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For calendar year 2016, or tax year beginning 05-01-2016, and ending 04-30-2017

Name of foundation J EDWIN TREAKLE FOUNDATION INC		A Employer identification number 54-6051620	
Number and street (or P O box number if mail is not delivered to street address) BOX 1157		B Telephone number (see instructions) (804) 693-0881	
City or town, state or province, country, and ZIP or foreign postal code GLOUCESTER, VA 23061		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,030,459		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,168	1,168		
	4 Dividends and interest from securities	124,492	124,492		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	202,036			
	b Gross sales price for all assets on line 6a _____ 1,917,267				
	7 Capital gain net income (from Part IV, line 2)		202,036		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	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	327,696	327,696		
	13 Compensation of officers, directors, trustees, etc	54,600	20,400		34,200
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	3,482	1,393		2,089
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,125	10,025		0
	c Other professional fees (attach schedule)	32,807	32,807		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,674	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	1,650	825		825
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	9,711	4,855		4,856
	24 Total operating and administrative expenses. Add lines 13 through 23	115,049	70,305		41,970
	25 Contributions, gifts, grants paid	401,000			401,000
	26 Total expenses and disbursements. Add lines 24 and 25	516,049	70,305		442,970
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-188,353			
	b Net investment income (if negative, enter -0-)		257,391		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	33,720	6,063	6,063
	2 Savings and temporary cash investments	562,129	461,125	461,125
	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)	4,594,376	4,858,163	4,858,163
	c Investments—corporate bonds (attach schedule)	716,051	704,697	704,697
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	5	5	5
	14 Land, buildings, and equipment basis ▶ _____ 5,049 Less accumulated depreciation (attach schedule) ▶ 5,049			
15 Other assets (describe ▶ _____)	988	406	406	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,907,269	6,030,459	6,030,459	
Liabilities	17 Accounts payable and accrued expenses		3	
	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	3	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	5,907,269	6,030,456	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	5,907,269	6,030,456	
31 Total liabilities and net assets/fund balances (see instructions) .	5,907,269	6,030,459		

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	5,907,269
2 Enter amount from Part I, line 27a	2	-188,353
3 Other increases not included in line 2 (itemize) ▶ _____	3	311,540
4 Add lines 1, 2, and 3	4	6,030,456
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,030,456

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	202,036
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	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	437,847	5,891,143	0 074323
2014	442,560	6,334,436	0 069866
2013	447,091	6,200,009	0 072111
2012	419,370	5,996,856	0 069932
2011	404,434	6,187,498	0 065363
2 Total of line 1, column (d)			2 0 351595
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 070319
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,778,641
5 Multiply line 4 by line 3			5 406,348
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,574
7 Add lines 5 and 6			7 408,922
8 Enter qualifying distributions from Part XII, line 4			8 442,970

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,574
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,574
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,574
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,080
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	3,080
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	506
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 506 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► FOUNDATION OFFICERS Telephone no ► (804) 693-0881			

Located at **►** 105 GAZETTE-JOURNAL BLDG GLOUCESTER VAZIP+4 **►** 23061

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ►	16	Yes	No

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 type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	1c		No
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) <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d)	5b		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CYNTHIA B HORSLEY 7305 WELLFORD LANE GLOUCESTER, VA 23061	SECRETARY & GRANT ADMIN 8 00	17,400	0	0
NANCY POWELL PO BOX 854 COBBS CREEK, VA 23035	VICE PRESIDENT AND TREASUR 8 00	17,400	0	0
ROBERT A MAY 1030 PINE HALL ROAD MATHEWS, VA 23109	PRESIDENT AND FOUNDATION M 1 00	17,400	0	0
E C VERBYLA P O BOX 465 MATHEWS, VA 23109	DIRECTOR 0 25	2,400	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				0

