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Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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 THE RIMORA FOUNDATION		A Employer identification number 61-1579580
Number and street (or P.O. box number if mail is not delivered to street address) 1065 WOOD LANE	Room/suite	B Telephone number (434) 245-6234
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTESVILLE, VA 22901		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,952,146.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	775,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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					
12 Total. Add lines 1 through 11	775,032.	32.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,000.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	1,316.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,316.	0.		0.
	25 Contributions, gifts, grants paid	782,000.			782,000.
26 Total expenses and disbursements. Add lines 24 and 25	785,316.	0.		782,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-10,284.				
b Net investment income (if negative, enter -0-)		32.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	11,893.	1,609.	1,609.
	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			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 4	13,000,000.	13,000,000.	15,950,537.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,011,893.	13,001,609.	15,952,146.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,011,893.	13,001,609.	
	30 Total net assets or fund balances	13,011,893.	13,001,609.	
	31 Total liabilities and net assets/fund balances	13,011,893.	13,001,609.	

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	13,011,893.
2 Enter amount from Part I, line 27a	2	-10,284.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,001,609.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,001,609.

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				
b	NONE			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }

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

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	803,450.	15,097,054.	.053219
2014	597,850.	11,775,570.	.050770
2013	442,500.	8,889,479.	.049778
2012	375,880.	8,268,361.	.045460
2011	0.	7,633,750.	.000000

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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.

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	0.
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	0.
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	0.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
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?		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?		
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) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by 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)	11	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)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► RICHARD L. BOOTH, JR. Telephone no. ► (434) 245-6234 Located at ► 1065 WOOD LANE, CHARLOTTESVILLE, VA ZIP+4 ► 22901		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		1c 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 ►	☐ Yes ☒ 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	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. ►		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		4b X

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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

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?

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

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
RICHARD L. BOOTH, JR. 1065 WOOD LANE CHARLOTTESVILLE, VA 22901	DIRECTOR 1.00	0.	0.	0.

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
NONE				

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	340,446.
c	Fair market value of all other assets	1c	15,284,624.
d	Total (add lines 1a, b, and c)	1d	15,625,070.
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	15,625,070.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,376.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,390,694.
6	Minimum investment return. Enter 5% of line 5	6	769,535.

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	769,535.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	769,535.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	769,535.
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	769,535.

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	782,000.
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	
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	782,000.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	782,000.

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.

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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				769,535.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
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				13,973.
f Total of lines 3a through e	13,973.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 782,000.				
a Applied to 2015, but not more than line 2a			0.	
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				769,535.
e Remaining amount distributed out of corpus	12,465.			
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:	26,438.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	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	26,438.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				13,973.
e Excess from 2016				12,465.

N/A

- 4942(j)(3) or 4942(j)(5)

- 3 Subtract line 2d from line 2c.
 - 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 (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				
AHIP 2127 BERKMAR DRIVE CHARLOTTESVILLE, VA 22901	N/A	501(C)(3) NON PROFIT ORG	COMMUNITY HOUSING	5,000.
AMERICAN HORSE TRIAL FOUNDATION INC. 7913 COLONIAL LANE CLINTON, MD 20735-1908	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	61,000.
APPALACHIAN VOICES 171 GRAND BOULEVARD BOONE, NC 28607	N/A	501(C)(3) NON PROFIT ORG	SUSTAINS AND ADVANCES THE VISION TO SECURE A CLEANER ENERGY FUTURE FOR THE REGION	5,000.
BACKPACK BUDDIES INC. 675 BLACK CAT ROAD KESWICK, VA 22947	N/A	501(C)(3) NON PROFIT ORG	SUPPLIES BACKPACKS AND SCHOOL SUPPLIES TO UNDERPRIVILEGED CHILDREN	6,000.
BIG BROTHERS BIG SISTERS OF THE CENTRAL BLUE RIDGE 1001 E. MARKET ST., STE 100 CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
Total	SEE CONTINUATION SHEET(S)			782,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
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	32.	
4 Dividends and interest from securities						
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						
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)			0.		32.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	32

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

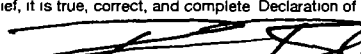
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee		Date 4/5/17	Title Mgr	
Paid Preparer Use Only	Print/Type preparer's name JOHN COLLINS		Preparer's signature		Date
	Check ☒ if self-employed				PTIN P00855492
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP				Firm's EIN ▶ 13-4008324
Firm's address ▶ 2001 ROSS AVE., SUITE 1800 DALLAS, TX 75201				Phone no. (214) 999-1400	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

