| b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u> | | | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | |
| a From 2011 | | | | |
| b From 2012 | 102,600. | | | |
| c From 2013 | 122,645. | | | |
| d From 2014 | 98,013. | | | |
| e From 2015 | 149,980. | | | |
| f Total of lines 3a through e | 473,238. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ <u>711,337.</u> | | | | |
| 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) | | | | |
| d Applied to 2016 distributable amount. | | | | 677,497. |
| e Remaining amount distributed out of corpus. | 33,840. | | | |
| 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 | 507,078. | | | |
| 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. | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | 507,078. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2012 | 102,600. | | | |
| b Excess from 2013 | 122,645. | | | |
| c Excess from 2014 | 98,013. | | | |
| d Excess from 2015 | 149,980. | | | |
| e Excess from 2016 | 33,840. | | | |

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

NOT APPLICABLE

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

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| 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).)

ATTACHMENT 11

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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 ATCH 12 | | | | |
| Total | | | ▶ 3a | 705,927. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

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 (See instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue: | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 3,631. | |
| 4 | Dividends and interest from securities | | | 14 | 194,457. | |
| 5 | Net rental income or (loss) from real estate: | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property. | | | | | |
| 7 | Other investment income | | | 01 | 3,938. | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | 18 | 227,102. | |
| 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) | | | | 429,128. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 429,128. |

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)

[illegible]

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

| Exempt Organizations | | Yes | No |
|----------------------|---|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

b If "Yes," complete the following schedule

[illegible]

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.

**Sign
Here**

▶ SAMUEL GUNTER

~~11~~/14/2017

MANAGER

Signature of officer or trustee _____

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
MARTIN H LAGER

Preparer's signature

Date _____

11/14/2017

7 Check ☒ self-employed

PTIN

P00006252

Firm's name ▶ MARTIN H. LAGER, CPA

Firm's EIN ▶ 11-2519984

Firm's address ► 708 THIRD AVENUE
NEW YORK, NY

10017

Phone no 212 297-9111

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

THE LUMINESCENCE FOUNDATION, INC.

Employer identification number

54-1989253

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 foundationCheck 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).

Name of organization **THE LUMINESCENCE FOUNDATION, INC.**Employer identification number
54-1989253**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 | ZOHAR BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115 | \$ 3,054,380. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | TAMAR BEN-DOV 23678 MALIBU COLONY ROAD #36 MALIBU, CA 90265 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | ARIELLA BEN-DOV 10 SOUTH PORTLAND AVENUE BROOKLYN, NY 11217 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

Employer identification number
54-1989253

Part II

[illegible]

Name of organization THE LUMINESCENCE FOUNDATION, INC.

Employer identification number

54-1989253

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 information once. See instructions.) ▶ \$ _____