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. ►		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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,841,029
b	Average of monthly cash balances.	1b	25,557
c	Fair market value of all other assets (see instructions).	1c	55
d	Total (add lines 1a, b, and c).	1d	5,866,641
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	5,866,641
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	88,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,778,641
6	Minimum investment return. Enter 5% of line 5.	6	288,932

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	288,932
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,574
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,574
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	286,358
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	286,358
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	286,358

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	442,970
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	442,970
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	2,574
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	440,396

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				286,358
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____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				102,667
b From 2012.				124,257
c From 2013.				144,239
d From 2014.				133,846
e From 2015.				149,394
f Total of lines 3a through e.	654,403			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 442,970				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				286,358
e Remaining amount distributed out of corpus	156,612			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	811,015			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see 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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	102,667			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	708,348			
10 Analysis of line 9				
a Excess from 2012.				124,257
b Excess from 2013.				144,239
c Excess from 2014.				133,846
d Excess from 2015.				149,394
e Excess from 2016.				156,612

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here <input type="checkbox"/> 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 MR ROBERT A MAY PRESIDENT BOX 1157 GLOUCESTER, VA 23061 (804) 693-0881	
b The form in which applications should be submitted and information and materials they should include APPLICATION SUPPLIED BY FOUNDATION	
c Any submission deadlines JANUARY 1 TO APRIL 30, EACH YEAR	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors PREFERENCE GIVEN TO LOCAL AND EDUCATIONAL ORGANIZATIONS	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	401,000
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	1,168	
4 Dividends and interest from securities. . . .			14	124,492	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	202,036	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .		0		327,696	0
13 Total. Add line 12, columns (b), (d), and (e).			13		327,696

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

[illegible]

- described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	PETER N THACKER JR CPA		2017-06-19		P00585830
	Firm's name ▶ JOYNER KIRKHAM KEEL & ROBERTSON PC				Firm's EIN ▶ 54-0987121
	Firm's address ▶ 5012 MONUMENT AVENUE SUITE 300 RICHMOND, VA 232303632				Phone no (804) 288-0496

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
100 SHS ABBVIE INC	P	2013-01-24	2017-01-12
1500 SHS APPLE HOSPITALITY REIT INC	P	2016-05-17	2016-11-15
50 SHS APPLE INC	P	2010-02-04	2016-08-02
50 SHS APPLE INC	P	2010-02-04	2016-09-23
150 SHS APPLE INC	P	2010-02-04	2017-01-12
50 SHS AUTOMATIC DATA PROCESSING INC	P	2012-08-17	2016-08-02
25 SHS AVALON BAY COMMUNITIES	P	2014-02-19	2016-09-23
25 SHS AVALON BAY COMMUNITIES	P	2014-02-19	2016-05-16
50 SHS AVALON BAY COMMUNITIES	P	2014-02-19	2017-04-05
75 SHS AVALON BAY COMMUNITIES	P	2014-07-11	2017-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,122		3,730	2,392
26,568		28,251	-1,683
5,234		1,412	3,822
5,640		1,412	4,228
17,843		4,235	13,608
4,404		2,929	1,475
4,580		3,233	1,347
4,688		3,233	1,455
9,267		6,467	2,800
13,900		10,768	3,132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			2,392
			-1,683
			3,822
			4,228
			13,608
			1,475
			1,347
			1,455
			2,800
			3,132

