Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
POPE-BROWN FOUNDATION

A Employer identification number
57-6173490

Number and street (or P O box number if mail is not delivered to street address) Room/suite
POST OFFICE BOX 190

B Telephone number (see instructions)
(803) 276-2532

City or town, state or province, country, and ZIP or foreign postal code
NEWBERRY, SC 29108

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 1,557,917

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))*

	Line	Description	(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	681	681		
	4	Dividends and interest from securities	27,550	27,550		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	163,021			
	b	Gross sales price for all assets on line 6a 693,121				
	7	Capital gain net income (from Part IV, line 2)		163,021		
	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	191,252	191,252		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,550	4,550		
	c	Other professional fees (attach schedule)	17,275	17,275		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	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	21,825	21,825		0
	25	Contributions, gifts, grants paid	79,000			79,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	100,825	21,825		79,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	90,427			
	b	**Net investment income** (if negative, enter -0-)		169,427		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	86,275	206,201	206,201
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)	1,099,618	865,307	1,148,735
c	Investments—corporate bonds (attach schedule)		204,812	202,981
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)	1,185,893	1,276,320	1,557,917
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	1,185,893	1,276,320	
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			
30	**Total net assets or fund balances** (see instructions)	1,185,893	1,276,320	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,185,893	1,276,320	

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	1,185,893
2	Enter amount from Part I, line 27a	2	90,427
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,276,320
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	1,276,320

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	PUBLICLY TRADED SECURITIES - ST	P		
b	PUBLICLY TRADED SECURITIES - LT	P		
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	250,690		252,414	-1,724
b	442,431		277,686	164,745
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				-1,724
b				164,745
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	163,021
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	163,021

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	77,259	1,567,185	0 049298
2014	66,750	1,548,807	0 043098
2013	65,000	1,399,977	0 046429
2012	61,500	1,287,524	0 047766
2011	63,500	1,255,652	0 050571

2	**Total** of line 1, column (d)	2	0 237162
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 047432
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,507,186
5	Multiply line 4 by line 3	5	71,489
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,694
7	Add lines 5 and 6	7	73,183
8	Enter qualifying distributions from Part XII, line 4	8	79,000

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

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	1,694
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	1,694
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	1,694
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,259		
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	1,259
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	435
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)?.	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶SC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶N/A

14 The books are in care of ▶THOMAS H POPE III Telephone no ▶(803) 276-2532

Located at ▶PO BOX 190 NEWBERRY SC ZIP+4 ▶29108

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

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		
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 .)*	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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?.	**6b**		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CARROLL B HART PO BOX 127 BELTON, SC 29627	TRUSTEE 1 00	0	0	0
THOMAS H POPE III PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
GARY T POPE 855 KILBOURNE ROAD COLUMBIA, SC 29205	TRUSTEE 1 00	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	**(e)** Expense account, other allowances
NONE				

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
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	1,320,346
b	Average of monthly cash balances.	1b	209,792
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	1,530,138
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	1,530,138
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,952
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,507,186
6	**Minimum investment return.** Enter 5% of line 5.	6	75,359

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	75,359
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,694		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	1,694
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	73,665
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	73,665
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	73,665

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	79,000
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	79,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,694
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	77,306

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				73,665
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			29,103	
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.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 79,000				
a Applied to 2015, but not more than line 2a			29,103	
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.				49,897
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				
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				23,768
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

THOMAS H POPE III
PO BOX 190
NEWBERRY, SC 29108
(803) 276-2532

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

NO REQUIRED FORM

c Any submission deadlines

NO CURRENT DEADLINES PERIODIC CONSIDERATION OF REQUESTS

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

CONTRIBUTIONS MADE TO SECTION 501(C)(3) ORGANIZATIONS IN SOUTH CAROLINA OR THE SOUTHEASTERN UNITED STATES

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				79,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	681	
4 Dividends and interest from securities. . . .			14	27,550	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	-1,724	164,745
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). .				26,507	164,745

