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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

| | | |
|---|--|--|
| Name of foundation TULL CHARITABLE FOUNDATION, INC. | | A Employer identification number 58-1687028 |
| Number and street (or P.O. box number if mail is not delivered to street address) 191 PEACHTREE STREET | Room/suite 3950 | B Telephone number 404-659-7079 |
| City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30303 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 78,347,915. | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received | | | | N/A | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | 2,407,594. | 2,405,662. | | STATEMENT 1 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | -1,250,512. | | | |
| b Gross sales price for all assets on line 6a 11,059,685. | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0. | | |
| 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) | | | | | |
| 11 Other income | | -390,740. | -223,453. | | STATEMENT 2 |
| 12 Total. Add lines 1 through 11 | | 766,342. | 2,182,209. | | |
| 13 Compensation of officers, directors, trustees, etc | | 300,000. | 30,000. | | 270,000. |
| 14 Other employee salaries and wages | | 69,630. | 6,963. | | 62,667. |
| 15 Pension plans, employee benefits | | 90,332. | 9,033. | | 81,299. |
| 16a Legal fees | | | | | |
| b Accounting fees STMT 3 | | 26,240. | 13,120. | | 13,120. |
| c Other professional fees STMT 4 | | 1,190,241. | 1,185,093. | | 5,148. |
| 17 Interest | | | | | |
| 18 Taxes STMT 5 | | 141,280. | 244. | | 0. |
| 19 Depreciation and depletion | | 18,268. | 0. | | |
| 20 Occupancy | | 70,797. | 7,080. | | 63,717. |
| 21 Travel, conferences, and meetings | | 9,397. | 940. | | 8,457. |
| 22 Printing and publications | | | | | |
| 23 Other expenses STMT 6 | | 42,852. | 2,814. | | 40,037. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,959,037. | 1,255,287. | | 544,445. |
| 25 Contributions, gifts, grants paid | | 3,051,634. | | | 3,451,634. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 5,010,671. | 1,255,287. | | 3,996,079. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | -4,244,329. | | | |
| b Net investment income (if negative, enter -0-) | | | 926,922. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

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| Part II Balance Sheets | | Beginning of year | End of year | |
|-----------------------------|--|-------------------|----------------|----------------|
| | | | (a) Book Value | (b) Book Value |
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 447,499. | 2,145,691. | 2,145,691. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | 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 | | | |
| | b Investments - corporate stock STMT 9 | 36,013,060. | 37,006,524. | 37,006,524. |
| | c Investments - corporate bonds STMT 10 | 16,631,875. | 16,462,315. | 16,462,315. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| Liabilities | Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 11 | 21,211,011. | 22,608,267. | 22,608,267. |
| | 14 Land, buildings, and equipment basis ▶ 170,308. | | | |
| | Less: accumulated depreciation ▶ 68,411. | 119,195. | 101,897. | 101,897. |
| | 15 Other assets (describe ▶ STATEMENT 12) | 1,924,991. | 23,221. | 23,221. |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 76,347,631. | 78,347,915. | 78,347,915. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | 400,000. | | |
| | 19 Deferred revenue | | | |
| Net Assets or Fund Balances | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ DEFERRED FEDERAL N) | 0. | 112,719. | |
| | 23 Total liabilities (add lines 17 through 22) | 400,000. | 112,719. | |
| | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 24 Unrestricted | 75,947,631. | 78,235,196. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/> | | | |
| | 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 | 75,947,631. | 78,235,196. | |
| | 31 Total liabilities and net assets/fund balances | 76,347,631. | 78,347,915. | |

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 | 75,947,631. |
| 2 Enter amount from Part I, line 27a | 2 | -4,244,329. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 6,738,627. |
| 4 Add lines 1, 2, and 3 | 4 | 78,441,929. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 5 | 206,733. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 78,235,196. |

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Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENT**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|--|--|---|
| 1a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 11,059,685. | 12,310,197. | -1,250,512. | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | -1,250,512. | |
| 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 | -1,250,512. |
| 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). If (loss), enter -0- in Part I, line 8 | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | 3 | N/A |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2015 | 3,671,225. | 80,733,632. | .045473 |
| 2014 | 3,919,449. | 84,155,897. | .046574 |
| 2013 | 3,572,713. | 80,757,526. | .044240 |
| 2012 | 3,150,333. | 75,797,756. | .041562 |
| 2011 | 3,167,943. | 75,856,873. | .041762 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | .219611 |
| 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 | .043922 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 77,636,485. |
| 5 Multiply line 4 by line 3 | 5 | 3,409,950. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 9,269. |
| 7 Add lines 5 and 6 | 7 | 3,419,219. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | 8 | 3,997,049. |