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 SHS BECTON DICKINSON & CO	P	2012-05-30	2017-01-12
3000 SHS BLACKROCK GLOBAL LONG/SHORT EQUITY FUND	P	2016-01-12	2016-08-03
3500 SHS BLACKROCK GLOBAL LONG/SHORT EQUITY FUND	P	2015-10-19	2016-08-03
3500 SHS BLACKROCK GLOBAL LONG/SHORT EQUITY FUND	P	2015-12-01	2016-08-03
5000 SHS BLACKROCK GLOBAL LONG/SHORT EQUITY FUND	P	2016-05-18	2016-08-03
25 SHS BLACKROCK INC	P	2011-10-05	2016-05-16
2000 SHS BLACKSTONE ALTERNATIVE MULTISTRATEGY FUND	P	2016-01-12	2017-03-15
2500 SHS BLACKSTONE ALTERNATIVE MULTISTRATEGY FUND	P	2015-10-19	2016-05-17
3000 SHS BLACKSTONE ALTERNATIVE MULTISTRATEGY FUND	P	2015-12-01	2017-03-15
4000 SHS BLACKSTONE ALTERNATIVE MULTISTRATEGY FUND	P	2015-09-08	2016-05-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,676		3,679	4,997
31,770		34,410	-2,640
37,065		41,125	-4,060
37,065		41,405	-4,340
52,950		54,050	-1,100
8,814		3,665	5,149
20,940		20,100	840
24,975		25,825	-850
31,410		31,350	60
39,960		41,520	-1,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4,997
			-2,640
			-4,060
			-4,340
			-1,100
			5,149
			840
			-850
			60
			-1,560

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
25 SHS BOSTON PROPERTIES INC COM	P	2013-10-02	2016-09-23
25 SHS BOSTON PROPERTIES INC COM	P	2013-10-02	2016-05-16
25 SHS BOSTON PROPERTIES INC COM	P	2017-10-02	2017-04-05
50 SHS BOSTON PROPERTIES INC COM	P	2014-07-11	2017-04-05
100 SHS BOSTON PROPERTIES INC COM	P	2013-12-11	2017-04-05
50 SHS BP CAP MKTS PLC CO GTD NT	P	2014-07-15	2016-11-01
350 SHS BRISTOL MYERS SQUIBB	P	2015-03-12	2016-09-23
21 SHS CALIFORNIA RESOURCES CORP	P	2016-03-24	2016-05-16
100 SHS CVS HEALTH CORP	P	2016-05-17	2016-08-26
75 SHS DISNEY WALT CO	P	2013-05-29	2016-09-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,498		2,650	848
3,269		2,650	619
3,365		2,650	715
6,731		5,934	797
13,461		10,012	3,449
50,000		51,580	-1,580
19,786		23,191	-3,405
32		26	6
9,283		10,342	-1,059
6,990		4,942	2,048

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			848
			619
			715
			797
			3,449
			-1,580
			-3,405
			6
			-1,059
			2,048

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
250 SHS EXPRESS SCRIPTS INC	P	2015-01-01	2016-08-26
100 SHS EXXON MOBIL CORPORATION	P	1998-02-18	2017-02-17
250 SHS GENERAL ELECTRIC COMPANY	P	1980-07-25	2016-05-16
250 SHS GENERAL ELECTRIC COMPANY	P	1980-07-25	2016-08-26
50 SHS GILEAD SCIENCES INC	P	2013-12-11	2016-08-02
25 SHS GOLDMAN SACHS GROUP INC	P	2015-12-03	2017-02-17
50 SHS GOLDMAN SACHS GROUP INC	P	2015-09-10	2016-09-23
50 SHS GOLDMAN SACHS GROUP INC	P	2015-09-10	2017-02-17
75 SHS HOME DEPOT INC	P	2013-01-24	2017-02-17
100 SHS HONEYWELL INTERNATIONAL INC	P	2010-10-14	2016-08-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,024		7,955	10,069
8,175		2,644	5,531
7,491		290	7,201
7,802		290	7,512
3,975		3,566	409
6,206		4,764	1,442
8,287		9,007	-720
12,411		9,007	3,404
10,624		5,036	5,588
11,547		4,588	6,959

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			10,069
			5,531
			7,201
			7,512
			409
			1,442
			-720
			3,404
			5,588
			6,959

