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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation DENNIS FOUNDATION			A Employer identification number 54-6061431	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 100 N Main St MAC D4001-117		Room/suite	B Telephone number (see instructions) (888) 730-4933	
City or town, state or province, country, and ZIP or foreign postal code Winston Salem NC 27101		C If exemption application is pending, check here ☐		
Foreign country name Foreign province/state/county Foreign postal code		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐		
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,574,000		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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				
	4 Dividends and interest from securities	25,886	25,283		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	104,397			
	b Gross sales price for all assets on line 6a 507,594				
	7 Capital gain net income (from Part IV, line 2)		104,397		
	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	130,283	129,680	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,387	18,290		6,097
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	847			847
	c Other professional fees (attach schedule)	1,626			1,626
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	245	245		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	27,105	18,535	0	8,570
	25 Contributions, gifts, grants paid	85,500			85,500
26 Total expenses and disbursements. Add lines 24 and 25	112,605	18,535	0	94,070	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	17,678				
b Net investment income (if negative, enter -0-)		111,145			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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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	1,688		
	2 Savings and temporary cash investments	46,507	60,079	60,079
	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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,290,841	1,297,454	1,513,921
	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)	1,339,036	1,357,533	1,574,000
	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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,339,036	1,357,533	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see instructions)	1,339,036	1,357,533	
	31 Total liabilities and net assets/fund balances (see instructions)	1,339,036	1,357,533	

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	1,339,036
2 Enter amount from Part I, line 27a	2	17,678
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,049
4 Add lines 1, 2, and 3	4	1,358,763
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,230
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,357,533

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 Attached Statement			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

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	104,397
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	81,951	1,705,689	0.048046
2014			0.000000
2013			0.000000
2012			0.000000
2011			0.000000

2	Total of line 1, column (d)	2	0.048046
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	0.048046
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
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	0

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	2,223	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	2,223	
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	2,223	
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	747	
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	747	
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	1,476	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	0	

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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 100 N Main St MAC D4001-117 Winston Salem NC ZIP+4 ▶ 27101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b		X
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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d) 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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?	5b N/A 6b X 7b N/A
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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
Wells Fargo Bank, N A 100 N Main St MAC D4001-117 Winston Salem, NC 27	Trustee SEE ATTACHED	24,387		
JAMES W DENNIS PO BOX 78 LIVELY, PA 22507	MANAGER 1 00	0		
WAYNE OPLINGER 1021 EAST CARY STREET RICHMOND, VA 23219	MANAGER 1 00	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				

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

▶ 0

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,545,422
b	Average of monthly cash balances	1b	78,997
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,624,419
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	1,624,419
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	24,366
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,600,053
6	Minimum investment return. Enter 5% of line 5	6	80,003

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	80,003
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,223
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,223
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	77,780
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,780
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	77,780

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	94,070
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	94,070
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	94,070

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				77,780
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			79,949	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 94,070				
a Applied to 2015, but not more than line 2a			79,949	
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				14,121
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				63,659
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			3a	85,500
b Approved for future payment NONE				
Total			3b	0

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
- (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**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.

 SVP Wells Fargo Bank N.A.
Signature of officer or trustee

4/25/2017
Date

SVP Wells Fargo Bank N A
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

JOSEPH J CASTRIANO

Preparer's signature

John Doe

Date

4/25/2017

Check ☒ if self-employed

PTIN	
------	--

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
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Supplemental Information:

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

Wells Fargo Bank N.A
100 N Main Street Mac 4001-117
Winston-Salem, NC 27101-3818

The compensation reported in column (c) is calculated based on periodic market values and/or the applicable fee agreement. It is not determined solely on an hourly basis. Corporate Trustee services include, but are not limited to, administrative services such as fiduciary accounting, custody of assets, complying with tax filing requirements, complying with distribution provisions, and complying with federal and state laws applicable to private foundations, plus asset management services such as creating asset allocation strategies, investment reporting and reallocating and rebalancing of portfolios as necessary.

