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Form **990-PF**

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

OMB No 1545-0052

**2016**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation  
**B ANTON MEMORIAL FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1908**

City or town, state or province, country, and ZIP or foreign postal code  
**ORLANDO FL 32802-1908**

Foreign country name Foreign province/state/country Foreign postal code

**A Employer identification number**  
**65-6473083**

**B Telephone number (see instructions)**  
**(407) 237-4500**

**C If exemption application is pending, check here**

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

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

**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here**

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

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

**I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$** **4,040,851**

**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

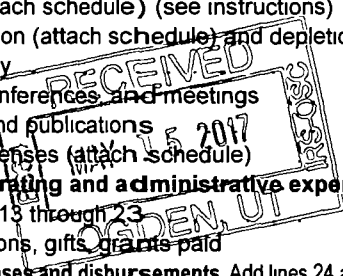
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	76,350	76,350		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	224,220			
	b Gross sales price for all assets on line 6a 2,347,401				
	7 Capital gain net income (from Part IV, line 2)		224,220		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total. Add lines 1 through 11</b>	300,570	300,570	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	24,050	12,025		12,025
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,282	1,669		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	29,832	13,694	0	14,525
25 Contributions, gifts, grants paid	170,203			170,203	
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	200,035	13,694	0	184,728	
27 Subtract line 26 from line 12.					
a <b>Excess of revenue over expenses and disbursements</b>	100,535				
b <b>Net investment income</b> (if negative, enter -0-)		286,876			
c <b>Adjusted net income</b> (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	417	4,562	4,562
	2	Savings and temporary cash investments	142,250	136,795	136,795
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	3,667,117	3,768,663	3,899,494	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,809,784	3,910,020	4,040,851	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,809,784	3,910,020	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	3,809,784	3,910,020		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,809,784	3,910,020		

**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	3,809,784
2	Enter amount from Part I, line 27a	2	100,535
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,998
4	Add lines 1, 2, and 3	4	3,912,317
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	5	2,297
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,910,020

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	224,220
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	206,472	4,166,162	0.049559
2014	216,005	4,280,825	0.050459
2013	199,457	4,005,625	0.049794
2012	180,164	3,708,322	0.048584
2011	104,569	2,654,041	0.039400
2	Total of line 1, column (d)		2 0.237796
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.047559
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 3,949,252
5	Multiply line 4 by line 3		5 187,822
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,869
7	Add lines 5 and 6		7 190,691
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		8 184,728

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

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	5,738	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	5,738	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	5,738	
<b>6</b>	Credits/Payments			
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	1,775	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	1,775	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	3,963	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>1b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
<b>1c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>4b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (407) 237-4500 Located at ▶ PO BOX 1908, ORLANDO FL ZIP+4 ▶ 32802-1908			
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			<input type="checkbox"/>
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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"/>	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

	5b	N/A
	6b	X
	7b	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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	24,050		
-----				
-----				
-----				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
-----				
-----				
-----				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶ 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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	▶ 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	3,873,005
b	Average of monthly cash balances	1b	136,388
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,009,393
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,009,393
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	60,141
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,949,252
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	197,463

**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	197,463
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,738
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,738
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	191,725
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	191,725
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	191,725

**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	184,728
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	184,728
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	184,728

**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				191,725
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				3,538
d From 2014				5,838
e From 2015				1,714
f Total of lines 3a through e	11,090			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 184,728				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2016 distributable amount				184,728
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	6,997			6,997
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,093			
b Prior years' undistributed income. Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				0
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	4,093			
10 Analysis of line 9.				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				2,379
d Excess from 2015				1,714
e Excess from 2016				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

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

NONE

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines:
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**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
<p><b>a</b> Paid during the year See Attached Statement</p>				
<p><b>Total</b> <span style="float: right;">▶ <b>3a</b></span></p>				<p>170,203</p>
<p><b>b</b> Approved for future payment NONE</p>				
<p><b>Total</b> <span style="float: right;">▶ <b>3b</b></span></p>				<p>0</p>