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
850 SHS INTEL CORP	P	2016-01-14	2016-05-16
150 SHS ISHARES EDGE MSCI MIN VOL EMERGING MKTS	P	2016-05-17	2016-11-15
600 SHS ISHARES EDGE MSCI MIN VOL EMERGING MKTS	P	2016-08-02	2016-11-15
750 SHS ISHARES EDGE MSCI MIN VOL EMERGING MKTS	P	2016-09-23	2016-11-15
500 SHS ISHARES MSCI EAFE ETF	P	2015-09-10	2016-08-02
250 SHS ISHARES MSCI EMERGING MKTS MIN VOL ETF	P	2015-03-12	2016-08-02
250 SHS ISHARES MSCI EMERGING MKTS MIN VOL ETF	P	2015-06-02	2016-11-15
1000 SHS ISHARES MSCI USA MIN VOLATILITY ETF	P	2016-03-14	2016-11-15
100 SHS ISHARES RUSSELL 1000 GROWTH INDEX	P	2013-01-24	2016-05-16
150 SHS ISHARES RUSSELL 1000 GROWTH INDEX	P	2012-08-17	2016-05-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,888		26,996	-1,108
7,470		7,491	-21
29,881		31,664	-1,783
37,351		40,504	-3,153
28,644		28,838	-194
16,886		14,404	2,482
12,450		15,105	-2,655
44,164		42,565	1,599
9,946		6,811	3,135
14,919		9,902	5,017

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,108
			-21
			-1,783
			-3,153
			-194
			2,482
			-2,655
			1,599
			3,135
			5,017

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
250 SHS ISHARES TR MSCI EAFE MIN VOL INDEX	P	2015-12-03	2016-11-15
1000 SHS ISHARES TR MSCI EAFE MIN VOL INDEX	P	2016-01-14	2016-11-15
1500 SHS ISHARES TR MSCI EAFE MIN VOL INDEX	P	2015-12-03	2016-11-15
100 SHS J P MORGAN CHASE & CO	P	2012-08-17	2016-05-16
983 731 SHS JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	P	2009-12-17	2016-09-26
2516 269 SHS JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	P	2010-02-04	2016-09-26
100 SHS LOCKHEED MARTIN CORP	P	2015-12-03	2016-05-16
66 SHS MEDTRONIC PLC	P	2015-02-10	2017-01-12
334 SHS MEDTRONIC PLC	P	2010-09-16	2017-01-12
100 SHS MERCK & CO INC	P	2013-01-24	2016-05-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,450		16,310	-3,860
62,024		61,995	29
93,036		97,860	-4,824
6,175		3,690	2,485
20,501		9,069	11,432
52,439		22,219	30,220
24,298		21,941	2,357
4,959		4,956	3
25,096		11,189	13,907
5,465		4,303	1,162

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-3,860
			29
			-4,824
			2,485
			11,432
			30,220
			2,357
			3
			13,907
			1,162

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
100 SHS MICROSOFT CORP	P	1997-08-06	2016-08-02
100 SHS MICROSOFT CORP	P	1997-08-06	2016-09-23
350 SHS MONDELEZ INTL INC	P	2016-05-17	2017-02-17
6500 SHS NEUBERGER BERMAN LONG SHORT FUND	P	2016-08-03	2017-03-15
300 SHS NIKE INC CL B	P	2016-05-17	2016-08-26
350 SHS NIKE INC CL B	P	2015-12-03	2016-08-02
25 SHS OCCIDENTAL PETE CORP DEL	P	2016-08-02	2017-02-17
50 SHS OCCIDENTAL PETE CORP DEL	P	2016-03-14	2017-02-17
50 SHS OCCIDENTAL PETE CORP DEL	P	2016-05-17	2017-02-17
75 SHS OCCIDENTAL PETE CORP DEL	P	2016-01-14	2017-02-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,663		1,758	3,905
5,750		1,758	3,992
14,959		15,338	-379
86,840		83,460	3,380
17,643		17,169	474
19,274		23,214	-3,940
1,646		1,814	-168
3,291		3,434	-143
3,291		3,796	-505
4,937		4,532	405