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

| | | | |
|--|----|---------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 9,269. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 9,269. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 9,269. |
| 6 Credits/Payments: | | | |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | 32,497. | |
| 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 | 32,497. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 23,228. | |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax | 11 | 23,228. | Refunded |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) | | |
| GA | | |
| 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 | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

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Part VII-A Statements Regarding Activities (continued)

| | Yes | No |
|--|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | | X |
| 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) | X | |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.TULLFOUNDATION.ORG | X | |
| 14 The books are in care of ► BARBARA T. CLEVELAND, EXEC. DIR. Telephone no. ► 404-659-7079 Located at ► 191 PEACHTREE STREET, NO. 3950, ATLANTA, GA ZIP+4 ► 30303 | | |
| 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 | | |
| 16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | | X |

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

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

| | Yes | No |
|--|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? | | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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.) | N/A | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) | N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? | | X |

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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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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?

N/A

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.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 15 | | 300,000. | 46,887. | 1,800. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|------------------|---|---------------------------------------|
| CAROL AIKEN - 191 PEACHTREE STREET, STE. 3950, ATLANTA, GA 30303 | OFFICE MANAGER 40.00 | 69,630. | 19,700. | 1,800. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|-----------------------|------------------|
| DAVIDSON KEMPNER CAPITAL MANAGEMENT - 655 EAST 55TH ST., 19TH FLOOR, NEW YORK, NY 10022 | INVESTMENT MANAGEMENT | 275,194. |
| COLONIAL CONSULTING, LLC 750 3RD AVE., 20TH FLOOR, NEW YORK, NY 10017 | INVESTMENT CONSULTING | 151,787. |
| FORESTER CAPITAL, LLC - TWO SOUND VIEW DRIVE, THIRD FLOOR, GREENWICH, CT 06830 | INVESTMENT MANAGEMENT | 111,826. |
| CROSSHARBOR CAPITAL PARTNERS ONE BOSTON PLACE, STE. 2300, BOSTON, MA 02108 | INVESTMENT MANAGEMENT | 91,066. |
| ARTESIAN CAPITAL MANAGEMENT - 136 MADISON AVE., LEVEL 6, OFFICE 601, NEW YORK, NY 10016 | INVESTMENT MANAGEMENT | 74,055. |
| Total number of others receiving over \$50,000 for professional services | | 0 |

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 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments

| 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 | 0. |

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

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 74,729,175. |
| b | Average of monthly cash balances | 1b | 4,089,591. |
| c | Fair market value of all other assets | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 78,818,766. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 78,818,766. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,182,281. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 77,636,485. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 3,881,824. |

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 | 3,881,824. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 9,269. |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 9,269. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 3,872,555. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 3,872,555. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 3,872,555. |

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 | 3,996,079. |
| 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 | 970. |
| 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 | 3,997,049. |
| 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 | 5 | 9,269. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 3,987,780. |

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 | | | | 3,872,555. |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only | | | 3,934,147. | |
| b Total for prior years: | | 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 | 0. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 3,997,049. | | | | |
| a Applied to 2015, but not more than line 2a | | | 3,934,147. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2016 distributable amount | | | | 62,902. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| 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 instr. | | | 0. | |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 | | | | 3,809,653. |
| 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) | 0. | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a | 0. | | | |
| 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) |
|----------|---|

N/A

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

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

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 | | | | |
| GRANTS - SEE PART XV, LINE 3A, ATTACHMENT | NONE | PC | SUPPORT RECIPIENT ORGANIZATION'S EXEMPT PURPOSE | 3,125,000. |
| MATCHING CONTRIBUTIONS - SEE PART XV, LINE 3A, ATTACHMENT | NONE | PC | SUPPORT RECIPIENT ORGANIZATION'S EXEMPT PURPOSE | 284,134. |
| OTHER CONTRIBUTIONS - SEE PART XV, LINE 3A, ATTACHMENT | NONE | PC | SUPPORT RECIPIENT ORGANIZATION'S EXEMPT PURPOSE | 42,500. |
| | | | | |
| | | | | |
| Total | | | 3a | 3,451,634. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

Form 990-PF (2016)

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


- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of: .</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

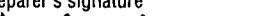
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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