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 191,252

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2017-05-01	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
AGNES E ASMAN		2017-05-01		P00196498
Firm's name ▶ AGNES E ASMAN CPA				Firm's EIN ▶
Firm's address ▶ P O BOX 61105 COLUMBIA, SC 29260				Phone no (803) 787-6325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NEWBERRY OPERA HOUSE FDN 1201 MCKIBBEN STREET NEWBERRY, SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ARTS POST OFFICE BOX 368 BELTON, SC 29627	N/A	PUB CHARITY	CHARITABLE	3,500
ETV ENDOWMENT OF SC INC 401 E KENNEDY STSTE B-1 SPARTANBURG, SC 29302	N/A	PUB CHARITY	CHARITABLE	9,000
PEACE CENTER FOUNDATION 101 WEST BROAD STREET GREENVILLE, SC 29601	N/A	PUB CHARITY	CHARITABLE	5,000
SC HISTORICAL SOCIETY FIREPRF BLDG100 MEETING CHARLESTON, SC 294012299	N/A	PUB CHARITY	CHARITABLE	6,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA, SC 292019980	N/A	PUB CHARITY	CHARITABLE	15,000
THE BELTON AREA MUSEUM ASSOCI 100 NORTH MAIN STREET BELTON, SC 29627	N/A	PUB CHARITY	CHARITABLE	5,000
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY ST SAN FRANCISCO, CA 94105	N/A	PUB CHARITY	CHARITABLE	500
PALMETTO TR FOR HISTORICAL PRESERVA 8301 PARKLANE ROAD COLUMBIA, SC 29223	N/A	PUB CHARITY	CHARITABLE	5,000
Total . . . . ▶ 3a				79,000

TY 2016 Accounting Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,550	4,550		

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TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
STATEMENT OF DETAIL ATTACHED		PURCHASE								

TY 2016 Investments Corporate Bonds Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO BANK NA	50,210	49,999
NATIONAL RURAL UTIL CORP	50,340	49,638
MEDTRONIC INC	25,672	25,280
GOLDMAN SACHS GROUP INC	28,915	28,105
AMERICAN TOWER TRUST	49,675	49,959

TY 2016 Investments Corporate Stock Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACE LIMITED		
ALLERGAN PLC		
ALPHABET INC CL A	29,634	44,377
AMGEN INC	10,894	9,504
APPLE INC	20,468	35,325
AUTOMATIC DATA PROCESSING INC	9,765	15,931
AVAGO TECHNOLOGIES LTD		
BANK AMER CORP	20,013	27,293
BB&T CORP	17,091	21,394
BLACKROCK INC	10,927	22,832
BOEING COMPANY		
BOSTON SCIENTIFIC CORP	5,461	4,975
BP PLC SPONS ADR	11,154	11,962
BRISTO MYERS SQUIBB CO	11,348	13,441
BROADCOM LTD	10,227	14,142
CBS CORPORATION	10,276	12,088
CELGENE CORP	3,982	5,209
CHUBB LTD	10,763	12,551
CISCO SYSTEMS INC	15,853	16,923
COCA COLA CO	14,748	18,450
COMCAST CORP	8,639	13,465
CONOCOPHILLIPS	19,613	24,569
COSTCO WHSL CORP NEW	14,338	17,612
DISNEY WALT CO	22,965	34,393
DOW CHEM COMPANY	16,370	17,738
ELECTRONIC ARTS INC	9,801	11,814
ELI LILLY & CO	14,729	15,813
EMERSON ELECTRIC	15,547	16,168
EOG RES INC	14,545	18,198
FACEBOOK INC-A	3,955	5,177

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CORP	18,522	27,176
GILEAD SCIENCES	4,003	9,667
HILTON WORLDWIDE HOLDINGS INC		
HOME DEPOT INC	4,699	13,408
HONEYWELL INTERNATIONAL	10,653	30,121
INTEL CORP	9,719	11,244
INTL BUSINESS MACHINES CORP	16,343	18,259
JOHNSON & JOHNSON	22,560	38,019
JP MORGAN CHASE & CO	14,341	24,593
KRAFT HEINZ CO	10,652	12,661
LAM RESEARCH CORP	10,636	12,159
LOWES COS INC	9,215	14,935
LYONDELLBASELL INDUSTRIES NV		
MASTERCARD INC-A	14,409	19,617
MCDONALDS CORP	10,944	12,781
MEDTRONIC INC	16,116	15,314
MICROSOFT CORP	18,305	29,517
MOHAWK INDUSTRIES INC	10,002	9,984
MONSANTO CO NEW	10,321	11,047
MORGAN STANLEY	5,438	6,971
NEXTERA ENERGY INC	13,236	14,932
NIKE INC CLASS B COM	8,849	12,453
OCCIDENTAL PETE CORP	12,029	11,753
PAYPAL HOLDINGS INC	8,097	8,881
PEPSICO INC	9,997	24,588
PFIZER INC	21,311	23,873
PHILLIPS 66	5,553	6,049
POTASH CORP SASK INC	11,365	11,397
PROCTER & GAMBLE COMPANY	4,874	5,045
QUALCOMM INC	21,084	22,168