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			3,905
			3,992
			-379
			3,380
			474
			-3,940
			-168
			-143
			-505
			405

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
150 SHS OCCIDENTAL PETE CORP DEL	P	2015-12-03	2017-02-17
1000 SHS OPPENHEIMER INTL GROWTH FUND	P	2016-05-23	2017-01-13
250 SHS PALO ALTO NETWORKS IN	P	2017-09-23	2016-03-06
25 SHS PUBLIC STORAGE INC COM (REIT)	P	2013-12-11	2016-09-23
50 SHS PUBLIC STORAGE INC COM (REIT)	P	2013-12-11	2016-05-16
100 SHS PUBLIC STORAGE INC COM (REIT)	P	2014-07-11	2017-04-05
25 SHS RAYTHEON CO	P	2010-10-14	2016-08-02
50 SHS RAYTHEON CO	P	2010-10-14	2016-09-23
1000 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2013-07-25	2016-05-17
1000 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2013-12-11	2017-03-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,874		11,352	-1,478
35,220		35,770	-550
28,555		37,806	-9,251
5,562		3,782	1,780
13,238		7,564	5,674
22,225		17,057	5,168
3,530		1,136	2,394
6,932		2,272	4,660
14,870		13,420	1,450
15,960		14,130	1,830

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-1,478
			-550
			-9,251
			1,780
			5,674
			5,168
			2,394
			4,660
			1,450
			1,830

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1250 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2014-07-09	2017-03-15
2000 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2013-07-25	2017-03-15
2000 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2014-02-19	2017-03-15
2750 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	P	2014-09-23	2017-03-15
25 SHS SIMON PPTY GROUP INC NEW COM	P	2013-10-02	2016-09-23
25 SHS SIMON PPTY GROUP INC NEW COM	P	2013-10-02	2016-05-16
25 SHS SIMON PPTY GROUP INC NEW COM	P	2013-10-02	2017-04-05
100 SHS SIMON PPTY GROUP INC NEW COM	P	2014-07-11	2017-04-05
100 SHS SIMON PPTY GROUP INC NEW COM	P	2014-09-25	2017-04-05
40 SHS TARGET CORP	P	2011-04-06	2017-04-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,950		18,700	1,250
31,920		26,840	5,080
31,920		28,860	3,060
43,890		41,580	2,310
5,346		3,726	1,620
4,982		3,726	1,256
4,272		3,726	546
17,089		16,696	393
17,089		16,477	612
2,143		2,039	104

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			1,250
			5,080
			3,060
			2,310
			1,620
			1,256
			546
			393
			612
			104

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
65 SHS TARGET CORP	P	2010-10-28	2017-04-05
88 SHS TARGET CORP	P	2010-09-16	2017-04-05
93 SHS TARGET CORP	P	2012-01-05	2017-04-05
114 SHS TARGET CORP	P	2014-02-24	2017-04-05
250 SHS TEVA PHARMACEUTICAL INDS LTD	P	2016-05-17	2016-11-15
350 SHS TEVA PHARMACEUTICAL INDS LTD	P	2016-01-21	2016-08-02
50 SHS TIME WARNER INC	P	2012-08-17	2016-09-23
50 SHS TIME WARNER INC	P	2012-08-17	2017-02-17
100 SHS TJX COMPANIES INC	P	2010-10-14	2017-02-17
125 SHS TJX COMPANIES INC	P	2010-10-14	2016-09-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,483		3,402	81
4,716		4,708	8
4,983		4,521	462
6,109		6,551	-442
9,464		12,791	-3,327
18,536		21,661	-3,125
3,836		2,136	1,700
4,814		2,136	2,678
7,717		2,225	5,492
9,509		2,782	6,727

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			81
			8
			462
			-442
			-3,327
			-3,125
			1,700
			2,678
			5,492
			6,727