Sign Here  **EXECUTIVE DIRECTOR**

Signature of officer or trustee Date Title

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

| | | | | | |
|------------------------------|---|---|---------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | ANGELA M. GRINER |  | 11/7/17 | | P01082262 |
| | Firm's name ▶ MOORE STEPHENS TILLER LLC | | | Firm's EIN ▶ 58-0673524 | |
| | Firm's address ▶ 1960 SATELLITE BLVD., SUITE 3600 DULUTH, GA 30097 | | | Phone no. (770) 995-8800 | |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|--|--------------------------------------|----------------------------------|
| 1a ADDITIONAL PASS-THRU K-1 REALIZED G/(L)S | | P | | |
| b INVESTMENT PORTFOLIO | | P | | |
| c TAX BASIS ADJUSTMENTS ON K-1 INVESTMENT UNIT SALE | | P | | |
| d ADDITIONAL PASS-THRU K-1 UBI REALIZED G/(L)S | | P | | |
| e CAPITAL GAINS DIVIDENDS | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (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 28,782. | | | 28,782. |
| b 10,093,885. | | 12,160,083. | -2,066,198. |
| c | | 150,114. | -150,114. |
| d 145,283. | | | 145,283. |
| e 791,735. | | | 791,735. |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (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 | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 28,782. |
| b | | | -2,066,198. |
| c | | | -150,114. |
| d | | | 145,283. |
| e | | | 791,735. |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|-------------|
| 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 | -1,250,512. |
| 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). If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A |

| FORM 990-PF | | DIVIDENDS AND INTEREST FROM SECURITIES | | | STATEMENT 1 |
|--|-----------------|--|-----------------------------|-----------------------------------|-------------------------------|
| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
| ADDITIONAL PASS-THRU K-1 DIVIDENDS & INTEREST | 421,475. | 0. | 421,475. | 421,475. | |
| ADDITIONAL PASS-THRU K-1 UBI DIVIDENDS & INTEREST | 1,932. | 0. | 1,932. | 0. | |
| INVESTMENT PORTFOLIO | 2,775,922. | 791,735. | 1,984,187. | 1,984,187. | |
| TO PART I, LINE 4 | 3,199,329. | 791,735. | 2,407,594. | 2,405,662. | |

| FORM 990-PF | | OTHER INCOME | | STATEMENT 2 |
|---|-----------------------------|-----------------------------------|-------------------------------|-------------|
| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | |
| ADDITIONAL PASS-THRU K-1 OTHER INVESTMENT INCOME | -223,453. | -223,453. | | |
| ADDITIONAL PASS-THRU K-1 UBI OTHER INCOME | -167,287. | 0. | | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | -390,740. | -223,453. | | |

| FORM 990-PF | | ACCOUNTING FEES | | STATEMENT 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| ACCOUNTING FEES | 26,240. | 13,120. | | 13,120. |
| TO FORM 990-PF, PG 1, LN 16B | 26,240. | 13,120. | | 13,120. |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT CONSULTANT FEES | 151,787. | 151,787. | | 0. |
| INVESTMENT MANAGEMENT FEES | 1,032,734. | 1,032,734. | | 0. |
| OTHER - HR, RETIREMENT & PAYROLL PROCESSING | 5,720. | 572. | | 5,148. |
| TO FORM 990-PF, PG 1, LN 16C | 1,190,241. | 1,185,093. | | 5,148. |

FORM 990-PF

TAXES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| EXCISE TAX | 9,266. | 0. | | 0. |
| DEFERRED EXCISE TAX | 131,770. | 0. | | 0. |
| FOREIGN TAX ON INVESTMENTS | 244. | 244. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 141,280. | 244. | | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE EXPENSE & SUPPLIES | 2,567. | 257. | | 2,310. |
| TELEPHONE/TECHNOLOGY | 6,063. | 606. | | 5,457. |
| ASSOCIATION/ORGANIZATIONAL DUES/MEMBERSHIPS | 9,710. | 0. | | 9,710. |
| COMMUNITY DEVELOPMENT/PUBLIC RELATIONS | 5,000. | 0. | | 5,000. |
| MISC./OTHER EXPENSES | 5,178. | 518. | | 4,660. |
| MISC. EQUIPMENT & REPAIRS | 14,334. | 1,433. | | 12,900. |
| TO FORM 990-PF, PG 1, LN 23 | 42,852. | 2,814. | | 40,037. |

| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 7 |
|--|--|-------------|
| DESCRIPTION | | AMOUNT |
| UNREALIZED APPRECIATION IN INVESTMENT PORTFOLIO | | 6,588,513. |
| TAX BASIS ADJUSTMENT TO K-1 INVESTMENT SHARE SALES | | 150,114. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | | 6,738,627. |

| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 8 |
|--|--|-------------|
| DESCRIPTION | | AMOUNT |
| UNREALIZED APPRECIATION ADJM'T TO INVESTMENTS FOR K-1 INCOME | | 206,731. |
| RECOGNIZED | | 2. |
| ROUNDING | | |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | | 206,733. |

| FORM 990-PF | CORPORATE STOCK | STATEMENT 9 |
|---|-----------------|-------------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
| ABERDEEN EMERGING MARKETS | 2,466,421. | 2,466,421. |
| ARTISAN INTERNATIONAL VALUE | 7,714,010. | 7,714,010. |
| BUENA VISTA ASIAN OPPORTUNITIES OFFSHORE FUND, LTD. | 1,760,705. | 1,760,705. |
| CEVIAN CAPITAL II, LTD. | 3,016,830. | 3,016,830. |
| CHAMPLAIN MID CAP FUND, LLC | 5,760,231. | 5,760,231. |
| HIGHCLERE INTERNATIONAL INVESTORS EMERGING | | |
| MARKETS SMID FUND, THE | 3,062,749. | 3,062,749. |
| LONGLEAF PARTNERS | 2,951,883. | 2,951,883. |
| MARSHALL SMALL CAP GROWTH | 1,912,915. | 1,912,915. |
| PIMCO COMMODITY REAL RETURN FUND | 0. | 0. |
| VANGUARD INSTITUTIONAL INDEX | 2,913,443. | 2,913,443. |
| VULCAN VALUE PARTNERS FUND | 5,447,337. | 5,447,337. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 37,006,524. | 37,006,524. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 10 |
|--|-----------------|-------------------|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
| COLCHESTER GLOBAL BOND FUND, THE | 3,461,578. | 3,461,578. |
| INCOME RESEARCH & MANAGEMENT CORE BOND FUND, LLC | 3,160,416. | 3,160,416. |
| MONDRIAN EMERGING MARKETS DEBT FUND, LP | 2,191,639. | 2,191,639. |
| POST TRADITIONAL HIGH YIELD FUND, LP | 4,454,419. | 4,454,419. |
| RIDGEWORTH CORE BOND FUND | 3,194,263. | 3,194,263. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 16,462,315. | 16,462,315. |

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 11 | |
|---|-------------------|--------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| CROSS HARBOR INSTITUTIONAL PARTNERS II, LP | FMV | 2,198,935. | 2,198,935. |
| CVI CREDIT VALUE FUND III | FMV | 1,609,464. | 1,609,464. |
| DAVIDSON KEMPNER DISTRESSED OPPORTUNITIES INTERNATIONAL, LTD. | FMV | 5,788,531. | 5,788,531. |
| ABERDEEN REAL ESTATE PARTNERS II, LP / FLAG REAL ESTATE PARTNERS II | FMV | 1,226,464. | 1,226,464. |
| FORESTER OFFSHORE, LTD. | FMV | 11,437,459. | 11,437,459. |
| WARBURG PINCUS PRIVATE EQUITY XII | FMV | 162,919. | 162,919. |
| PATRON CAPITAL PC FEEDER V, LP | FMV | 184,495. | 184,495. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 22,608,267. | 22,608,267. |

| FORM 990-PF | OTHER ASSETS | | STATEMENT 12 |
|---|-------------------------------|---------------------------|----------------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| FEDERAL NII EXCISE TAX RECEIVABLE | 22,487. | 23,221. | 23,221. |
| DEFERRED FEDERAL NII EXCISE TAX RECEIVABLE | 19,051. | 0. | 0. |
| INVESTMENT REDEMPTIONS IN TRANSIT | 1,883,453. | 0. | 0. |
| TO FORM 990-PF, PART II, LINE 15 | 1,924,991. | 23,221. | 23,221. |

FORM 990-PF

OTHER LIABILITIES

STATEMENT 13

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DEFERRED FEDERAL NII EXCISE TAX

0.

112,719.