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 |
| | | | |
| | | | |
| | | | |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | -74. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 5,373. | |
| | | TOTAL CAPITAL GAIN DISTRIBUTIONS | | | | | 1,922. | |
| 299,473. | | 17,000 SHRS INOVALON HOLDINGS, INC. 365,829. | | | | | 08/18/2015 -66,356. | 03/02/2016 |
| 397,341. | | 11,600 SHRS HOLOGIC INCORPORATED CMN 446,999. | | | | | 12/22/2015 -49,658. | 05/26/2016 |
| 93,701. | | 3,550 SHRS SABRE CORPORATION CMN 99,282. | | | | | 12/22/2016 -5,581. | 10/11/2016 |
| 368,236. | | 12,250 SHRS FORTNET, INC. 418,855. | | | | | 05/26/2016 -50,619. | 10/12/2016 |
| 537,120. | | 7,380 SHRS MEDTRONIC PUBLIC LIMITED CO. 555,079. | | | | | 01/08/2016 -17,959. | 11/22/2016 |
| 86,656. | | 3,300 UNITS THE BLACKSTONE GROUP L.P. 71,113. | | | | | 12/22/2015 15,543. | 08/03/2016 |
| 402,485. | | 350 SHRS THE PRICELINE GROUP 412,476. | | | | | 04/21/2014 -9,991. | 01/08/2016 |
| 213,173. | | 12,000 SHRS KINDER MORGAN, INC. 401,616. | | | | | 05/15/2014 -188,443. | 02/22/2016 |
| 422,316. | | 16,000 SHRS SABRE CORPORATION CMN 401,485. | | | | | 07/28/2015 20,831. | 10/11/2016 |
| 304,265. | | 6,925 SHRS WIRE CARD AG CMN 321,817. | | | | | 03/06/2014 -17,552. | 08/04/2016 |
| 139,965. | | 1,280 SHRS APPLE, INC. 77,031. | | | | | 01/24/2012 62,934. | 12/05/2016 |
| 756,699. | | 989 SHRS ALPHABET, INC. CMN CLASS A 301,821. | | | | | 02/01/2008 454,878. | 03/31/2016 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 291,479. | | 11,100 UNITS THE BLACKSTONE GROUP L.P. 239,200. | | | | | 03/21/2013 52,279. | 08/03/2016 |
| 19,575. | | GS INVESTMENT PARTNERS DISTRIBUTION IN E | | | | | 10/01/2009 19,575. | 04/15/2016 |
| TOTAL GAIN(LOSS) | | | | | | | <u>227,102.</u> | |

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--|---|--------------------------------------|
| BANK ACCOUNTS ETAL | 493. | 493. |
| INTEREST INCOME - THE BLACKSTONE GROUP | 3,138. | 3,138. |
| TOTAL | <u>3,631.</u> | <u>3,631.</u> |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-----------------------------------|---|--------------------------------------|
| GOLDMAN SACHS BLACKSTONE GROUP | 193,765. 692. | 193,765. 692. |
| TOTAL | <u>194,457.</u> | <u>194,457.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOMEDESCRIPTIONBLACKSTONE GROUP LP BUSINESS INCOME
ORDINARY GAIN FROM GOLDMAN SACHS

| REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|-----------------------------|
| 2,656. | 2,656. |
| 1,282. | 1,282. |
| <u>3,938.</u> | <u>3,938.</u> |

TOTALS

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| PROFESSIONAL FEES | 5,432. | | | |
| TOTALS | <u>5,432.</u> | | | |

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------|---|--------------------------------|
| CONSULTING FEES | 5,410. | 5,410. |
| TOTALS | <u>5,410.</u> | <u>5,410.</u> |

ATTACHMENT 6FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> |
|--------------------|---|
| EXCISE TAX | 25,760. |
| TOTALS | <u>25,760.</u> |

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|------------------------|---|-----------------------------|
| BROKER FEES | 123,008. | 123,008. |
| FILING FEES | 62. | |
| MISCELLANEOUS EXPENSES | 15. | |
| TOTALS | 123,085. | 123,008. |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| 9,725 ABBIVE, INC. | 525,692. | 608,979. |
| 1,240 ALPHABET INC | 358,293. | 982,638. |
| 920 AMAZON.COM, INC. | 594,222. | 689,880. |
| 9,045 APPLE, INC. | 518,136. | 1,047,592. |
| 27,800 BANK OF AMERICA | 513,466. | 614,380. |
| 11,840 BRISTOL MEYERS SQUIB | 492,906. | 691,930. |
| 9,530 COMCAST CORPORATION | 352,839. | 658,047. |
| 6,570 CROWN CASTLE INTL | 565,814. | 570,079. |
| 4,100 CUMMINS INC. | 525,766. | 560,347. |
| 26,000 EXPEDIA, INC. | 33,587. | 2,945,280. |
| 5,150 FACEBOOK INC. | 481,070. | 592,508. |
| 7,600 HOLOGIC, INC. | | |
| 17,000 INOVALON HOLDINGS | | |
| 12,000 KINDER MORGAN | | |
| 6,850 KRAFT HEINZ, CO. | 444,570. | 598,142. |
| 2,100 LOCKHEAD MARTIN | 409,539. | 524,874. |
| 8,790 MICROSOFT CORP. | 537,115. | 546,211. |
| 13,350 PAYPAL HOLDINGS | 487,880. | 526,924. |
| 15,495 PFIZER, INC. | 350,167. | 503,278. |
| 350 PRICELINE.COM INC. | | |
| 8,360 QUALCOMM, INC. | 509,214. | 545,072. |
| 19,550 SABRE CORPORATION | | |
| 7,250 SALESFORCE.COM | 563,187. | 496,335. |
| 8,200 TIME WARNER, INC. | 547,040. | 791,546. |
| 10,000 VERIZON COMMUNICATIONS | 287,304. | 533,800. |
| 6,810 VISA, INC. | 519,902. | 531,316. |
| 6,925 WIRE CARD AG | | |
| 14,400 BLACKSTONE GROUP | | 96,611. |
| GS INVESTMENT PARTNERS | | |
| TOTALS | <u>9,617,709.</u> | <u>15,655,769.</u> |

