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

Name of foundation RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO		A Employer identification number 56-2194546	
% RONALD J & PAULA P WITHROW			
Number and street (or P O box number if mail is not delivered to street address) 1341 E MOREHEAD STREET Suite 201	Room/suite	B Telephone number (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28204		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,339,498	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,845	3,845	3,845	
	4 Dividends and interest from securities				
	5a Gross rents	2,250	2,250	2,250	
	b Net rental income or (loss) -10,874				
	6a Net gain or (loss) from sale of assets not on line 10	18,173			
	b Gross sales price for all assets on line 6a 18,173				
	7 Capital gain net income (from Part IV, line 2)		18,173		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	24,268	24,268	6,095	
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,267	3,267	3,267	0
	b Accounting fees (attach schedule)	3,500	3,500	3,500	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,627	5,449	5,449	
	19 Depreciation (attach schedule) and depletion	1,777	1,777	1,777	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,726	602	602	
	24 Total operating and administrative expenses. Add lines 13 through 23	31,897	14,595	14,595	0
	25 Contributions, gifts, grants paid	173,994			173,994
	26 Total expenses and disbursements. Add lines 24 and 25	205,891	14,595	14,595	173,994
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-181,623			
	b Net investment income (if negative, enter -0-)		9,673		
	c Adjusted net income(if negative, enter -0-)				

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		612,403	544,146	544,146
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ _____ 0				
		Less allowance for doubtful accounts ▶ _____	1,283	0	0	
	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	331	23,192	23,192	
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	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 ▶ _____ 56,594				
		Less accumulated depreciation (attach schedule) ▶ 23,924	30,446	32,670	108,888	
15		Other assets (describe ▶ _____)	231,804	221,026	663,272	
16		Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	876,267	821,034	1,339,498	
17		Accounts payable and accrued expenses	0	12,353		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	0	12,353		
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg , and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	876,267	808,681			
30	Total net assets or fund balances (see instructions)	876,267	808,681			
31	Total liabilities and net assets/fund balances (see instructions) .	876,267	821,034			

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	876,267
2	Enter amount from Part I, line 27a	2	-181,623
3	Other increases not included in line 2 (itemize) ▶ _____	3	114,037
4	Add lines 1, 2, and 3	4	808,681
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	808,681

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 BEARCAT CREEK INVESTORS, LLC		2005-12-01	2016-12-21
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 18,173			18,173
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			18,173
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	18,173
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes
 ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	30,500	887,150	0 03438
2014	32,400	578,012	0 056054
2013	22,307	631,147	0 035344
2012	15,402	482,055	0 031951
2011	27,850	427,289	0 065178

2 Total of line 1, column (d)	2	0 222907
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 044581
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,381,558
5 Multiply line 4 by line 3	5	61,591
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97
7 Add lines 5 and 6	7	61,688
8 Enter qualifying distributions from Part XII, line 4	8	173,994

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	97
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	97
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	97
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
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	0
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	97
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of RONALD J & PAULA P WITHROW Telephone no (704) 344-1868			

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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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes No

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)? ☐ 1b			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐ 1c			No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐ 2b			
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). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b			No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	☐ Yes ☒ No	5b		
Organizations relying on a current notice regarding disaster assistance check here.	☐ Yes ☒ No			
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	6b		No
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
RONALD J WITHROW 1341 E MOREHEAD STREET 201 CHARLOTTE, NC 28204	PRESIDENT/TREASURER 0 5	0	0	0
PAULA P WITHROW 1341 E MOREHEAD STREET 201 CHARLOTTE, NC 28204	VICE PRESIDENT/SECRETARY 0 5	0	0	0
ASHLEY W BARTOL 1341 E MOREHEAD STREET 201 CHARLOTTE, NC 28204	EXECUTIVE DIRECTOR 5 0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000.				▶

Part VIII

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

Part IX-A	Summary of Direct Charitable Activities
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List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
--	----------

1	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	607,245
c	Fair market value of all other assets (see instructions).	1c	795,352
d	Total (add lines 1a, b, and c).	1d	1,402,597
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	0
3	Subtract line 2 from line 1d.	3	1,402,597
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	21,039
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,381,558
6	Minimum investment return. Enter 5% of line 5.	6	69,078

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	69,078
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	97
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	97
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	68,981
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	68,981
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	68,981

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	173,994
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	173,994
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	97
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	173,897

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				68,981
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			38,648	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>173,994</u>				
a Applied to 2015, but not more than line 2a			38,648	
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.				68,981
e Remaining amount distributed out of corpus	66,365			
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	66,365			
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		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	66,365			
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.	66,365			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

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
NA

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
ASHLEY W BARTOL
1341 E MOREHEAD STREET STE 201
CHARLOTTE, NC 28204
(704) 344-1868

b The form in which applications should be submitted and information and materials they should include
ANY LEGIBLE AND ORDERLY FORM

c Any submission deadlines
NO SUBMISSION DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NO RETRICTIONS OR LIMITATIONS ON AWARDS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	173,994
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