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
350 SHS VANGUARD REIT	P	2016-08-02	2017-03-14
50 SHS VENTAS INC	P	2015-10-21	2016-09-23
50 SHS VENTAS INC	P	2015-10-21	2016-05-16
325 SHS VENTAS INC	P	2015-10-21	2017-04-05
100 SHS VERSUM MATERIALS INC	P	2016-10-03	2017-01-12
100 SHS VISA INC	P	2013-01-24	2016-08-02
100 SHS WELLS FARGO & CO SR NT	P	2015-02-12	2017-02-17
10 SHS WELLS FARGO & CO	P	2010-11-03	2016-05-16
100 SHS WELLS FARGO & CO	P	2010-11-03	2016-09-23
240 SHS WELLS FARGO & CO	P	2002-11-29	2016-05-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,206		31,962	-3,756
3,610		2,847	763
3,359		2,847	512
21,045		18,508	2,537
2,738		1,406	1,332
7,819		3,986	3,833
100,072		103,721	-3,649
484		261	223
4,576		2,608	1,968
11,623		5,627	5,996

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			-3,756
			763
			512
			2,537
			1,332
			3,833
			-3,649
			223
			1,968
			5,996

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d


List and describe the kind(s) of property sold (e g , real estate, (a) 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)
50 SHS YUM BRANDS INC	P	2004-09-03	2016-09-23
16 SHS ADVANSIX	P	2016-10-01	2016-11-15
200 SHS AMERICAN ELECTRIC POWER INC	P	2016-05-17	2017-02-17
CAPITAL GAINS DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,542		722	3,820
259		97	162
12,737		13,059	-322
8,299			8,299

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l


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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			3,820
			162
			-322
			8,299

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ABINGDON VOLUNTEER FIRE AND RESCUE PO BOX 9 BENA, VA 23018		EXEMPT 501 (C) (3) P	PAY FOR EQUIPMENT, TRAINING, AND MAINTENANCE	55,000
ANIMAL CARE SOCIETY PO BOX 121 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	PAY FOR SPAY/NEUTER OF PETS OF NEEDY	7,000
ANIMAL RESOURCE FOUNDATION P O BOX 967 WHITE MARSH, VA 23183		EXEMPT 501 (C) (3) P	HELP PET OWNERS WITH COSTS OF SPAY/NEUTER	2,000
ANTIOCH BAPTIST CHURCH P O BOX 124 110 ANTIOCH ROAD SUSAN, VA 23163		NO IRS RULINGS	MAINTAIN CEMETARY AND MONUMENTS	500
BAY AGING 5306 OLD VIRGINIA STREET P O BOX 610 URBANNA, VA 23175		EXEMPT 501 (C) (3) P	FUND SERVICES ASSISTING ELDERLY	4,000
Total 				401,000
3a				


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BAY SCHOOL COMMUNITY ARTS CENTER PO BOX 1524 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	PROVIDE ART PROGRAMS TO 150 KIDS IN SUMMER	2,000
BOYS & GIRLS CLUBS OF THE VIRGINIA PENINSULA 11825 ROCK LANDING DRIVE CHESAPEAKE BUILDING NEWPORT NEWS, VA 23606		EXEMPT 501 (C) (3) P	PROVIDE GENERAL OPERATING FUNDS FOR MATHEWS AND GLOUCESTER CLUBS TO SERVE YOUTH	5,000
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE SUITE 201 VIRGINIA BEACH, VA 23462		EXEMPT 501 (C) (3) P	PROVIDE ART THERAPY TO DISABLED ADULTS	1,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403		EXEMPT 501 (C) (3) P	SUPPORT EDUCATIONAL PROGRAMS	1,000
CHRISTOPHER NEWPORT UNIVERSITY 1 AVENUE OF THE ARTS NEWPORT NEWS, VA 236063072		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS FOR STUDENTS FROM GLOUCESTER OR MATHEWS	6,000
Total 3a				401,000