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DIFFERENCE IN FAIR MARKET VALUE AND THE
COST BASIS OF DONATED SECURITIES

2,920,793.

TOTAL

2,920,793.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| ZOHAR BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115 | PRESIDENT/DIRECTOR | 0. | 0. | 0. |
| LISA BEN-DOV 2125 HATCHERS MILL ROAD MARSHALL, VA 20115 | VICE PRESIDENT/DIRECTOR | 0. | 0. | 0. |
| SAMUEL B. GUNTER 2125 HATCHERS MILL ROAD MARSHALL, VA 20115 | SECRETARY/TREASURER/DIRECTOR | 0. | 0. | 0. |
| TAMAR BEN-DOV 23678 MALIBU COLONY ROAD #36 MALIBU, CA 90265 | DIRECTOR | 0. | 0. | 0. |
| ARIELLA BEN-DOV 10 SOUTH PORTLAND AVENUE BROOKLYN, NY 11217 | DIRECTOR | 0. | 0. | 0. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS | | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|--------------|------------------------------|----|---|
| | | | TO EMPLOYEE BENEFIT PLANS | | |
| ANDREW ALBSTEIN 1501 BROADWAY NEW YORK, NY 10036 | DIRECTOR | 0. | 0. | 0. | 0. |
| SETH BRUFISKY 23354 MALIBU COLONY DRIVE MALIBU, CA 90265 | DIRECTOR | 0. | 0. | 0. | 0. |
| LORI BUCHBINDER 1 UNION SQUARE WEST NEW YORK, NY 10003 | DIRECTOR | 0. | 0. | 0. | 0. |
| CHRISTY MARTIN 2125 HATCHERS MILL ROAD MARSHALL, VA 20115 | DIRECTOR | 0. | 0. | 0. | 0. |
| GRAND TOTALS | | 0. | 0. | 0. | 0. |

ATTACHMENT 11FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ZOHAR BEN-DOV - PRESIDENT/DIRECTOR
LISA BEN-DOV - VICE PRESIDENT/DIRECTOR
TAMAR BEN-DOV - DIRECTOR
ARIELLA BEN-DOV - DIRECTOR

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------|--|--|----------------------------------|---------|
| | | | | |
| UNISON PRESERVATION SOCIETY INC | NONE | | GENERAL | 1,000. |
| | PC | | | |
| MIDDLEBURG COMMUNITY CENTER | NONE | | GENERAL | 5,000. |
| | PC | | | |
| AFRICAN WILDLIFE FOUNDATION | NONE | | GENERAL | 10,000. |
| | PC | | | |
| TIGER CREEK | NONE | | GENERAL | 200. |
| | PC | | | |
| MARSHALL VOLUNTEER FIRE & RESCUE | NONE | | GENERAL | 500. |
| | PC | | | |
| SOME-SO OTHERS MIGHT EAT | NONE | | GENERAL | 500. |
| | PC | | | |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-------------------------------------|--|----------------------------------|--------|
| A PLACE TO BE MUSIC | NONE PC | GENERAL | 1,000. |
| EASTER SEALS | NONE PC | GENERAL | 100. |
| ALLEY ANIMALS | NONE PC | GENERAL | 200. |
| 4-H DREAMS NEED HEROES CAMPAIGN | NONE PC | GENERAL | 1,000. |
| ABILITY FITNESS CENTER | NONE PC | GENERAL | 5,000. |
| ADVOCATES FOR MALIBU PUBLIC SCHOOLS | NONE PC | GENERAL | 5,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