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FAN FREE CLINIC, INC

Street

1010 N Thompson St,

City

Richmond

State

VA

Zip Code

23230

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GATEWAY HOMES, INC

Street

11901 Reedy Branch Road

City

Chesterfield

State

VA

Zip Code

23838

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

A GRACE PLACE ADULT CARE CENTER

Street

8030 Staples Mill Rd

City

Richmond

State

VA

Zip Code

23228

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

GREATER RICHMOND SCAN, INC

Street

103 E Grace St

City

Richmond

State

VA

Zip Code

23219

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

JEWISH FAMILY SERVICES, INC

Street

6718 Patterson Avenue

City

Richmond

State

VA

Zip Code

23226

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

READING AND EDUCATION FOR ADULT DEVELOPMENT, INC

Street

2000 Brema Rd Ste 102

City

Richmond

State

VA

Zip Code

23226

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST JOSEPH'S VILLA

Street

8000 Brook Rd

City

Richmond

State

VA

Zip Code

23227

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

THE VISUAL ARTS CENTER OF RICHMOND

Street

1812 W Main St

City

Richmond

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

CRIPPLED CHILDREN'S HOSPITAL

Street

2924 Brook Road

City

Richmond

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

FRIENDS ASSOCIATION FOR CHILDREN

Street

1004 St John St

City

Richmond

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

VIRGINIA HOME

Street

1101 Hampton St

City

Richmond

State

VA

Zip Code

23220

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

ARMSTRONG PRIORITIES, INC

Street

2209 E Grace St

City

Richmond

State

VA

Zip Code

23223

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,820

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CAPITAL AREA PARTNERSHIP UPLIFTING PEOPLE, INC

Street

1021 Oliver Hill Way

City Richmond	State VA	Zip Code 23219	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

FEED MORE INC

Street

1415 Rhoadmiller St

City Richmond	State VA	Zip Code 23220	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,500

Name

MENTAL HEALTH AMERICA OF VIRGINIA

Street

2008 Bremono Road, Suite 101

City Richmond	State VA	Zip Code 23226	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 2,180

Name

ST ANDREW'S SCHOOL

Street

227 S Cherry St

City Richmond	State VA	Zip Code 23220	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

VIRGINIA COLLEGE FUND

Street

4900 Augusta Ave, Suite 101

City Richmond	State VA	Zip Code 23230	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Name

VIRGINIA FOUNDATION FOR COMMUNITY

Street

300 Arboretum Place, Suite 200

City Richmond	State VA	Zip Code 23236	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 5,000

Part 1, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Amount	19,052	Capital Gains/Losses										Sales		Depreciation and Adjustments		or Loss	
Short Term CG Distributions			0	Other sales										507,594		403,197		0	
	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss				
1	ABERDEEN EMERG MARKET	003021714	X				1/22/2013	11/18/2016	2,501	3,245				0	-744				
2	ARTISAN INTERNATIONAL FC	043144402	X				10/11/2010	11/18/2016	55,000	46,023				0	8,977				
3	DODGE & COX INTL STOCK	256206103	X				11/3/2008	11/18/2016	25,000	16,405				0	8,595				
4	DREYFUS INTERNATL BOND	261980668	X				4/29/2014	11/9/2016	10,256	11,393				0	-1,137				
5	KEELEY SMALL CAP VAL FD	487300808	X				10/11/2010	11/8/2016	19,322	13,172				0	6,150				
6	NEUBERGER BERMAN LONG	641289608	X				9/4/2014	11/18/2016	15,000	15,386				0	-386				
7	PIMCO FOREIGN BD FD USD	693390882	X				12/31/2008	11/18/2016	11,421	10,000				0	1,421				
8	PIMCO FOREIGN BD FD USD	693390882	X				11/3/2008	11/18/2016	10,997	10,000				0	997				
9	PIMCO FOREIGN BD FD USD	693390882	X				12/5/2007	11/18/2016	1,951	1,923				0	28				
10	T ROWE PRICE INST EM MKT	741440203	X				11/3/2008	11/18/2016	35,000	20,012				0	14,988				
11	BOSTON P LINGSHRT RES-IN	74925K581	X				9/4/2014	11/18/2016	15,000	14,862				0	138				
12	T ROWE PRICE SHORT TERM	77957P105	X				11/10/2010	9/20/2016	57,264	58,851				0	-1,587				
13	T ROWE PRICE SHORT TERM	77957P105	X				4/15/2013	9/20/2016	7,361	7,487				0	-128				
14	T ROWE PRICE SHORT TERM	77957P105	X				10/22/2013	9/20/2016	17,812	17,969				0	-157				
15	T ROWE PRICE SHORT TERM	77957P105	X				10/2/2014	9/20/2016	10,931	10,981				0	-50				
16	T ROWE PRICE SHORT TERM	77957P105	X				12/15/2015	9/20/2016	15,127	14,973				0	154				
17	VANGUARD SHORT TERM BC	921937827	X				10/2/2014	9/20/2016	49,947	49,639				0	308				
18	VOYA REAL ESTATE FUND C	92913K595	X				11/3/2008	11/18/2016	85,893	44,089				0	41,804				
19	VOYA INTL RL EST FD CL1 #2	92914A810	X				12/31/2008	11/18/2016	6,122	4,988				0	1,136				
20	VOYA INTL RL EST FD CL1 #4	92914A810	X				11/3/2008	11/18/2016	36,637	31,801				0	4,836				