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CIRCLE OF FRIENDS FOUNDATION PO BOX 112 GLOUCESTER POINT, VA 23062		EXEMPT 501 (C) (3) P	ASSIST MENTALLY AND PHYSICALLY CHALLENGED PEOPLE, INCLUDING SUMMER CAMPS	2,000
CONCERTS BY THE BAY INC PO BOX 355 NORTH, VA 23128		EXEMPT 501 (C) (3) P	SUPPORT CONCERTS AND YOUTH EDUCATION	1,000
COURT HOUSE PLAYERS PO BOX 643 GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	PROVIDE 8 SCHOLARSHIPS TO MISSOULA CHILDREN'S THEATER AND ADVERTISING FOR SHOW	1,000
FAIRFIELD FOUNDATION P O BOX 157 WHITE MARSH, VA 23183		EXEMPT 501 (C) (3) P	SUPPORT COMMUNITY EDUCATION PROGRAMS	1,000
FIRST BAPTIST CHURCH P O BOX 84 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	FUND EVENTS FOR STUDENTS	500
Total ▶ 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FOODBANK OF THE VIRGINIA PENSINSULA 2401 ALUMINUM AVENUE HAMPTON, VA 23661		EXEMPT 501 (C) (3) P	PROVIDE FOOD FOR NEEDY IN GLOUCESTER AND MATHEWS	5,400
GLOUCESTER ARTS ON MAIN INC 6580 B MAIN STREET GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	FUND AFTER-SCHOOL ARTS PROGRAM FOR 64 PETWSORTH ELEMENTARY SCHOOL STUDENTS	2,000
GLOUCESTER COUNTY 4-H PO BOX 156 GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	CAMP SCHOLARSHIPS, COUNSELOR TRAINING, AND TRANSPORTATION TO AND FROM CAMP	5,000
GLOUCESTER COUNTY PUBLIC SCHOOLS EDUCATIONAL FOUNDATION 6099 TC WALKER ROAD GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	PROVIDE MINI-GRANTS TO TEACHERS	2,000
GLOUCESTER LIBRARY FRIENDS OF 6920 MAIN STREET GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	BUY BOOKS, PERIODICALS, AND LIBRARY MATERIALS	20,000
Total 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOUCESTER VOLUNTEER FIRE AND RESCUE SQUAD P O BOX 1417 6595 MAIN STREET GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	PURCHASE EQUIPMENT	55,000
GLOUCESTER-MATHEWS FREE CLINIC PO BOX 684 GLOUCESTER, VA 230610684		EXEMPT 501 (C) (3) P	EXPAND DENTAL CLINIC HOURS TO 20 HRS /WEEK AND ADD DENTURE SERVICES FOR SENIORS AND OTHER ADULTS	23,000
GWYNN'S ISLAND CIVIC LEAGUE FOR GWYNN'S ISLAND CEMETARY FUND P O BOX 313 GWYNN, VA 23066		EXEMPT 501 (C) (3) P	REMOVE LARGE/LEANING TREES THAT ARE TIPPING MONUMENTS	1,000
HABITAT FOR HUMANITY OF GLOUCESTERMATHEWS 4910 GEORGE WASHINGTON MEMORIAL HIGHWAY HAYES, VA 23072		EXEMPT 501 (C) (3) P	REFURBISH HOME FOR THE NEEDY	3,000
HANDS ACROSS MATHEWS PO BOX 1303 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	PROVIDE FOOD, RENT, HOME REPAIRS, FUEL, AND MORTGAGE HELP FOR NEEDY IN MATHEWS	15,000
Total ► 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
JACOB'S LADDER INC PO BOX 555 URBANNA, VA 23175		EXEMPT 501 (C) (3) P	FULLY FUND THREE AT-RISK CLIMBERS FROM MATHEWS AND MIDDLESEX	6,000
KINGSTON PARISH PRESCHOOL PO BOX 471 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	BUY CLASSROOM SUPPLIES	500