54-1989253

RECIPIENT NAME AND ADDRESS
A CHILDREN'S BRAIN TUMOR CURE FOUNDATION

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

PIEDMONT ENVIRONMENTAL COUNCIL

NONE
PC

ALLEYCAT ALLIES

NONE
PC

ALI FORNEY CENTER

NONE
PC

EMMANUEL EPISCOPAL CHURCH, DSF

NONE
PC

NATIONAL MUSEUM OF RACING AND HALL OF FAME

NONE
PC

NONE
PC

PURPOSE OF GRANT OR CONTRIBUTION
GENERAL

AMOUNT

5,000.

5,000.

250.

5,000.

250.

500.

HFG0DH B22D

V 16-7.6F

400272

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------|--|--|----------------------------------|---------|
| | | | | |
| BLUE RIDGE HOSPICE | NONE | | GENERAL | 500. |
| | PC | | | |
| AMERICAN CANCER SOCIETY | NONE | | GENERAL | 500. |
| | PC | | | |
| MOSBY HERITAGE AREA ASSOCIATION | NONE | | GENERAL | 1,000. |
| | PC | | | |
| PEACE PLAYERS INTERNATIONAL | NONE | | GENERAL | 10,000. |
| | PC | | | |
| SEVEN LOAVES SERVICES, INC. | NONE | | GENERAL | 9,000. |
| | PC | | | |
| PROMISE PROJECT FCNY | NONE | | GENERAL | 50,000. |
| | PC | | | |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------|--|--|----------------------------------|---------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| AMERICAN CIVIL LIBERTIES UNION | NONE | | GENERAL | 5,000. |
| | PC | | | |
| MADD | NONE | | GENERAL | 100. |
| | PC | | | |
| NATIONAL WILDLIFE FEDERATION | NONE | | GENERAL | 500. |
| | PC | | | |
| JUVENILE DIABETES RESEARCH FOUNDATION | NONE | | GENERAL | 500. |
| | PC | | | |
| THE SMILE TRAIN | NONE | | GENERAL | 250. |
| | PC | | | |
| ATRS & MINDS | NONE | | GENERAL | 10,000. |
| | PC | | | |

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------------|--------|
| THE EDUCATIONAL ALLIANCE | NONE PC | GENERAL | 3,000. |
| UNITED STATES HOLOCAUST MEMORIAL MUSEUM | NONE PC | GENERAL | 500. |
| MIDDLEBURG FISH | NONE PC | GENERAL | 1,000. |
| BIDE-A-WEE | NONE PC | GENERAL | 200. |
| BLUE RIDGE WILDLIFE CENTER | NONE PC | GENERAL | 500. |
| CHERRY BLOSSOM BREAST CANCER FOUNDATION | NONE PC | GENERAL | 100. |

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-------------------------------|--|--|----------------------------------|--------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| NATIONAL SPORTING LIBRARY | NONE PC | | GENERAL | 5,000. |
| FOUNDATION FIGHTING BLINDNESS | NONE PC | | GENERAL | 5,000. |
| SPECIAL OLYMPICS | NONE PC | | GENERAL | 100. |
| CASTLETON RANCH HORSE RESCUE | NONE PC | | GENERAL | 200. |
| UPPERVILLE COLT & HORSE SHOW | NONE PC | | GENERAL | 5,000. |
| MIDDLEBURG MONTESSORI SCHOOL | NONE PC | | GENERAL | 5,000. |