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

Recipient(s) paid during the year

Name

CHILDFUND INTERNATIONAL USA

Street

2821 EMERYWOOD PARKWAY

City

RICHMOND

State

VA

Zip Code

23294

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

170,203

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Totals		Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Capital Gains/Losses	Other Sales						
								5,589	0	2,347,401	2,123,181		224,220		
1 CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	5/25/2016	1,600	2,284						-684
2 CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	7/18/2016	2,437	2,930						-493
3 CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	10/3/2016	668	792						-124
4 CAMBIAR INTL EQUITY FUND	00769G343	X				7/20/2016	10/3/2016	4,137	4,141						-4
5 JOHCM INTERNATIONAL SEL	00770G847	X				6/15/2015	5/25/2016	12,000	13,668						-1,668
6 JOHCM INTERNATIONAL SEL	00770G847	X				6/15/2015	10/3/2016	14,456	14,992						-536
7 BRANDES INTL SIC EQUITY-I	105262737	X				3/29/2014	5/25/2016	3,709	3,758						-58
8 BRANDES INTL SIC EQUITY-I	105262737	X				3/29/2014	10/3/2016	2,286	2,286						-20
9 DOUBLELINE TOTL RET BMD	258620103	X				8/6/2012	5/25/2016	11,500	11,934						-434
10 EATON VANCE-ATLANTA SM	277902698	X				12/10/2015	2/8/2016	1,270	1,399						-129
11 EATON VANCE-ATLANTA SM	277902698	X				12/10/2015	5/25/2016	5,700	5,343						357
12 EATON VANCE-ATLANTA SM	277902698	X				12/10/2015	7/18/2016	1,248	1,142						104
13 GOTHAM NEUTRAL FUND-INT	360873111	X				8/6/2016	7/18/2016	7,955	4,837						3,118
14 GOTHAM NEUTRAL FUND-INT	360873111	X				8/6/2016	5/25/2016	6,800	6,541						259
15 ISHARES DJ SELECT DIVIDEI	464287168	X				2/8/2016	5/25/2016	13,603	12,288						1,315
16 ISHARES DJ SELECT DIVIDEI	464287168	X				2/8/2016	7/18/2016	20,116	17,114						3,002
17 ISHARES IBOXX INV GRID CC	464287242	X				2/23/2015	5/25/2016	13,768	14,058						-290
18 ISHARES RUSSELL 1000 VAL	464287598	X				6/15/2015	2/8/2016	86,929	101,407						-14,478
19 ISHARES RUSSELL 1000 VAL	464287598	X				10/19/2015	2/8/2016	10,284	11,374						-1,110
20 ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	2/8/2016	54,888	49,738						5,150
21 ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	5/25/2016	23,149	18,359						4,790
22 ISHARES RUSSELL 1000 VAL	464287598	X				2/2/2011	7/18/2016	293,237	180,603						102,634
23 OSTERWEIS STRATEGIC INC	742935489	X				7/29/2013	2/8/2016	2,723	3,127						-404
24 OSTERWEIS STRATEGIC INC	742935489	X				12/16/2013	2/8/2016	2	2						0
25 OSTERWEIS STRATEGIC INC	742935489	X				10/27/2014	2/8/2016	74,448	84,837						-10,389
26 OSTERWEIS STRATEGIC INC	742935489	X				12/15/2014	2/8/2016	251	275						-24
27 OSTERWEIS STRATEGIC INC	742935489	X				10/19/2015	2/8/2016	1,062	1,143						-81
28 ABBEY CAP FUTURES STRA	74925K367	X				2/8/2016	5/25/2016	4,889	4,889						-289
29 T ROWE OM US SMALL CAP	779917103	X				10/19/2015	5/25/2016	978	998						-20
30 T ROWE OM US SMALL CAP	779917103	X				12/14/2015	5/25/2016	744	730						14
31 T ROWE OM US SMALL CAP	779917103	X				2/8/2016	5/25/2016	177	149						28
32 T ROWE OM US SMALL CAP	779917103	X				3/8/2016	2/8/2016	3,603	2,904						699
33 T ROWE OM US SMALL CAP	779917103	X				3/11/2013	7/18/2016	602	435						167
34 T ROWE OM US S.C. GR. EQ.	779917103	X				3/11/2013	10/3/2016	607	439						177
35 VAN ECK EMERGING MARKE	921075438	X				8/19/2014	5/25/2016	3,600	4,543						-943
36 VAN ECK EMERGING MARKE	921075438	X				8/19/2014	7/18/2016	6,201	7,308						-1,105
37 WASATCH LONG/SHORT FUND	936793769	X				3/11/2013	2/8/2016	137,738	191,872						-54,134
38 WASATCH LONG/SHORT FUND	936793769	X				3/11/2013	2/8/2016	4,272	5,952						-25,635
39 WASATCH LONG/SHORT FUND	936793769	X				10/27/2014	2/8/2016	48,298	3,544						-1,800
40 WASATCH LONG/SHORT FUND	936793769	X				8/19/2014	2/8/2016	3,544	5,149						-1,605
41 WASATCH LONG/SHORT FUND	936793769	X				10/29/2014	2/8/2016	11,007	15,272						-4,265
42 WASATCH LONG/SHORT FUND	936793769	X				2/23/2015	2/8/2016	7,467	10,409						-2,942
43 WASATCH LONG/SHORT FUND	936793769	X				6/15/2015	2/8/2016	11,274	14,919						-3,645
44 WASATCH LONG/SHORT FUND	936793769	X				10/19/2015	2/8/2016	12,848	15,384						-2,536
45 WASATCH LONG/SHORT FUND	936793769	X				3/24/2014	5/25/2016	25,704	26,860						-1,156
46 WF ABSOLUTE RETURN FUND	94987W737	X				3/24/2014	5/25/2016	3,500	3,819						-319
47 WF ABSOLUTE RETURN FUND	94987W737	X				12/11/2015	10/3/2016	75,780	79,477						-3,717
48 WF ABSOLUTE RETURN FUND	94987W737	X				2/8/2016	10/3/2016	2,012	1,810						44
49 WF ABSOLUTE RETURN FUND	94987W737	X				7/18/2016	10/3/2016	1,197	1,178						202
50 WF ABSOLUTE RETURN FUND	94987W737	X				10/27/2014	10/3/2016	807	846						-39
51 WF ABSOLUTE RETURN FUND	94987W737	X				8/8/2011	10/3/2016	1,160	1,203						-43
52 WF ABSOLUTE RETURN FUND	94987W737	X				8/8/2011	7/18/2016	20,586	11,533						9,053
53 ISHARES RUSSELL 1000 VAL	464287598	X				2/1/2012	7/18/2016	135,971	86,102						49,869
54 ISHARES RUSSELL 1000 VAL	464287598	X				2/2/2011	7/18/2016	448,128	257,876						190,252
55 ISHARES RUSSELL 1000 VAL	464287598	X				11/19/2012	7/18/2016	1,795	1,188						607
56 ISHARES RUSSELL 1000 VAL	464287598	X				8/8/2011	7/18/2016	28,370	14,898						13,472
57 ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	7/18/2016	73,580	58,370						17,210
58 ISHARES RUSSELL 1000 VAL	464287598	X				2/2/2011	7/18/2016	11,718	7,472						4,246
59 ISHARES RUSSELL 1000 VAL	464287598	X				8/8/2011	7/18/2016	2,008	1,124						882
60 ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	7/18/2016	5,173	3,963						1,210
61 ISHARES RUSSELL 1000 VAL	464287598	X				2/2/2011	7/18/2016	725	417						308
62 ISHARES RUSSELL 1000 VAL	464287598	X				10/19/2015	5/25/2016	22,818	22,301						517
63 ISHARES RUSSELL 1000 VAL	464287598	X				8/8/2011	7/18/2016	3,624	1,903						1,721
64 ISHARES RUSSELL 1000 VAL	464287598	X				10/19/2015	7/18/2016	1,346	733						613
65 ISHARES RUSSELL 1000 VAL	464287598	X				10/19/2015	7/18/2016	11,079	10,465						613
66 ISHARES RUSSELL 1000 VAL	464287598	X				2/8/2016	7/18/2016	32,201	27,744						4,457
67 ISHARES BARCLAYS MBS BC	464287598	X				2/23/2015	5/25/2016	6,554	6,579						-25
68 ISHARES CORE US TREASUR	464287598	X				8/16/2014	5/25/2016	14,782	14,911						-129
69 ISHARES CORE MSCI PACIFI	46434V696	X				8/16/2014	5/25/2016	3,621	3,999						-378
70 ISHARES CORE MSCI PACIFI	46434V696	X				8/16/2014	7/18/2016	72,945	78,326						-5,381
71 ISHARES CORE MSCI PACIFI	46434V696	X				10/27/2014	7/18/2016	4,934	4,956						-22