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

112,719.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 12

STATEMENT 14

EXPLANATION

THE FOUNDATION HAS A DONOR ADVISED FUND WITH THE COMMUNITY FOUNDATION OF GREATER ATLANTA. CONTRIBUTIONS TO THE DONOR ADVISED FUND REPRESENT IRREVOCABLE GIFTS. THE FOUNDATION CAN MAKE ADVISORY RECOMMENDATIONS FOR DISTRIBUTIONS FROM THE DONOR ADVISED FUND, BUT CFGA RETAINS THE ULTIMATE AUTHORITY AND CONTROL OVER THE FUND.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|-------------------------------------|-------------------|------------------------------|--------------------|
| JACK GYNN 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD CHAIR 1.00 | 0. | 0. | 0. |
| WARREN Y. JOBE (RET'D 04/2016) 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD CHAIR 1.00 | 0. | 0. | 0. |
| BARBARA T. CLEVELAND 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | SECT/TREAS. & EXEC. DIRECT 40.00 | 300,000. | 46,887. | 1,800. |
| CLAIRE L. ARNOLD 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| SYLVIA LOONEY DICK 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| LILLIAN C. GIORNELLI 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| EDWARD S. HEYS, JR. 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| CLAY ROLADER 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| NAPOLEON RUTLEDGE, JR. 191 PEACHTREE STREET, STE. 3950 ATLANTA, GA 30303 | BOARD MEMBER 1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 300,000. | 46,887. | 1,800. |

Tull Charitable Foundation, Inc.
Form 990-PF, Part XV, Line 3a
Grants Paid Detail
December 31, 2016

| Date Paid | Grantee | Amount |
|--------------------------|--|------------------------|
| 03/23/2016 | Emory University | \$ 25,000.00 |
| 07/08/2016 | Chattahoochee Riverkeeper | \$ 25,000.00 |
| 07/08/2016 | Furniture Bank of Metro Atlanta | \$ 25,000.00 |
| 07/08/2016 | Good Samaritan Health Center | \$ 25,000.00 |
| 07/08/2016 | Kate's Club | \$ 25,000.00 |
| 10/31/2016 | Atlanta Botanical Garden | \$ 250,000.00 |
| 10/31/2016 | Atlanta Hospital Hospitality House | \$ 25,000.00 |
| 10/31/2016 | Feeding the Valley Food Bank | \$ 75,000.00 |
| 10/31/2016 | Good Samaritan Health Center Gwinnett | \$ 100,000.00 |
| 10/31/2016 | Hillside | \$ 75,000.00 |
| 10/31/2016 | Kipp Metro Atlanta | \$ 125,000.00 |
| 10/31/2016 | Odyssey | \$ 45,000.00 |
| 10/31/2016 | PATH Foundation | \$ 100,000.00 |
| 10/31/2016 | Project Interconnections | \$ 100,000.00 |
| 10/31/2016 | Special Olympics Georgia | \$ 75,000.00 |
| 10/31/2016 | Tapestry Public Charter School | \$ 50,000.00 |
| 10/31/2016 | YouthSpark | \$ 75,000.00 |
| 10/31/2016 | Zoo Atlanta | \$ 200,000.00 |
| 10/31/2016 | Woodruff Arts Center | \$ 400,000.00 |
| 10/31/2016 | Jewish Family & Career Services | \$ 100,000.00 |
| 10/31/2016 | Cristo Rey Atlanta High School | \$ 200,000.00 |
| 10/31/2016 | Eagle Ranch | \$ 50,000.00 |
| 12/02/2016 | Agape Youth & Family Center | \$ 150,000.00 |
| 12/02/2016 | Morehouse College | \$ 150,000.00 |
| 12/02/2016 | Agnes Scott College | \$ 100,000.00 |
| 12/02/2016 | Early Learning Property Management | \$ 100,000.00 |
| 12/02/2016 | Open Hand | \$ 100,000.00 |
| 12/02/2016 | Friends of Disabled Adults & Children | \$ 75,000.00 |
| 12/02/2016 | Justice Center of Atlanta | \$ 30,000.00 |
| 12/02/2016 | Gilgal Inc. | \$ 25,000.00 |
| 12/02/2016 | Veterans Empowerment Organization | \$ 25,000.00 |
| 12/30/2016 | Community Foundation for Greater Atlanta | \$ 200,000.00 |
| Total Grants Paid | | \$ 3,125,000.00 |