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYTHEON COMPANY	10,144	11,360
SCHLUMBERGER LTD	16,197	17,210
STANLEY BLACK & DECKER	14,314	15,483
STARBUCKS CORP	10,671	16,378
SUNTRUST BANKS INC	16,031	23,311
TEXAS INSTRUMENTS	7,731	12,770
TIME WARNER CABLE INC	7,223	9,653
UNION PAC CORP	14,580	20,218
UNITED PARCEL SVC	16,444	21,208
VERTEX PHARMACEUTICALS INC		
WALGREENS BOOTS ALLIANCE INC	21,756	28,966
WASTE MGMT INC	11,223	15,246
WELLS FARGO & CO	7,414	13,226
WESTROCK CO		
BB&T CORP PREFERRED	25,200	23,750

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TY 2016 Other Professional Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SOUTH STATE WEALTH MGMT FEES	8,051	8,051		
GREENWOOD CAPITAL ASSOCIATES	9,220	9,220		
INVESTMENT AGENT FEES	4	4		

The Pope-Brown Foundation 57-6173490

2016 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)	
SHORT TERM						
30 shs Nextera Energy Inc	7/31/2015	2/22/2016	3,348 91	3 061 50	287 41	
70 shs Westrock Co	7/15/2015	2/25/2016	2,240 48	2,240 48	0 00	
100 shs Zoetis Inc	2/14/2016	3/14/2016	4,020 83	4,309 00	(288 17)	
45 shs Allergan PLC	111/20/15	3/29/2016	12,509 85	14,086 89	(1 577 04)	
.0641 shs California Resources	Various	3/29/2016	0 06	0 02	0 04	
200 shs Syngenta AG Spons	2/4/2016	4/12/2016	16,547 18	14,812 00	1,735 18	
155 shs ConocoPhillips	Various	4/20/2016	6,773 78	7,363 50	(589 72)	
85 shs Electronic Arts Inc	8/26/2015	4/22/2016	5,563 36	5,614 25	(50 89)	
455 shs Alcoa Inc	3/30/2016	5/2/2016	4,975 32	4,342 79	632 53	
30 shs Broadcom Ltd	9/14/2015	5/2/2016	4,487 00	3,835 05	651 95	
35 shs American Express Co	3/11/2016	5/2/2016	2,329 55	2,097 43	232 12	
260 shs BB&T Corp	Various	5/2/2016	9 369 89	9,539 39	(169 50)	
145 shs BP PLC Spons ADR	11/6/2015	5/2/2016	4,895 09	5,327 29	(432 20)	
40 shs Chubb Ltd	10/26/2015	5/2/2016	4,723 90	4,531 98	191 92	
80 shs CBS Corporation	4/12/2016	5/2/2016	4 529 50	4,326 73	202 77	
200 shs ConocoPhillips	Various	5/2/2016	9,741 79	9,597 65	144 14	
90 sshs Dow hem company	2/4/2016	5/2/2016	4,827 49	3,784 50	1,042 99	
70 shs Electronic Arts Inc	Various	5/2/2016	4,511 40	4,528 45	(17 05)	
125 shs Emerson Electric	2/23/2016	5/2/2016	7,088 60	6 067 87	1,020 73	
40 shs Facebook Inc-A	9/1/2015	5/2/2016	4,271 11	3,515 28	755 83	
45 shs Intl Bus Machines Corp	4/21/2016	5/2/2016	6,738 15	6 738 15	0 00	Wash 124 75
150 shs Intel Corp	10/19/2015	5/2/2016	4,710 65	4,702 62	8 03	
60 shs Kraft Heinz Co	8/26/2015	5/2/2016	4,751 30	4,407 65	343 65	
50 shs Lyondellbasell Ind NV	10/15/2015	5/2/2016	4,499 90	4,597 97	(98 07)	Wash 42 03
35 shs McDonalds Corp	10/19/2015	5/2/2016	4,477 80	3,647 85	829 95	
25 shs Mohawk Industries Inc	8/26/2015	5/2/2016	4,931 64	5,001 25	(69 61)	
60 shs Nextera Energy Inc	7/15/2015	5/2/2016	6,980 25	6,123 00	857 25	
60 shs Occidental Pette Corp	8/18/2015	5/2/2016	4,659 50	4,380 98	278 52	
40 shs Procter & Gamble Co	2/4/2016	5/2/2016	3,181 93	3,249 20	(67 27)	
60 shs Paypal Holdings Inc	10/30/2015	5/2/2016	2,371 80	2,126 71	245 09	
90 shs Qualcomm Inc	11/25/2015	5/2/2016	4,734 80	4,469 83	264 97	
35 shs Raytheon Company	4/12/2016	5/2/2016	4,506 15	4,438 00	68 15	
90 shs Schlumberger Ltd	9/3/2015	5/2/2016	7,283 54	6,965 60	317 94	
60 shs Stanley Black & Decker	7/10/2015	5/2/2016	6,767 85	6,414 16	353 69	
80 shs Waste Mgmt Inc Del	8/25/2015	5/2/2016	4,510 30	4,238 17	272 13	
115 shs Westrock Co	7/15/2015	5/2/2016	4,732 15	8,425 74	(3 693 59)	
315 shs Westrock Co	Various	5/4/2016	12,937 99	16,969 17	(4 031 18)	