Part I, Line 16b (990-PF) - Accounting Fees

		847	0	0	847
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	847			847

Part I, Line 16c (990-PF) - Other Professional Fees

		1,626	0	0	1,626
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GRANT ADMIN FEES	1,626			1,626

Part I, Line 18 (990-PF) - Taxes

		245	245	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	245	245		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			1,290,841	1,297,454	1,513,921
2	T ROWE PRICE SMALL CAP STOCK 65		0	24,667	29,597
3	ARTISAN INTERNATIONAL FD I 662		0	33,848	40,592
4	MERGER FUND-INST #301		0	44,000	42,311
5	ARTISAN MID CAP FUND-INSTL 1333		0	73,600	59,071
6	FID ADV EMER MKTS INC- CL I 607		0	83,000	81,819
7	T ROWE PRICE REAL ESTATE FD 122		0	50,000	52,428
8	ISHARES TR SMALLCAP 600 INDEX FD		0	50,099	52,258
9	EATON VANCE GLOBAL MACRO - I		0	40,000	40,000
10	DODGE & COX INT'L STOCK FD 1048		0	27,072	41,159
11	T ROWE PRICE INST EM MKT EQ 146		0	30,704	54,092
12	AMER CENT SMALL CAP GRWTH INST 334		0	22,500	23,258
13	MFS VALUE FUND-CLASS I 893		0	66,700	76,326
14	JP MORGAN MID CAP VALUE-I 758		0	49,296	60,676
15	ASG GLOBAL ALTERNATIVES-Y 1993		0	15,000	15,362
16	VANGUARD REIT VIPER		0	10,001	10,481
17	AQR MANAGED FUTURES STR-I		0	40,000	39,787
18	VANGUARD INFLAT-PROT SECS-ADM 511		0	25,000	24,147
19	JPMORGAN HIGH YIELD FUND SS 3580		0	68,265	68,168
20	T ROWE PRICE INST FLOAT RATE 170		0	36,000	35,576
21	OPPENHEIMER DEVELOPING MKT-I 799		0	10,807	10,643
22	INV BALANCE RISK COMM STR-Y 8611		0	15,000	14,890
23	BLACKROCK GL L/S CREDIT-INS #1833		0	40,000	40,399
24	VANGUARD BD INDEX FD INC		0	47,393	46,955
25	SPDR DJ WILSHIRE INTERNATIONAL REA		0	9,994	8,010
26	VANGUARD INTERMEDIATE TERM B		0	90,075	88,470
27	ROBECO BP LNG/SHRT RES-INS		0	26,738	27,682
28	NEUBERGER BERMAN LONG SH-INS #183		0	16,114	15,832
29	CREDIT SUISSE COMM RT ST-CO 2156		0	15,000	15,811
30	DODGE & COX INCOME FD COM 147		0	100,000	98,621
31	T ROWE PRICE BLUE CHIP GRWTH 93		0	73,710	215,636
32	T ROWE PRICE EQUITY INCOME 71		0	62,871	83,864