Tull Charitable Foundation, Inc.
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| Date Paid | Charitable Organization | Amount |
|------------------|---|---------------|
| 01/08/2016 | A Million Matters | \$ 2,000.00 |
| 02/01/2016 | Altamaha Riverkeeper | \$ 500.00 |
| 02/01/2016 | American Red Cross | \$ 1,000.00 |
| 02/01/2016 | Americans for Oxford, Inc. | \$ 2,000.00 |
| 02/01/2016 | Andrew J. Young Foundation Inc. | \$ 4,000.00 |
| 02/01/2016 | ARCS Foundation | \$ 4,000.00 |
| 02/01/2016 | Asheville School | \$ 4,000.00 |
| 02/01/2016 | Atlanta Beltline Partnership | \$ 2,000.00 |
| 02/01/2016 | Atlanta Botanical Garden | \$ 1,000.00 |
| 02/01/2016 | Atlanta Fulton Public Library | \$ 1,400.00 |
| 02/01/2016 | Atlanta History Center | \$ 6,000.00 |
| 02/01/2016 | Atlanta Opera | \$ 2,000.00 |
| 02/01/2016 | Atlanta Symphony Orchestra | \$ 4,000.00 |
| 02/01/2016 | Atlanta Youth Academy | \$ 1,000.00 |
| 02/01/2016 | Boy Scout Troop 11 | \$ 2,500.00 |
| 02/01/2016 | Boy Scouts of America Council | \$ 1,000.00 |
| 02/01/2016 | Bridgewater College | \$ 4,000.00 |
| 02/01/2016 | CARE USA | \$ 4,000.00 |
| 02/01/2016 | Carter Presidential Center | \$ 4,000.00 |
| 02/01/2016 | Charlotte Latin School | \$ 1,000.00 |
| 02/01/2016 | Chastain Park Conservancy | \$ 700.00 |
| 02/01/2016 | Chattahoochee Riverkeeper | \$ 500.00 |
| 02/01/2016 | Children's Health Care of Atlanta | \$ 2,000.00 |
| 02/01/2016 | Children's Health Care of Atlanta | \$ 4,000.00 |
| 02/01/2016 | Cobb Energy Performing Arts Centre | \$ 4,000.00 |
| 02/01/2016 | Columbia Theological Seminary | \$ 2,000.00 |
| 02/01/2016 | Communities in Schools | \$ 2,000.00 |
| 02/01/2016 | Community Foundation of Centrl Blue Ridge | \$ 4,000.00 |
| 02/01/2016 | Covenant Community | \$ 4,000.00 |
| 02/01/2016 | CrossHope Ministries | \$ 2,000.00 |
| 02/01/2016 | Duke University | \$ 2,000.00 |
| 02/01/2016 | Earth University Foundation | \$ 4,000.00 |
| 02/01/2016 | East Lake Foundation | \$ 6,000.00 |
| 02/01/2016 | Emory University | \$ 4,000.00 |
| 02/01/2016 | Fernbank Museum of Natural History | \$ 1,000.00 |
| 02/01/2016 | Furman University | \$ 1,000.00 |
| 02/01/2016 | Georgia Conservancy | \$ 2,000.00 |
| 02/01/2016 | Georgia Council on Substance Abuse | \$ 1,000.00 |
| 02/01/2016 | Georgia Tech Foundation | \$ 2,000.00 |
| 02/01/2016 | Hambidge Center | \$ 500.00 |
| 02/01/2016 | Harvard College | \$ 2,000.00 |
| 02/01/2016 | Historic Oakland Foundation | \$ 600.00 |