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--------------------------------------|--|----|----------------------------------|----------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| NARAL PRO-CHOICE VIRGINIA FOUNDATION | NONE | PC | GENERAL | 1,000. |
| CENTER FOR REPRODUCTIVE RIGHTS | NONE | PC | GENERAL | 10,000. |
| ENCOURAGE KIDS FOUNDATION | NONE | PC | GENERAL | 7,500. |
| MARYLAND PUBLIC TELEVISION | NONE | PC | GENERAL | 750. |
| I AM THAT GIRL | NONE | PC | GENERAL | 650. |
| MAYO CLINIC | NONE | PC | GENERAL | 100,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|----------------------------------|---------|
| | | | | |
| NEW YORK PRESBYTERIAN FUND | NONE | | GENERAL | 10,000. |
| | PC | | | |
| NOAH LOST ARK | NONE | | GENERAL | 250. |
| | PC | | | |
| DEFENDERS OF THE WILDLIFE | NONE | | GENERAL | 500. |
| | PC | | | |
| EVERYBODY WINS! USA | NONE | | GENERAL | 35,000. |
| | PC | | | |
| FAUQUIER FREE CLINIC | NONE | | GENERAL | 1,000. |
| | PC | | | |
| INTERNATIONAL ANTI-POACHING FOUNDATION | NONE | | GENERAL | 10,000. |
| | PC | | | |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------|--|--|----------------------------------|---------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| MALIBU JEWISH CENTER & SYNAGOGUE | NONE | | GENERAL | 25,000. |
| | PC | | | |
| OATLANDS | NONE | | GENERAL | 250. |
| | PC | | | |
| JANE GOODALL INSTITUTE | NONE | | GENERAL | 5,000. |
| | PC | | | |
| LOUDOUN THERAPEUTIC RIDING FOUNDATION | NONE | | GENERAL | 500. |
| | PC | | | |
| FISH - CLARKE COUNTY | NONE | | GENERAL | 2,000. |
| | PC | | | |
| ST. JUDES | NONE | | GENERAL | 1,000. |
| | PC | | | |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------|--|--|----------------------------------|--------|
| | | | | |
| SPCA INTERNATIONAL | NONE PC | | GENERAL | 250. |
| THE AMERICAN CHILDREN OF SCORE | NONE PC | | GENERAL | 500. |
| PIEDMONT ENVIRONMENTAL COUNCIL | NONE PC | | GENERAL | 5,000. |
| PLANNED PARENTHOOD GREATER TEXAS | NONE PC | | GENERAL | 5,000. |
| PLANNED PARENTHOOD OF INDIANA | NONE PC | | GENERAL | 5,000. |
| PIEDMONT CHILDCARE DEVELOPMENT | NONE PC | | GENERAL- MM SCHOLARSHIP | 5,000. |