The Pope-Brown Foundation 57-6173490

2016 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)	
21 shs California Resources	3/3/2016	5/9/2016	39 89	6 71	33 18	
70 shs Hilton Worldwid Hldgs	3/2/2016	6/2/2016	1,448 16	1,451 58	(3 42)	
150 shs Morgan Stanley	5/2/2016	6/8/2016	3,929 96	4,144 50	(214 54)	
120 shs BB&T Corp	9/4/2015	6/17/2016	4 245 33	4,278 83	(33 50)	
20 shs Electronic Arts Inc	8/27/2015	7/13/2016	1,561 84	1,278 75	283 09	
120 shs Lyondellbasell Ind NV	Various	8/9/2016	8,926 73	11,096 01	(2 169 28)	
110 shs Dow Chem Company	Various	8/29/2016	5,910 17	5,038 00	872 17	
1,095 shs Alcoa Inc	Various	9/19/2016	10,271 64	10,447 48	(175 84)	
80 shs American Express Co	3/11/2016	10/18/2016	4,825 85	4 794 12	31 73	
TOTAL SHORT TERM			**250,690.36**	**252,414.08**	(1,723.72)	

LONG TERM						
150 shs Lowes Cos Inc	8/20/2012	2/4/2016	10,870 30	4,049 96	6,820 34	
125 shs Lowes Cos Inc	Various	2/25/2016	8,629 30	4,202 42	4,426 88	
105 shs Home Depot Inc	3/18/2011	2/25/2016	12,859 22	3,821 36	9,037 86	
60 shs Vertes Pharmaceuticals	Various	3/16/2016	5,157 50	5,839 67	(682 17)	
170 shs Boeing Company	Various	4/12/2016	21,539 38	22,319 55	(780 17)	
175 shs Apple Inc	10/22/2010	5/2/2016	16,904 63	7,754 49	9,150 14	
90 shs Automatic Data Process	3/26/2013	5/2/2016	8,092 62	5,042 74	3,049 88	
615 shs Bank Amer Corp	Various	5/2/2016	9,255 55	8,328 39	927 16	
25 shs Blackrock Inc Class A	6/30/2011	5/2/2016	9,160 30	4,678 06	4,482 24	
65 shs Bristol Myers Squibb Co	5/8/2014	5/2/2016	4,600 60	3,249 35	1,351 25	
20 shs Celgene Corp	10/16/2014	5/2/2016	2,143 15	1,769 91	373 24	
75 shs Comcast Corp-Cl A	9/18/2012	5/2/2016	4,665 12	2,604 81	2,060 31	
45 shs Costco Whsl Corp New	10/7/2014	5/2/2016	6,798 45	5,667 66	1,130 79	
245 shs Cisco Systems Inc	12/29/2014	5/2/2016	6,960 30	6,963 69	(3 39)	Wash 24 32
130 shs Disney Walt Co New	Various	5/2/2016	13,717 30	6,188 55	7,528 75	
70 shs EOG Res Inc	Various	5/2/2016	5,907 17	6,482 49	(575 32)	
340 shs General Electric Corp	Various	5/2/2016	10,510 16	5,496 55	5,013 61	
45 shs Gilead Sciences Inc	9/14/2012	5/2/2016	4,525 10	1,334 33	3,190 77	
20 shs Alphabet Inc Cl A	Various	5/2/2016	14,343 89	6,841 95	7,501 94	
45 shs Home Depot Inc	Various	5/2/2016	6,085 22	1,661 76	4,423 46	
215 shs Hilton Worldwide Hldgs	8/13/2014	5/2/2016	4,670 84	5,111 20	(440 36)	
90 shs Honeywell Intl Inc	9/25/2008	5/2/2016	10,328 17	3,967 65	6,360 52	