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Mutual Fund Timing Difference	1	1,433
2	Federal Excise Tax Refund	2	616
3	Total	3	2,049

Line 5 - Decreases not included in Part III, Line 2

1	Mutual Fund Timing Difference	1	939
2	PY Return of Capital Adjustment	2	99
3	Cost Basis Adjustment	3	192
4	Total	4	1,230

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount	19,052	0										
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	403,197	85,345	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj Basis or Losses	85,345
1	ABERDEEN EMERG MARKET	0030217114		1/22/2013	11/18/2016	2,501		0	3,245		-744	0	0	0	-744	
2	ARTISAN INTERNATIONAL FC	04314H402		10/11/2010	11/18/2016	55,000		0	46,023		8,977	0	0	0	8,977	
3	DODGE & COX INTL STOCK	256206103		11/3/2008	11/18/2016	25,000		0	16,405		8,595	0	0	0	8,595	
4	DREYFUS INTERNATL BOND	261980668		4/29/2014	11/9/2016	10,256		0	11,393		-1,137	0	0	0	-1,137	
5	KEELEY SMALL CAP VAL FD	487300808		10/11/2010	11/8/2016	19,322		0	13,172		6,150	0	0	0	6,150	
6	NEUBERGER BERMAN LONG	64129R608		9/4/2014	11/18/2016	15,000		0	15,386		-386	0	0	0	-386	
7	PIMCO FOREIGN BD FD USD	693390882		12/31/2008	11/18/2016	11,421		0	10,000		1,421	0	0	0	1,421	
8	PIMCO FOREIGN BD FD USD	693390882		11/3/2008	11/18/2016	10,997		0	10,000		997	0	0	0	997	
9	PIMCO FOREIGN BD FD USD	693390882		12/5/2007	11/18/2016	1,951		0	1,923		28	0	0	0	28	
10	T ROWE PRICE INST EM MKT	74144Q203		11/3/2008	11/18/2016	35,000		0	20,012		14,988	0	0	0	14,988	
11	BOSTON P LNG/SHRT RES-IN	74925K581		11/10/2010	11/18/2016	15,000		0	14,862		138	0	0	0	138	
12	T ROWE PRICE SHORT TERM	77957P105		9/20/2016	9/20/2016	57,264		0	58,851		-1,587	0	0	0	-1,587	
13	T ROWE PRICE SHORT TERM	77957P105		4/15/2013	9/20/2016	7,361		0	7,487		-126	0	0	0	-126	
14	T ROWE PRICE SHORT TERM	77957P105		10/22/2013	9/20/2016	17,812		0	17,969		-157	0	0	0	-157	
15	T ROWE PRICE SHORT TERM	77957P105		10/22/2014	9/20/2016	10,981		0	10,981		-50	0	0	0	-50	
16	T ROWE PRICE SHORT TERM	77957P105		12/15/2015	9/20/2016	15,127		0	14,973		154	0	0	0	154	
17	VANGUARD SHORT TERM BD	921937827		10/2/2014	9/20/2016	49,639		0	49,639		308	0	0	0	308	
18	VOYA REAL ESTATE FUND C	92913K595		11/3/2008	11/18/2016	85,893		0	44,089		41,804	0	0	0	41,804	
19	VOYA INTL RL EST FD CL-I #2	92914A810		12/31/2008	11/18/2016	6,122		0	4,986		1,136	0	0	0	1,136	
20	VOYA INTL RL EST FD CL-I #2	92914A810		11/3/2008	11/18/2016	36,637		0	31,801		4,836	0	0	0	4,836	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week SEE ATTAC	Compensation	Benefits	Expense Account
Wells Fargo Bank N A Trust Tax D		X	100 N Main St MAC D4001-117	Winston Salem	NC	27101		TRUSTEE		24,387		
1	JAMES W DENNIS		PO BOX 78	LIVELY	PA	22507		MANAGER	1 00	0		
2	WAYNE OPLINGER		1021 EAST CARY STREET	RICHMOND	VA	23219		MANAGER	1 00	0		
3												
										24,387	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	747
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	
7 Total	7	747

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2015 that remained undistributed at the beginning of the 2016 tax year	1	<u>79,949</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>79,949</u>