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------|--|--|----------------------------------|---------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| PUBLIC HEALTH SOLUTIONS | NONE PC | | GENERAL | 10,000. |
| CLARKE COUNTY HUMANE FOUNDATION | NONE PC | | GENERAL | 1,000. |
| RAPE, ABUSE & INCEST NATIONAL NETWORK | NONE PC | | GENERAL | 5,000. |
| SNAP | NONE PC | | GENERAL | 10,000. |
| ST JAMES EPISCOPAL CHURCH | NONE PC | | GENERAL | 2,000. |
| ST. CATHARINE'S CHURCH | NONE PC | | GENERAL | 1,500. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------|--|--|----------------------------------|----------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| DAV | NONE PC | | GENERAL | 200. |
| THE COMMUNITY MUSIC SCHOOL | NONE PC | | GENERAL | 5,000. |
| THE EVANS HOME | NONE PC | | GENERAL | 500. |
| THE FORMAN SCHOOL | NONE PC | | GENERAL | 25,000. |
| THE MUSEUM OF HOUNDS AND HUNTING | NONE PC | | GENERAL | 1,000. |
| MIDDLEBERG HUMANE FOUNDATION | NONE PC | | GENERAL | 105,636. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|------------------------------|--|--|----------------------------------|--------|
| | | | | |
| USO | NONE PC | | GENERAL | 500. |
| DOCTORS WITHOUT BORDERS, USA | NONE PC | | GENERAL | 1,000. |
| THE ALS ASSOCIATION | NONE PC | | GENERAL | 5,000. |
| THE FUND FOR ANIMALS | NONE PC | | GENERAL | 150. |
| THE CHELSEA SHUL | NONE PC | | GENERAL | 1,000. |
| THE PLAINS FIRE AND RESCUE | NONE PC | | GENERAL | 500. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--|--|--|----------------------------------|---------|
| | FOUNDATION STATUS OF RECIPIENT | | | |
| GOOSE CREEK ASSOCIATION | NONE PC | | GENERAL | 500. |
| THE XS TENNIS AND EDUCATION FOUNDATION | NONE PC | | GENERAL | 5,000. |
| THE FRIENDSHIP CIRCLE | NONE PC | | GENERAL | 5,000. |
| EQUINE RESCUE LEAGUE | NONE PC | | GENERAL | 1,000. |
| FAUNA & FLORA | NONE PC | | GENERAL | 10,000. |
| THE NATIONAL STEEPLECHASE MUSEUM | NONE PC | | GENERAL | 500. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|--|----------------------------------|---------|
| | | | | |
| THE SULLIVAN CANYON PRESERVATION ASSOC. | NONE | | GENERAL | 10,000. |
| | PC | | | |
| LOUDOUN FREE CLINIC | NONE | | GENERAL | 500. |
| | PC | | | |
| FOOD FOR THE NEEDY | NONE | | GENERAL | 100. |
| | PC | | | |
| TRANSPORTATION ALTERNATIVES | NONE | | GENERAL | 5,000. |
| | PC | | | |
| FRIENDS OF BLUEMONT | NONE | | GENERAL | 500. |
| | PC | | | |
| POLYPHONY FOUNDATION | NONE | | GRANT | 1,000. |
| | PC | | | |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------|--|----------------------------------|--------|
| MUSEUM OF THE SHENANDOAH VALLEY | NONE PC | GENERAL | 200. |
| VIRGINIA STEEPLECHASE ASSOICATION | NONE PC | GENERAL | 1,000. |
| NOW FOUNDATION | NONE PC | GENERAL | 5,000. |
| PROJECT KNAPSACK INC | NONE PC | GENERAL | 5,000. |
| THE BARNS OF ROSE HILL | NONE PC | GENERAL | 250. |
| THE BUCHANAN HALL | NONE PC | GENERAL | 1,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | ATTACHMENT 12 (CONT'D) | |
|---|--|----------------------------------|------------------------|---------|
| | | | | AMOUNT |
| THE UNIVERSITY OF COLORADO BOULDER | NONE PC | GENERAL | | 51,041. |
| THE UNIVERSITY OF TEXAS MD ANDERSON | NONE PC | GENERAL | | 5,000. |
| THE VALENTINO ACHAK DENG FOUNDATION | NONE PC | GENERAL | | 5,000. |
| UPPERVILLE VOL FIRE AND RESCUE | NONE PC | GENERAL | | 500. |
| THE JEWISH FOUNDATION FOR THE RIGHTEOUS | NONE PC | GENERAL | | 2,000. |
| WETA | NONE PC | GENERAL | | 750. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------|--|----------------------------------|----------|
| WORLD WIDE WORD | NONE PC | GENERAL | 5,000. |
| UNITED NATIONS WATCH - USA | NONE PC | GENERAL | 10,000. |
| WARRENTON VOL FIRE DEPT | NONE PC | GENERAL | 500. |
| WINDSWEEP ACADEMY | NONE PC | GENERAL | 10,000. |
| TOTAL CONTRIBUTIONS PAID | | | 705,927. |