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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.

For calendar year **2016** or tax year beginning **4/12/2016**, and ending **12/31/2016**

Name of foundation: **LANGHORNE PUTNEY FOUNDATION**

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

Room/suite: _____

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: **81-4402122**

B Telephone number (see instructions): **(804) 273-7788**

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) **\$ 1,466,573**

J Accounting method: Cash Accrual
 Other (specify) _____

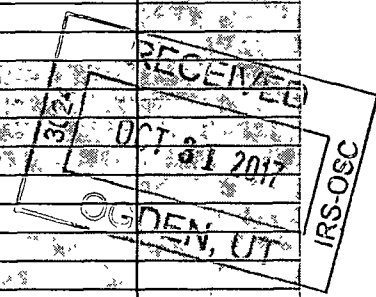
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,441,051			
	2 Check <input 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	20,127	20,127		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	37,474			
	b Gross sales price for all assets on line 6a	368,665			
	7 Capital gain net income (from Part IV, line 2)		37,474		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,498,652	57,601	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,573	7,787		7,786
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	550			550
	c Other professional fees (attach schedule)	1,231			1,231
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	430	430		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	17,784	8,217	0	9,567
	25 Contributions, gifts, grants paid	5,052			5,052
26 Total expenses and disbursements. Add lines 24 and 25	22,836	8,217	0	14,619	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,475,816				
b Net investment income (if negative, enter -0-)		49,384			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2016)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments		46,355
	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)		1,364,535	
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	1,410,890	1,466,573
Liabilities	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶)		
23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds		1,410,890
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	0	1,410,890	
31	Total liabilities and net assets/fund balances (see instructions)	0	1,410,890	

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	0
2	Enter amount from Part I, line 27a	2	1,475,816
3	Other increases not included in line 2 (itemize) ▶ FEDERAL AND STATE TAX REFUNDS	3	3,380
4	Add lines 1, 2, and 3	4	1,479,196
5	Decreases not included in line 2 (itemize) ▶ EXCESS OF FMV OVER ASSETS CONTRIBUTED	5	68,306
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,410,890

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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV 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	37,474
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			0.000000
2014			0.000000
2013			0.000000
2012			0.000000
2011			0.000000
2	Total of line 1, column (d)		2 0.000000
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 0.000000
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4
5	Multiply line 4 by line 3		5
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 0
7	Add lines 5 and 6		7 0
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 0

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
1			988	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
3	Add lines 1 and 2		988	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		988	
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	1,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		1,000	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		12	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 12 Refunded <input type="checkbox"/>		0	

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
1b 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
1c 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 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)	11	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)	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 ▶ SUNTRUST BANK Telephone no ▶ (804) 273-7788 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			
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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

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 VARIOUS	15,573		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,422,335
b	Average of monthly cash balances	1b	43,970
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,466,305
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,466,305
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	21,995
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,444,310
6	Minimum investment return. Enter 5% of line 5. MIR Prorated - Short Year	6	52,233

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	52,233
2a	Tax on investment income for 2016 from Part VI, line 5	2a	988
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	988
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,245
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51,245
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,245

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	14,619
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,619
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,619

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				51,245
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				
d From 2014				
e From 2015				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 14,619				
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				14,619
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				36,626
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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	
2a 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 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) 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>a Paid during the year See Attached Statement</p>				
Total				<p style="text-align: right;">▶ 3a 5,052</p>
<p>b Approved for future payment NONE</p>				
Total				<p style="text-align: right;">▶ 3b 0</p>

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 LANGHORNE PUTNEY FOUNDATION	Employer identification number 81-4402122
--	---

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 foundation

Check 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).

Name of organization LANGHORNE PUTNEY FOUNDATION	Employer identification number 81-4402122
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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	LANGHORNE PUTNEY - TES TR P O BOX 1908 ORLANDO FL 32802-1908 Foreign State or Province _____ Foreign Country _____	\$ 38,496	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	LANGHORNE PUTNEY - TES TR P O BOX 1908 ORLANDO FL 32802-1908 Foreign State or Province _____ Foreign Country _____	\$ 1,402,555	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization LANGHORNE PUTNEY FOUNDATION	Employer identification number 81-4402122
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Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	SEE ATTACHED ----- ----- -----	\$ 1,402,555	4/12/2016
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization LANGHORNE PUTNEY FOUNDATION	Employer identification number 81-4402122
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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 information once. See instructions.) ▶ \$ 0

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	
----- ----- -----		----- ----- -----	
For Prov Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
For Prov Country			
-----	----- ----- -----	----- ----- -----	----- ----- -----