Tull Charitable Foundation, Inc.
Form 990-PF, Part XV, Line 3a
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| Date Paid | Charitable Organization | Amount |
|------------------|---|---------------|
| 02/01/2016 | Holy Innocents' Episcopal School | \$ 4,000.00 |
| 02/01/2016 | IGEL, Inc. | \$ 2,000.00 |
| 02/01/2016 | Kipp Metro Atlanta | \$ 1,000.00 |
| 02/01/2016 | Mary Baldwin College | \$ 4,000.00 |
| 02/01/2016 | Michael C. Carlos Museum | \$ 2,000.00 |
| 02/01/2016 | Morehouse College | \$ 2,000.00 |
| 02/01/2016 | Museum of Contemporary Art | \$ 4,000.00 |
| 02/01/2016 | North Georgia Community Foundation | \$ 1,000.00 |
| 02/01/2016 | Nuclear Threat Initiative | \$ 4,000.00 |
| 02/01/2016 | Oakbrook Preparatory School | \$ 4,000.00 |
| 02/01/2016 | Ogeechee Riverkeeper | \$ 500.00 |
| 02/01/2016 | Oglethorpe University | \$ 8,000.00 |
| 02/01/2016 | One Hundred Miles | \$ 2,000.00 |
| 02/01/2016 | PATH Foundation | \$ 4,000.00 |
| 02/01/2016 | Pebble Tossers, Inc. | \$ 2,000.00 |
| 02/01/2016 | Penland School of Crafts | \$ 4,000.00 |
| 02/01/2016 | Piedmont Healthcare Foundation | \$ 2,000.00 |
| 02/01/2016 | Rotary Club of Atlanta | \$ 1,100.00 |
| 02/01/2016 | Rotary Club of Atlanta | \$ 1,300.00 |
| 02/01/2016 | Rotary Foundation of Rotary International | \$ 1,220.00 |
| 02/01/2016 | Salvation Army Atlanta | \$ 2,000.00 |
| 02/01/2016 | Shepherd Center | \$ 6,000.00 |
| 02/01/2016 | Southern Environmental Law Center | \$ 4,000.00 |
| 02/01/2016 | Spelman College | \$ 4,000.00 |
| 02/01/2016 | St. Simons Land Trust | \$ 1,000.00 |
| 02/01/2016 | State Botanical Garden of GA | \$ 4,000.00 |
| 02/01/2016 | Teach for America-Atlanta CH | \$ 1,000.00 |
| 02/01/2016 | The Lovett School | \$ 2,000.00 |
| 02/01/2016 | The Lovett School | \$ 4,000.00 |
| 02/01/2016 | The Stuttering Foundation | \$ 4,000.00 |
| 02/01/2016 | UGA School of Law | \$ 4,000.00 |
| 02/01/2016 | United Way of Metro Atlanta | \$ 8,860.00 |
| 02/01/2016 | University of North Carolina | \$ 2,000.00 |
| 02/01/2016 | University of North Carolina | \$ 2,000.00 |
| 02/01/2016 | University of North Carolina Greensboro | \$ 4,000.00 |
| 02/01/2016 | University of Richmond | \$ 500.00 |
| 02/01/2016 | University of Virginia Law | \$ 2,000.00 |
| 02/01/2016 | Vinings Rotary Charity Fund | \$ 4,000.00 |
| 02/01/2016 | Virginia Tech Industrial Engineering | \$ 1,000.00 |
| 02/01/2016 | Wake Forest University | \$ 4,000.00 |
| 02/01/2016 | Westminster School | \$ 4,000.00 |
| 02/01/2016 | Woodruff Arts Center | \$ 9,000.00 |

Tull Charitable Foundation, Inc.
Form 990-PF, Part XV, Line 3a
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December 31, 2016

| Date Paid | Charitable Organization | Amount |
|------------------|---------------------------------------|---------------|
| 02/01/2016 | Yale University | \$ 2,000.00 |
| 02/01/2016 | YMCA of Metro Atlanta | \$ 2,000.00 |
| 05/06/2016 | Community Farmers Markets | \$ 500.00 |
| 05/27/2016 | Visiting Nurse Health System/Hospice | \$ 1,000.00 |
| 06/10/2016 | PAWS Atlanta | \$ 200.00 |
| 10/07/2016 | Safe Harbor Animal Rescue | \$ 300.00 |
| 10/14/2016 | Atlanta History Center | \$ 3,000.00 |
| 12/09/2016 | Agape Youth & Family Center | \$ 3,000.00 |
| 12/09/2016 | Ignatius House Jesuit Retreat Ctr | \$ 2,000.00 |
| 12/09/2016 | Mercy Care Atlanta | \$ 3,000.00 |
| 12/09/2016 | Presbyterian Homes of Georgia | \$ 4,000.00 |
| 12/09/2016 | Schenck School Inc. | \$ 1,000.00 |
| 12/09/2016 | The Atlanta Speech School | \$ 1,000.00 |
| 12/09/2016 | United Way of Metro Atlanta | \$ 4,000.00 |
| 12/09/2016 | Westminster School | \$ 1,000.00 |
| 12/16/2016 | Albany ARC | \$ 500.00 |
| 12/16/2016 | Atlanta Community Food Bank | \$ 200.00 |
| 12/16/2016 | Atlanta Legal Aid Society | \$ 700.00 |
| 12/16/2016 | Atlanta Women's Foundation | \$ 200.00 |
| 12/16/2016 | Boys & Girls Clubs of Metro Atlanta | \$ 700.00 |
| 12/16/2016 | Carter Presidential Center | \$ 1,000.00 |
| 12/16/2016 | Community Farmers Markets | \$ 200.00 |
| 12/16/2016 | Easter Seals of North Georgia | \$ 350.00 |
| 12/16/2016 | Easter Seals of South Georgia | \$ 350.00 |
| 12/16/2016 | Emory University-Rollins School | \$ 1,000.00 |
| 12/16/2016 | George West Mental Health Foundation | \$ 1,000.00 |
| 12/16/2016 | Georgia Appleseed | \$ 500.00 |
| 12/16/2016 | Georgia CORE | \$ 300.00 |
| 12/16/2016 | Georgia Justice Project | \$ 400.00 |
| 12/16/2016 | Georgia Legal Services | \$ 1,000.00 |
| 12/16/2016 | Goshen Valley | \$ 400.00 |
| 12/16/2016 | Health Law Partnership | \$ 400.00 |
| 12/16/2016 | Hemophilia of Georgia | \$ 250.00 |
| 12/16/2016 | Hillside | \$ 350.00 |
| 12/16/2016 | Junior League of Atlanta | \$ 200.00 |
| 12/16/2016 | Leadership Atlanta | \$ 250.00 |
| 12/16/2016 | Mental Health America/Georgia | \$ 1,100.00 |
| 12/16/2016 | Mercy Care Atlanta | \$ 3,000.00 |
| 12/16/2016 | Multi Agency Alliance for Children | \$ 1,000.00 |
| 12/16/2016 | Paideia School | \$ 500.00 |
| 12/16/2016 | Partnership Against Domestic Violence | \$ 564.00 |
| 12/16/2016 | Project Interconnections | \$ 1,040.00 |