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
								Gross Sales	Other sales							
Long Term CG Distributions	5,589															
Short Term CG Distributions	0															
Totals									2,347,401	0			2,123,181			224,220
73	ISHARES CORE MSCI PACIFI	48434V696	X		2/8/2016	7/18/2016			4,499	4,006						493
74	ISHARES CORE MSCI EURO	48434V738	X		8/19/2014	5/25/2016			7,187	8,078						-891
75	ISHARES CORE MSCI EURO	48434V738	X		8/19/2014	7/18/2016			96,163	114,143						-17,980
76	ISHARES CORE MSCI EURO	48434V738	X		10/27/2014	7/18/2016			4,604	5,037						-433
77	ISHARES CORE MSCI EURO	48434V738	X		10/19/2015	7/18/2016			39,994	44,126						-4,132
78	ISHARES CORE MSCI EURO	48434V738	X		2/8/2016	7/18/2016			11,050	10,391						659
79	MAINSTAY ICAP INTERNATI	56063J716	X		10/9/2013	2/8/2016			43,086	53,022						-9,936
80	MAINSTAY ICAP INTERNATI	56063J716	X		10/9/2013	5/25/2016			6,109	6,717						-608
81	MAINSTAY ICAP INTERNATI	56063J716	X		10/9/2013	7/18/2016			116,077	130,722						-14,645
82	MAINSTAY ICAP INTERNATI	56063J716	X		10/9/2013	7/18/2016			7,007	7,892						-885
83	MAINSTAY ICAP INTERNATI	56063J716	X		10/19/2015	7/18/2016			12,068	13,025						-957
84	OPPENHEIMER DEVELOPING	683974505	X		2/1/2012	5/25/2016			3,600	3,810						-210
85	OPPENHEIMER DEVELOPING	683974604	X		2/1/2012	7/18/2016			5,273	5,286						-13
86	OSTERWEIS STRATEGIC INC	742935489	X		7/29/2013	2/8/2016			52,585	60,381						-7,796
87	OSTERWEIS STRATEGIC INC	742935489	X		10/7/2013	2/8/2016			1,629	1,884						-255
88	OSTERWEIS STRATEGIC INC	742935489	X		12/16/2013	2/8/2016			63	72						-9