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

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

***** 2017-11-08 *****
 Signature of officer or trustee Date Title
 (see instr.)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SECOND HARVEST FOOD BANK 500 SPRATT ST STE B CHARLOTTE, NC 28206	501(c)(3) ORGANIZATION		COMMUNITY SERVICE TO HELP FEED NEEDY	3,500
CRISIS ASSISTANCE MINISTRY 500-A SPRATT STREET CHARLOTTE, NC 28206	501(C)(3) ORGANIZATION		COMMUNITY SERVICE TO AID POOR WITH HOUSING AND UTILITIES	1,000
WATAGUA COUNTY HUMANE SOCIETY 312 PAWS WAY BOONE, NC 28607	501(C)(3) ORGANIZATION		COMMUNITY SERVICE TO AID ANIMALS	500
BLOWING ROCK ART AND HISTORY MUSEUM PO BOX 828 BLOWING ROCK, NC 28605	501(C)(3) ORGANIZATION		COMMUNITY SERVICE TO SUPPORT THE ARTS	7,100
THE SALVATION ARMY 534 SPRATT STREET CHARLOTTE, NC 28206	501(C)(3) ORGANIZATION		TO PROVIDE SERVICES TO FAMILIES	500
Total 				173,994
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	501(C)(3) ORGANIZATION		PROVIDE SPIRITUAL AND PHYSICAL AID TO PEOPLE IN NEED AROUND THE WORLD	5,000
BAPTIST CHILDREN'S HOMES OF NC 204 IDOL ST THOMASVILLE, NC 27360	501(C)(3) ORGANIZATION		COMMUNITY SERVICE FOR CHILDREN SINGLE MOTHERS, AND DEVELOPMENTALLY DISABLED ADULTS	1,000
LEVINE CHILDREN'S HOSPITAL 1000 BLYTHE BLVD CHARLOTTE, NC 28203	501(c)(3) ORGANIZATION		TO SUPPORT EDUCATION AND RESEARCH	2,000
HABITAT FOR HUMANITY 3815 LATROBE DR CHARLOTTE, NC 28211	501(C)(3) ORGANIZATION		TO PROVIDE HOMES FOR NEEDY FAMILIES	500
LINCOLN COUNTY FIRE-RESCUE 115 W MAIN ST LINCOLNTON, NC 28092	501(c)(3) ORGANIZATION		TO PROVIDE FIRE FIGHTING AND RESCUE SERVICES	500
Total 				173,994
3a				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
URBAN MINISTRY CENTER 945 N COLLEGE ST CHARLOTTE, NC 28206	501(C)(3) ORGANIZATION		TO PROVIDE SERVICES TO THE HOMELESS	500
ALZHEIMER'S ASSOCIATION 3739 NATIONAL DR RALEIGH, NC 27612	501(C)(3) ORGANIZATION		TO ELIMINATE ALZHEIMER'S DISEASE	500
AMERICAN MACULAR DEGENERATION FOUNDATION PO BOX 515 NORTHAMPTON, MA 01061	501(C)(3) ORGANIZATION		TO PREVENT, TREAT, AND CURE MACULAR DEGENERATION	1,000
AMERICAN RED CROSS PO BOX 4002018 DES MOINES, IA 50340	501(C)(3) ORGANIZATION		TO PROVIDE DISASTER RELIEF	2,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	501(C)(3) ORGANIZATION		TO PROVIDE TREATMENT FOR CHILDREN AND RESEARCH DISEASES	1,750
Total ► 3a				173,994

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
HUMANE SOCIETY OF CHARLOTTE 2700 TOOMEY AVE CHARLOTTE, NC 28203	501(C)(3) ORGANIZATION		TO PROVIDE ADOPTIONS FOR HOMELESS ANIMALS	2,000
SUSAN G KOMEN BREAST CANCER FOUNDATION 2316 RANDOLPH ROAD CHARLOTTE, NC 28207	501(C)(3) ORGANIZATION		TO FUND BREAST CANCER RESEARCH AND SUPPORT FOR WOMEN WITH BREAST CANCER	1,000
MEREDITH COLLEGE 3800 HILLSBOROUGH STREET RALEIGH, NC 27607	501(C)(3) ORGANIZATION		TO PROVIDE STUDENT SCHOLARSHIPS	1,000
AMERICAN CANCER SOCIETY 1901 BRUNSWICK AVE 100 CHARLOTTE, NC 28207	501(C)(3) ORGRANIZATION		TO CONDUCT RESEARCH, SHARE INFORMATION, SUPPORT PATIENTS, AND PREVENTION OF CANCER	500
COMMUNITY OUTREACH CHIRSTIAN MINITRIES 2225 FREEDOM DRIVE CHARLOTTE, NC 28208	501(C)(3) ORGANIZATION		TO DISTRIBUTE FOOD, CLOTHING, AND BOOKS	1,000
Total 				173,994
3a				