THE RIMORA FOUNDATION

Employer identification number

61-1579580

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
THE RIMORA FOUNDATION	61-1579580

Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD L. BOOTH, JR. 1065 WOOD LANE CHARLOTTESVILLE, VA 22901	\$ 775,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE RIMORA FOUNDATION

61-1579580

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization

Employer identification number

THE RIMORA FOUNDATION**61-1579580**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BISHOP KEARNEY HIGH SCHOOL 125 KINGS HIGHWAY SOUTH ROCHESTER, NY 14617	N/A	SCHOOL	GENERAL DONATION	5,000.
BOYS AND GIRLS CLUB OF CENTRAL VIRGINIA PO BOX 707 CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
BRISTOL VALLEY THEATER 151 S MAIN STREET NAPLES, NY 14512	N/A	OPERATING FOUNDATION	GENERAL DONATION	15,000.
BUILDING GOODNESS FOUNDATION PO BOX 4325 CHARLOTTESVILLE, VA 22905	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LANE CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	CAMP FOR CHILDREN WITH SPECIAL NEEDS	30,000.
CAYUGA'S WATCHERS INC. WILLARD STRAIGHT HALL, #52 ITHACA, NY 14853	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
CITY SCHOOLYARD GARDEN PO BOX 5282 CHARLOTTESVILLE, VA 22905	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	2,000.
COMPUTERS4KIDS 945 2ND ST SE CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	15,000.
CORNELL UNIVERSITY 130 E. SENECA STREET, SUITE 400 ITHACA, NY 14850	N/A	UNIVERSITY	CORNELL ANNUAL FUND AND THE LAB OF ORNITHOLOGY	27,000.
BRIDGES TO COMMUNITY 95 CROTON AVENUE OSSINING, NY 10562	N/A	501(C)(3) NON PROFIT ORG	HORMIGUERO HEALTH CLINIC	10,000.
Total from continuation sheets				700,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FOCUSED ULTRASOUND FOUNDATION 1230 CEDARS COURT, SUITE F CHARLOTTESVILLE, VA 22903	N/A	OPERATING FOUNDATION	GENERAL DONATION	25,000.
GERALD P. MURPHY CANCER FOUNDATION 3000 KENT AVENUE, SUITE E2-100 WEST LAFAYETTE, IN 47906	N/A	OPERATING FOUNDATION	CANCER RESEARCH	30,000.
HARVEY MUDD COLLEGE 301 PLATT BOULEVARD CLAREMONT, CA 91711	N/A	COLLEGE	GENERAL DONATION	50,000.
INTERNATIONAL RESCUE COMMITTEE 609 EAST MARKET STREET, SUITE 104 CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	LEADING REFUGEES FROM HARM TO HOME IN CHARLOTTESVILLE	2,000.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE, SUITE 200 CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
LIGHTHOUSE STUDIO INC 121 E. WATER STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	PROVIDE FILMMAKING WORKSHOPS TO YOUTH	1,000.
LIVE ARTS 123 E. WATER STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	HELP COMMUNITY CREATE MEANINGFUL, UNIQUE PERFORMATIVE WORKS	2,000.
LOCAL FOOD HUB 556 DETTOR RD CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	FARM TO SCHOOL WEEK	5,000.
MARTHA JEFFERSON HOSPITAL FOUNDATION 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911	N/A	OPERATING FOUNDATION	SUPPORT THE HADEN INSTITUTE FOR NURSING EXCELLENCE AND INNOVATION	10,000.
MUSIC RESOURCE CENTER 105 RIDGE ST. CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	2,500.
Total from continuation sheets				