LANGHORNE PUTNEY FOUNDATION
ACCOUNT NO. 7014898

PORTFOLIO DETAIL
AS OF 04/12/16

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
38,496.3	PWM FIDUCIARY MASTER DEP ACCT CUSIP: 99A101DF0	38,496.30 1,000 2.67 %	38,496.30 1.00	0.00	238	0.62 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
893	ISHARES CORE MSCI EUROPE ETF CUSIP: 46434V738	36,720.16 41.120 2.55 %	41,041.99 45.96	4,321.83-	1,053	2.87 % 0.00 %
482	ISHARES CORE MSCI PACIFIC ETF CUSIP: 46434V696	22,499.76 46.680 1.56 %	24,705.14 51.26	2,205.38-	597	2.65 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY				6,527.21-	1,650	2.79 %



PORTFOLIO DETAIL
AS OF 04/12/16

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
7,263	ISHARES U S. TREASURY BOND ETF CUSIP: 46429B267	187,530.66 25 820 13.01 %	184,353 29 25 38	3,177 37	2,368	1.26 % 0.00 %
TOTAL EQUITY SECURITIES		246,750.58	250,100.42	3,349.84-	4,018	1.63 %
MUTUAL FUNDS						
3,314.198	ABBEY CAPITAL FUTURES STRATEGY FUND CUSIP: 74925K367	40,201.22 12.130 2 79 %	41,460.62 12 51	1,259.40-	96	0.24 % 0.00 %
2,799.485	BLACKSTONE ALTERNATIVE MULTI-STRATEGY FUND CUSIP: 09257V201	27,518 94 9.830 1 91 %	27,994 85 10.00	475 91-	34	0.12 % 0.00 %
2,292.587	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	30,399.70 13 260 2.11 %	29,990 84 13.08	408.86	564	1.86 % 0.00 %
949.118	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	15,631.97 16 470 1.08 %	13,828.65 14.57	1,803.32	171	1.09 % 0 00 %
11,403 388	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	124,182.90 10.890 8.61 %	127,351.95 11.17	3,169.05-	4,946	3.98 % 0.00 %
1,152.815	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	30,803.22 26.720 2.14 %	25,954.89 22.51	4,848.33	0	0.00 % 0.00 %



LANGHORNE PUTNEY FOUNDATION
ACCOUNT NO. 7014898

PORTFOLIO DETAIL
AS OF 04/12/16

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
14,507.168	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	88,783.87 6.120 6.16 %	71,340.44 4.92	17,443.43	2,901	3.27 % 0.00 %
5,567.474	GOTHAM NEUTRAL FUND CUSIP: 360873111	56,120.14 10.080 3.89 %	55,285.02 9.93	835.12	0	0.00 % 0.00 %
3,654.82	JOHCM INTERNATIONAL SELECT FUND CUSIP: 00770G847	66,115.69 18.090 4.59 %	62,205.04 17.02	3,910.65	242	0.37 % 0.00 %
5,272.276	JOHN HANCOCK FUNDS III - DISCIPLINED VALUE FUND CUSIP: 47803U640	90,788.59 17.220 6.30 %	83,973.97 15.93	6,814.62	1,281	1.41 % 0.00 %
8,373.33	JP MORGAN US EQUITY L CUSIP: 4812A1142	114,463.42 13.670 7.94 %	114,130.24 13.63	333.18	1,335	1.17 % 0.00 %
944.796	MAINSTAY EPOCH INTL CHOICE I CUSIP: 56063J716	27,984.86 29.620 1.94 %	29,345.35 31.06	1,360.49-	464	1.66 % 0.00 %
1,492.904	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	45,981.44 30.800 3.19 %	42,446.27 28.43	3,535.17	334	0.73 % 0.00 %
16,769.939	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	170,550.28 10.170 11.83 %	165,854.70 9.89	4,695.58	7,050	4.13 % 0.00 %
3,393.11	T ROME PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	91,851.49 27.070 6.37 %	63,752.77 18.79	28,098.72	34	0.04 % 0.00 %



LANGHORNE PUTNEY FOUNDATION
ACCOUNT NO. 7014898

PORTFOLIO DETAIL
AS OF 04/12/16

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
621.677	T. ROWE PRICE QM U.S. SMALL-CAP GROWTH EQUITY CUSIP: 779917103	15,473.54 24.890 1.07 %	11,293.90 18.17	4,179.64	0	0.00 % 0.00 %
4,211 226	VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP: 92206C755	89,993.90 21.370 6.24 %	88,640 18 21.05	1,353.72	1,470	1.63 % 0.00 %
2,847.493	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	28,959 00 10 170 2.01 %	29,299.45 10 29	340 45-	188	0.65 % 0.00 %
TOTAL MUTUAL FUNDS		1,155,804 17	1,084,149.13	71,655.04	21,111	1.83 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0 00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING SLM CORPORATION ON RCPT OF FINAL PMT CUSIP: 997001QY1	0 00 0.000 0 00 %	0.00 0.00	0 00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		1,441,051.05	1,372,745.85	68,305.20	25,366	1.76 %