Tull Charitable Foundation, Inc.
Form 990-PF, Part XV, Line 3a
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| <u>Date Paid</u> | <u>Charitable Organization</u> | <u>Amount</u> |
|---------------------------------------|--------------------------------------|----------------------|
| 12/16/2016 | Spina Bifida Assoc of Georgia | \$ 300.00 |
| 12/16/2016 | The Center for Working Families | \$ 200.00 |
| 12/16/2016 | UGA School of Law | \$ 700.00 |
| 12/16/2016 | Visiting Nurse Health System/Hospice | \$ 1,700.00 |
| 12/16/2016 | Voices for Georgia's Children | \$ 700.00 |
| 12/16/2016 | Youth Villages | \$ 700.00 |
| 12/16/2016 | YouthSpark | \$ 200.00 |
| Total - Matching Contributions | | \$ 284,134.00 |

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December 31, 2016

| Date Paid | Charitable Organization | Amount |
|------------------------------|--------------------------------------|---------------------|
| 11/04/2016 | Andrew P. Stewart Center, Inc. | \$ 1,000.00 |
| 11/04/2016 | Atlanta Community Food Bank | \$ 2,500.00 |
| 11/04/2016 | Buckhead Christian Ministries | \$ 1,500.00 |
| 11/04/2016 | Camp Sunshine | \$ 1,500.00 |
| 11/04/2016 | Central Outreach & Advocacy Center | \$ 1,500.00 |
| 11/04/2016 | City of Refuge | \$ 1,500.00 |
| 11/04/2016 | Chris 180 | \$ 1,500.00 |
| 11/04/2016 | Covenant House | \$ 1,500.00 |
| 11/04/2016 | Eagle Ranch | \$ 1,500.00 |
| 11/04/2016 | Foundation Center Library | \$ 2,500.00 |
| 11/04/2016 | Georgia Center for Nonprofits | \$ 2,500.00 |
| 11/04/2016 | Georgia Justice Project | \$ 1,000.00 |
| 11/04/2016 | Hillside | \$ 1,500.00 |
| 11/04/2016 | Jewish Family & Career Services | \$ 1,000.00 |
| 11/04/2016 | Mercy Care Atlanta | \$ 2,500.00 |
| 11/04/2016 | Methodist Home for Children | \$ 1,500.00 |
| 11/04/2016 | Midtown Assistance Center | \$ 1,500.00 |
| 11/04/2016 | New American Pathways | \$ 1,000.00 |
| 11/04/2016 | Our House | \$ 1,000.00 |
| 11/04/2016 | Our Lady of Perpetual Help Home | \$ 1,000.00 |
| 11/04/2016 | Southeastern Council of Fdns. | \$ 5,000.00 |
| 11/04/2016 | Visiting Nurse Health System/Hospice | \$ 1,000.00 |
| 11/04/2016 | Voices for Georgia's Children | \$ 2,500.00 |
| 11/04/2016 | Youth Villages | \$ 1,500.00 |
| 11/22/2016 | DFCS Secret Santa | \$ 1,500.00 |
| Total - Contributions | | \$ 42,500.00 |