Part XV: Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHARLOTTESVILLE TOMORROW PO BOX 1591 CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	BUILD PENCILS OF PROMISE SCHOOLS	10,000.
PIEDMONT CASA, INC. 818 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	N/A	CORPORATION	COURT APPOINTED SPECIAL ADVOCATES FOR CHILDREN	5,000.
PIEDMONT FAMILY YMCA 233 4TH STREET NW, SUITE Y CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	CAPITAL CAMPAIGN	25,000.
READYKIDS 1000 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
SENIOR CENTER 1180 PEPSI PLACE CHARLOTTESVILLE, VA 22901	N/A	501(C)(3) NON PROFIT ORG	PROGRAMMING AND HEALTHY AGING INITIATIVES	5,000.
THE CHRIS LONG FOUNDATION 100 S BRENTWOOD BLVD, SUITE 500 SAINT LOUIS, MO 63105	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
ST. ANNE'S-BELFIELD SCHOOL 2132 IVY ROAD CHARLOTTESVILLE, VA 22903	N/A	SCHOOL	AUCTION 2016	100,000.
STEPHENS COLLEGE 1200 E. BROADWAY COLUMBIA, MO 65215	N/A	UNIVERSITY	GENERAL DONATION	5,000.
CROZET VOLUNTEER FIRE DEPARTMENT INC PO BOX 696 CROZET, VA 22932	N/A	501(C)(3) NON PROFIT ORG	SUPPORT REFUGEES FROM BURMA	1,000.
THE CENTER FOR NONPROFIT EXCELLENCE 1701-A ALLIED STREET CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	LOCAL RESOURCE CENTER DEDICATED TO STRENGTHENING NONPROFITS TO REALIZE THE POTENTIAL OF THE	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE CLARIDEN SCHOOL 100 CLARIDEN RANCH RD. SOUTHLAKE, TX 76092	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	25,000.
THE MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	N/A	OPERATING FOUNDATION	SUPPORT MONTPELIER'S HOME AND GROUNDS	5,000.
THE PARAMOUNT THEATER 215 EAST MAIN STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
THE THOMAS JEFFERSON FOUNDATION IVY BUSINESS PARK, 556 DETTOR RD, STE 107 CHARLOTTESVILLE, VA 22903	N/A	501(C)(3) NON PROFIT ORG	MONTICELLO ANNUAL FUND	5,000.
THE WESTMORELAND DAVIS MEMORIAL FOUNDATION PO BOX 6228 LEESBURG, VA 20178	N/A	501(C)(3) NON PROFIT ORG	MORVEN PARK	5,000.
TOUCHSTONE FARM INC 13 PONY FARM LANE TEMPLE, NH 03084-4914	N/A	501(C)(3) NON PROFIT ORG	SUMMER DRIVE	2,000.
UNITED STATES EVENTING ASSOCIATION 525 OLD WATERFORD ROAD NW LEESBURG, VA 20176	N/A	501(C)(3) NON PROFIT ORG	EDUCATION OF MEMBERS	10,000.
UNIVERSITY OF VIRGINIA 400 RAY C. HUNT DRIVE CHARLOTTESVILLE, VA 22904	N/A	UNIVERSITY	PEDIATRIC NEUROLOGY GIFT	70,000.
UNIVERSITY OF VIRGINIA FUND PO BOX 400314 CHARLOTTESVILLE, VA 22904-4314	N/A	501(C)(3) NON PROFIT ORG	VIRGINIA POLO FARM UTILITY VEHICLE	7,500.
EL PORTAL DE BELEN FOUNDATION 51 WATERVIEW HEIGHTS ITHACA, NY 14850	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PKWY CHARLOTTESVILLE, VA 22911	N/A	501(C)(3) NON PROFIT ORG	HOSPICE FUND	1,000.
JEFFERSON AREA CHIP 1469 GREENBRIER PLACE CHARLOTTESVILLE, VA 22901	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
JUNIOR TENNIS CHAMPIONS CENTER 5200 CAMPUS DRIVE COLLEGE PARK, MD 20740	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	5,000.
KENTUCKY CASA NETWORK 1640 LYNDON FARM COURT, SUITE 108 LOUISVILLE, KY 40223	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	1,000.
KHAN ACADEMY PO BOX 1630 MOUNTAIN VIEW, CA 94042	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	50,000.
NAMI VIRGINIA PO BOX 8260 RICHMOND, VA 23226	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	1,000.
THE HAVEN 112 WEST MARKET STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
THE SANTA FUND 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	N/A	501(C)(3) NON PROFIT ORG	GENERAL DONATION	10,000.
VIRGINIA ATHLETIC FOUNDATION PO BOX 400833 CHARLOTTESVILLE, VA 22904	N/A	501(C)(3) NON PROFIT ORG	ITA DIVISION I NATIONAL MEN'S TEAM INDOOR CHAMPIONSHIP	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - THE CENTER FOR NONPROFIT EXCELLENCE

LOCAL RESOURCE CENTER DEDICATED TO STRENGTHENING NONPROFITS TO REALIZE
THE POTENTIAL OF THE COMMUNITY

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	32.	32.	
TOTAL TO PART I, LINE 3	32.	32.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LICENSE AND REGISTRATION	177.	0.		0.
LEGAL FEES	1,139.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,316.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HBK MULTI-STRATEGY OFFSHORE FUND LTD	COST	13,000,000.	15,950,537.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,000,000.	15,950,537.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 5

NAME OF CONTRIBUTOR

ADDRESS

RICHARD L. BOOTH, JR.

1065 WOOD LANE
CHARLOTTESVILLE, VA 22901