LANGHORNE PUTNEY FOUNDATION

81-4402122 Page 1 of 1

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

Recipient(s) paid during the year

Name

THE VIRGINIA HOME

Street

1101 HAMPTON STREET

City

RICHMOND

State

VA

Zip Code

23220

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT

Amount

5,052

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 16b (990-PF) - Accounting Fees

		550	0	0	550
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	550			550

Part I, Line 16c (990-PF) - Other Professional Fees

		1,231	0	0	1,231
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	COA FEES	1,231			1,231

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

		430	430	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	430	430		

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			0	0	0
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	24,604	30,462
3	ISHARES TR S&P 500 INDEX ETF		0	111,441	115,195
4	FEDERATED STRATEGIC VALUE-I		0	72,958	87,100
5	EDGEWOOD GROWTH FUND-INS		0	87,972	87,874
6	PIMCO INVT GRADE CORP BD-I		0	166,486	171,834
7	JOHN HANCOCK III DISCIPLINED VALUE-I		0	77,315	95,156
8	DOUBLELINE TOTAL RETURN BD-I		0	136,500	129,994
9	ADVISORS CAMBIAR SMALL CAP-I		0	12,304	16,568
10	VANGUARD MTG BACKED SECS INDEX-S		0	94,797	94,194
11	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	9,380	15,412
12	ADVISORS INNER CIRCLE FD CAM INTL		0	65,205	65,670
13	OPPENHEIMER DEVELOPING MKT-I		0	66,564	69,734
14	JOHCM INTERNATIONAL SEL-I		0	77,778	82,958
15	BRANDES INTL S/C EQUITY-I		0	29,364	29,586
16	BLACKSTONE ALT MULTI-STRAT-I		0	29,159	29,766
17	GOHAM NEUTRAL FUND-INSTL		0	59,568	62,462
18	ABBIEY CAP FUTURES STRAT-I		0	47,680	44,591
19	ISHARES TREASURY BOND ETF		0	195,460	191,662