The Pope-Brown Foundation 57-6173490
2016 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
120 shs Johnson & Johnson	10/24/2011	5/2/2016	13,546 50	7,501 31	6,045 19
110 shs JP Morgan Chase & Co	Various	5/2/2016	7,039 85	4,496 79	2,543 06
205 shs Coca Cola Co	Various	5/2/2016	9,130 50	5,954 01	3,176 49
90 shs Eli Lilly & Co	10/14/2014	5/2/2016	6,920 15	5,818 40	1 101 75
90 shs Lowes Cos Inc	Various	5/2/2016	6,874 95	3,498 72	3,376 23
85 shs Mastecard Inc-A	1/30/2014	5/2/2016	8,277 97	6,465 98	1,811 99
85 shs Medtronic PLC	10/7/2014	5/2/2016	6,706 35	6,321 93	384 42
220 shs microsoft Corp	13/31/08	5/2/2016	11,234 05	4,233 53	7,000 52
175 shs Nike Inc Class B Com	Various	5/2/2016	10,338 77	4,837 28	5 501 49
90 shs Pepsico Inc	11/30/1998	5/2/2016	9,245 50	3,437 10	5,808 40
280 shs Pfizer Inc	Various	5/2/2016	9,244 00	7,317 36	1,926 64
140 shs Starbucks Corp	Various	5/2/2016	7 977 03	4,149 10	3,827 93
165 shs Suntrust Banks Inc	Various	5/2/2016	7,005 75	7,004 65	1 10
90 shs Time Warner Inc	8/12/2014	5/2/2016	6 939 75	6,500 52	439 23
80 shs Texas Instruments	Various	5/2/2016	4,747 90	2,788 62	1,959 28
80 shs Union Pac Corp	1/31/2013	5/2/2016	7,126 24	5,313 01	1,813 23
100 shs United Parcel Svc Inc B	Various	5/2/2016	10,598 77	7,285 43	3,313 34
145 shs Walgreens Boots All	Various	5/2/2016	11,834 64	9,040 16	2 794 48
185 shs Wells Fargo & Co	1/30/2012	5/2/2016	9,419 07	5,571 63	3,847 44
390 shs Hilton Worldwide Hldgs	Various	6/2/2016	8,068 29	10,010 91	(1 942 62)
35 shs Automatic Data Process	3/26/2013	6/17/2016	3 051 57	1 961 06	1 090 51
45 shhs Nike Inc Class B Com	4/10/2013	6/17/2016	2,447 54	1 326 90	1,120 64
15 shs Alphabet Inc Cl A	Various	7/13/2016	10,756 21	5,870 45	4,885 76
70 shs Texas Instruments	3/15/2013	7/13/2016	4,416 90	2,484 47	1,932 43
170 shs Apple Inc	Various	8/29/2016	18,366 39	7,860 16	10,506 23
35 shs Blackrock Inc Class A	6/30/2011	8/29/2016	12,997 19	6,549 28	6,447 91
155 shs Microsoft Corp	12/31/2008	8/29/2016	8,978 95	2,982 71	5,996 24
25 shs Nike Inc Class B Com	4/10/2013	8/29/2016	1,503 34	737 17	766 17
35 shs Waste Mgmt Inc Del	8/25/2015	8/29/2016	2,285 10	1,854 20	430 90
25 shs Stanley Black & Decker	7/10/2015	8/29/2016	3,045 52	2,672 57	372 95
80 shs Nike Inc Class B Com	4/10/2013	9/30/2016	4,423 47	2,408 25	2,015 22
.04 sh Advansix Inc	Various	10/17/2016	6 36	2 16	4 20
10 shs Advansix Inc	Various	10/19/2016	152 53	53 98	98 55
TOTAL LONG TERM			442,431 37	277 686 34	164,745 03
TOTAL 2016 CAPITAL GAINS & LOSSES			693,121.73	530,100.42	163,021.31