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

		2,500	0	0	2,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

		3,282	1,669	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,669	1,669		
2	ESTIMATED EXCISE PAYMENTS	1,613			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			3,667,117	3,768,663	3,899,494
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	79,354	124,688
3	ISHARES TR DOW JONES SEL DIVD INDE		0	205,188	314,335
4	ISHARES TR S&P 500 INDEX ETF		0	1,014,068	1,048,228
5	ISHARES IBOXX INVT GRADE CORP BDE		0	305,361	308,535
6	ISHARES BARCLAYS MBS BD ETF		0	161,111	156,639
7	DOUBLELINE TOTAL RETURN BD-I		0	288,940	276,018
8	ADVISORS CAMBIAR SMALL CAP-I		0	44,759	45,250
9	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	28,687	42,069
10	ADVISORS INNER CIRCLE FD CAM INTL		0	257,364	258,984
11	OPPENHEIMER DEVELOPING MKT-I		0	115,783	114,293
12	JOHCM INTERNATIONAL SEL-I		0	408,697	377,416
13	BRANDES INTL S/C EQUITY-I		0	82,693	80,749
14	GOTHAM NEUTRAL FUND-INSTL		0	162,681	170,521
15	VAN ECK EMERGING MARKETS-I		0	127,278	111,200
16	ABBIEY CAP FUTURES STRAT-I		0	130,043	121,748
17	ISHARES TREASURY BOND ETF		0	356,656	348,821

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

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

1	MUTUAL FUND TIMING DIFFERENCE	1	1,972
2	COST BASIS ADJUSTMENT	2	26
3	Total	3	1,998

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

1	MUTUAL FUND TIMING DIFFERENCE	1	2,297
2	Total	2	2,297

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1 SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		24,050	24,050	0

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	162
2 First quarter estimated tax payment	5/13/2016	2	282
3 Second quarter estimated tax payment	6/14/2016	3	444
4 Third quarter estimated tax payment	9/13/2016	4	443
5 Fourth quarter estimated tax payment	12/13/2016	5	444
6 Other payments		6	
7 Total		7	1,775