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Short Term CG Distributions		Amount		5,052		0		363,613		0		0		331,191		32,422		0		32,422	
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses									
1 EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	10/3/2016	2,576		0	2,488	88	0	0	0	0	88									
2 CAMBIAR INTL EQUITY FUND	00769G543		7/18/2016	10/3/2016	1,269		0	1,269	25	0	0	0	0	25									
3 JOHOM INTERNATIONAL SEL	00770G847		7/18/2016	10/3/2016	3,370		0	3,222	148	0	0	0	0	148									
4 BLACKSTONE ALT MULTI-ST	09267V201		7/18/2016	10/3/2016	261		0	261	4	0	0	0	0	4									
5 BRANDES INTL SIC EQUITY-4	105262737		3/24/2014	7/18/2016	339		0	352	-13	0	0	0	0	-13									
6 BRANDES INTL SIC EQUITY-4	105262737		3/24/2014	10/3/2016	894		0	894	-3	0	0	0	0	-3									
7 EATON VANCE-ATLANTA SM	277902698		12/10/2015	7/18/2016	1,602		0	1,652	150	0	0	0	0	150									
8 EATON VANCE-ATLANTA SM	277902698		6/18/2014	7/18/2016	1,312		0	1,146	166	0	0	0	0	166									
9 FEDERATED STRAT VAL DVC	314172560		6/15/2015	7/18/2016	131		0	131	0	0	0	0	0	0									
10 FEDERATED STRAT VAL DVC	314172560		2/8/2016	7/18/2016	4,530		0	4,009	521	0	0	0	0	521									
11 T ROWE PRICE INST UC GRV	48775L408		2/17/2012	7/18/2016	84,720		0	53,632	31,088	0	0	0	0	31,088									
12 T ROWE PRICE INST UC GRV	48775L408		2/17/2015	7/18/2016	3,958		0	4,047	-89	0	0	0	0	-89									
13 T ROWE PRICE INST UC GRV	48775L408		2/8/2016	7/18/2016	7,212		0	6,074	1,138	0	0	0	0	1,138									
14 ISHARES CORE MSCI PACIFI	46434V696		8/18/2014	7/18/2016	20,703		0	22,230	-1,527	0	0	0	0	-1,527									
15 ISHARES CORE MSCI PACIFI	46434V696		10/27/2014	7/18/2016	1,306		0	1,312	-6	0	0	0	0	-6									
16 ISHARES CORE MSCI EUROF	46434V738		10/27/2014	7/18/2016	1,241		0	1,358	-117	0	0	0	0	-117									
17 ISHARES CORE MSCI EUROF	46434V738		10/19/2015	7/18/2016	7,607		0	8,392	-785	0	0	0	0	-785									
18 ISHARES CORE MSCI EUROF	46434V738		2/8/2016	7/18/2016	2,602		0	2,447	155	0	0	0	0	155									
19 ISHARES CORE MSCI PACIFI	46434V696		2/8/2016	7/18/2016	1,306		0	1,163	143	0	0	0	0	143									
20 JOHN HANCOCK III-DISPLN	47803J640		8/18/2014	7/18/2016	307		0	325	-18	0	0	0	0	-18									
21 JOHN HANCOCK III-DISPLN	47803J640		6/15/2015	7/18/2016	24,301		0	28,845	-4,544	0	0	0	0	-4,544									
22 JOHN HANCOCK III-DISPLN	47803J640		6/15/2015	7/18/2016	1,700		0	1,826	-126	0	0	0	0	-126									
23 JOHN HANCOCK III-DISPLN	47803J640		10/19/2015	7/18/2016	3,368		0	3,416	-48	0	0	0	0	-48									
24 JOHN HANCOCK III-DISPLN	47803J640		12/16/2014	7/18/2016	542		0	547	-5	0	0	0	0	-5									
25 JOHN HANCOCK III-DISPLN	47803J640		12/16/2014	10/3/2016	544		0	544	0	0	0	0	0	0									
26 JPMORGAN US EQUITY-INST	4812A1142		3/11/2013	7/18/2016	51,525		0	44,325	7,000	0	0	0	0	7,000									
27 MAINSTAY ICAP INTERNATIC	56063J716		12/30/2015	7/18/2016	28,230		0	29,345	-1,115	0	0	0	0	-1,115									
28 OPPENHEIMER DEVELOPING	683974604		12/30/2015	7/18/2016	3,665		0	3,417	248	0	0	0	0	248									
29 T ROWE OM US SMALL CAP	779917103		10/19/2015	7/18/2016	464		0	473	-9	0	0	0	0	-9									
30 CAMBIAR SMALL CAP-INS	0075W0593		2/8/2016	7/18/2016	1,527		0	1,291	236	0	0	0	0	236									
31 CAMBIAR SMALL CAP-INS	0075W0593		2/8/2016	10/3/2016	281		0	234	47	0	0	0	0	47									
32 T RWE OM US SIC GR EQ	779917103		2/8/2016	10/3/2016	211		0	167	44	0	0	0	0	44									
33 T RWE OM US SIC GR EQ	779917103		9/4/2012	10/3/2016	37		0	24	13	0	0	0	0	13									
34 WF ABSOLUTE RETURN FUN	94987W737		3/24/2014	7/18/2016	104		0	111	-7	0	0	0	0	-7									
35 WF ABSOLUTE RETURN FUN	94987W737		3/24/2014	10/3/2016	2,402		0	2,520	-118	0	0	0	0	-118									
36 WF ABSOLUTE RETURN FUN	94987W737		10/27/2014	10/3/2016	425		0	445	-20	0	0	0	0	-20									
37 WF ABSOLUTE RETURN FUN	94987W737		6/15/2015	10/3/2016	266		0	276	-10	0	0	0	0	-10									
38 JPMORGAN US EQUITY-INST	4812A1142		12/12/2014	7/18/2016	8,187		0	8,135	52	0	0	0	0	52									
39 JPMORGAN US EQUITY-INST	4812A1142		2/23/2015	7/18/2016	47,571		0	50,101	-2,530	0	0	0	0	-2,530									
40 JPMORGAN US EQUITY-INST	4812A1142		10/19/2015	7/18/2016	2,217		0	2,224	-7	0	0	0	0	-7									
41 JPMORGAN US EQUITY-INST	4812A1142		12/11/2015	7/18/2016	5,995		0	5,341	254	0	0	0	0	254									
42 JPMORGAN US EQUITY-INST	4812A1142		10/19/2015	10/3/2016	4,478		0	3,804	674	0	0	0	0	674									
43 WF ABSOLUTE RETURN FUN	94987W737		10/19/2015	10/3/2016	223		0	223	0	0	0	0	0	0									
44 WF ABSOLUTE RETURN FUN	94987W737		12/30/2015	10/3/2016	354		0	338	16	0	0	0	0	16									
45 WF ABSOLUTE RETURN FUN	94987W737		12/30/2015	10/3/2016	26,407		0	25,386	1,021	0	0	0	0	1,021									
46 T ROWE OM US SMALL CAP	779917103		12/14/2015	7/18/2016	279		0	262	17	0	0	0	0	17									
47 T ROWE OM US SMALL CAP	779917103		2/8/2016	7/18/2016	1,230		0	992	238	0	0	0	0	238									

Part VII-A, Line 10 (990-PF) - Substantial Contributors

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country
1	LANGHORNE PUTNEY - TES TR.		P O BOX 1908	ORLANDO	FL	32802-1908	

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	15,573		
										15,573	0	0