Form 990PF Part XV Line 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				
COUNCIL OF INDIAN NATIONS 16415 ADDISON ROAD SUITE 200 ADDISON, TX 75001	501(C)(3) ORGANIZATION		TO DELIVER A BROAD RANGE OF SERVICES TO POOR AND ISOLATED NATIVE AMERICAN COMMUNITIES	30
DAVE THOMAS FOUNDATION FOR ADOPTION 716 MT AIRYSHIRE BOULEVARD SUITE 10 COLUMBUS, OH 43235	501(C)(3) ORGANIZATION		TO FIND PERMANENT HOMES FOR CHILDREN WAITING IN FOSTER CARE TO BE ADOPTED	1,500
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	501(C)(3) ORGANIZATION		TO TRAIN DOGS TO HELP PEOPLE WHO ARE HEARING IMPAIRED	500
DUKE CANCER INSTITUTE 10 BRYAN SEARLE DRIVE SEELEY MUDD BUILDING DURHAM, NC 27710	501(C)(3) ORGANIZATION		TO SUPPORT RESEARCH AND TREAT PATIENCES DEALING WITH CANCER	1,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK CITY, NY 10010	501(C)(3) ORGANIZATION		TO PRESERVE THE NATURAL SYSTEMS	500
Total ► 3a				173,994

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
GUIDE DOGS FOR THE BLIND PO BOX 151200 SAN RAFAEL, CA 949151200	501(C)(3) ORGANIZATION		TO TRAIN AND PROVIDE GUIDE DOGS TO SEEING IMPAIRED PEOPLE	500
GOODFELLOWS 700 PARKWOOD AVENUE CHARLOTTE, NC 282052699	501(C)(3) ORGANIZATION		TO SERVE THE WORKING POOR IN THE COMMUNITY	600
NEADS 305 REDEMPTION ROCK TRAIL SOUTH PRINCETON, MA 01541	501(C)(3) ORGANIZATION		TO PROVIDE SERVICE DOGS TO DEAF AND DISABLED PERSONS	500
PROVIDENCE BAPTIST CHURCH 4921 RANDOLPH ROAD CHARLOTTE, NC 28211	501(C)(3) ORGANIZATION		TO BRING PEOPLE TO GOD THROUGH WORSHIP, FELLOWSHIP, AND MISSIONS	500
THE CHILDREN'S AID SOCIETY 711 THIRD AVENUE SUITE 700 NEW YORK CITY, NY 10017	501(C)(3) ORGANIZATION		TO ENSURE PHYSICAL AND EMOTIONAL WELL-BEING OF CHILDREN AND FAMILIES	500
Total ▶ 3a				173,994

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
UNION ACADEMY FOUNDATION 675 N ML KING JR BLVD MONROE, NC 28110	501(C)(3) ORGANIZATION		TO RAISE FUNDS AND ASSIST IN PROVIDING FOR THE OPERATIONS OF UNION ACADEMY CHARTER SCHOOL	135,014
Total  3a				173,994

TY 2016 Accounting Fees Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,500	3,500	3,500	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO

EIN: 56-2194546

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
CLIFFWOOD PLACE	2003-01-01	24,000	11,310	M27		873			
WEST PARK AVE	2003-01-01	23,000	10,838	M27		837			
HVAC-CLIFFWOOD PL	2016-07-01	4,000		M27		67			

**TY 2016 Land, Etc.
Schedule****Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
CLIFFWOOD PLACE	24,000	12,183	11,817	
WEST PARK AVE	23,000	11,675	11,325	
HVAC-CLIFFWOOD PL	4,000	67	3,933	

TY 2016 Legal Fees Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	3,267	3,267	3,267	

TY 2016 Other Assets Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT IN TRAILS END LLC	64,633	67,023	51,500
INVESTMENT IN MLK PROPERTY	114,991	92,288	460,612
FLORIDA CONDOMINIUM	41,657	41,657	64,375
YADKIN LAND	10,523	10,523	77,250
INVESTMENT IN SW MLK & 84	0	9,535	9,535

TY 2016 Other Expenses Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	12	12	12	
LICENSES & FEES	202	202	202	
MISCELLANEOUS	388	388	388	
Rent and Royalty Expense	13,124			

TY 2016 Other Income Schedule

Name: RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO

EIN: 56-2194546

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME			

TY 2016 Other Increases Schedule

Name: RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO

EIN: 56-2194546

Description	Amount
LAND CONTRIBUTIONS M-1	114,037

TY 2016 Other Liabilities Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO RJW		

TY 2016 Taxes Schedule**Name:** RONALD J AND PAULA P WITHROW FAMILY FOUNDATIO**EIN:** 56-2194546

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROPERTY TAXES	5,449	5,449	5,449	
FEDERAL TAXES & PENALTIES	4,178			

Form 990-PF, Part XV, Attachment 12 Supplemental Statement

Included on Attachment 12 is a contribution of \$135,014 to Union Academy Foundation. This contribution was the foundation's prorate share of the fair market value of land donated by Bearcat Creek Investors, LLC (EIN 81-4618617) and reported on the Bearcat Creek Investors, LLC schedule K-1 issued to the foundation.

Part VII-A Line 11 Schedule

RPF Foundation, LLC
1341 E Morehead Street Ste 201
Charlotte, NC 28204
EIN 56-2194546