LAUREL SHELTER INC PO BOX 23 GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	BUY MEDICATIONS, CLOTHING, TEACHING AIDS FOR CHILDREN	7,000
LITERACY VOLUNTEERS OF GLOUCESTER INC P O BOX 28 5276 GEORGE WASHINGTON MEMORIAL HIGHWAY WHITE MARSH, VA 23183		EXEMPT 501 (C) (3) P	PURCHASE INSTRUCTIONAL MATERIALS FOR PEOPLE SEEKING GEDS AND ASSIST WITH OPERATING EXPENSES	2,000
MATHEWS BAPTIST CHURCH 8284 BUCKLEY HALL ROAD HUDGINS, VA 23076		NO IRS RULINGS	MAINTAIN CEMETERY LOTS WHERE TREACLE FAMILY BURIED	600
Total 				401,000
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MATHEWS COUNTY TRIAD INC PO BOX 190 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	PROVIDE MEDICAL ALERTS TO 5 INDIGENT SENIORS	2,000
MATHEWS FAMILY YMCA PO BOX 1536 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	ASSIST WITH SUMMER FOOD SERVICE PROGRAM FOR SPECIALTY CAMPS FOR CHIDREN	3,000
MATHEWS HIGH SCHOOL CREW PO BOX 38 MATHEWS, VA 23109		USE PUBLIC SCHOOL RU	USE FOR REPAIRS, EQUIPMENT, TRAVEL, FUNDS FOR INDIGENT KIDS	5,000
MATHEWS LAND CONSERVANCY PO BOX 306 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	BUILD FISHING AND HISTORIC VESSEL PIER TO BE NAMED AFTER MR TREAKLE	1,000
MATHEWS LIONS CHARITY FOUNDATION PO BOX 281 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	HELP FINANCE BUILDING FOR MATHEWS LIONS CLUB	1,000
Total ► 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MATHEWS MEMORIAL LIBRARY INC FRIENDS OF PO BOX 127 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	BUY BOOKS, SOFTWARE, PROGRAMS, MAINTAIN LIBRARY	20,000
MATHEWS VOLUNTEER FIRE DEPARTMENT P O BOX 1130 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	REPLACE 15 SETS OF TURNOUT GEAR	27,500
MATHEWS VOLUNTEER RESCUE SQUAD PO BOX 723 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	PURCHASE NEW ADVANCED LIFE SUPPORT AMBULANCE	27,500
PEARTREE CEMETARY ASSOCIATION PO BOX 43 MOON, VA 23119		EXEMPT 501 (C) (3)	NEW SIGNS AND MAINTENANCE OF CEMETARY	500
RAPPAHANNOCK COMMUNITY COLLEGE EDUCATIONAL FOUNDATION INC PO BOX 923 WARSAW, VA 22572		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS AND UPDATE LIBRARY MATERIALS	10,000
Total ▶ 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
RAPPAHANNOCK WESTMINSTER-CANTERBURY FOUNDATION INC 132 LANCASTER DRIVE IRVINGTON, VA 22480		EXEMPT 501 (C) (3) P	SUPPORT FELLOWSHIP ASSISTANCE PROGRAM	500
READING IS FUNDAMENTAL - BOTETOURT ELEMENTARY SCHOOL 6361 MAIN STREET GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	BUY BOOKS FOR STUDENTS	2,000
ROSEWELL FOUNDATION THE PO BOX 1456 GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	INSTALL SIGNAGE AT SITE OF RUINS	1,000
RURAL INFANT SERVICES PROGRAM PO BOX 40 SALUDA, VA 23149		EXEMPT 501 (C) (3) P	BUY PROGRAM EQUIPMENT AND MATERIALS	1,000
SALVATION ARMY - GLOUCESTER SERVICE CENTER 7059 LINDA CIRCLE HAYES, VA 23072		EXEMPT 501 (C) (3) P	TO ASSIST WITH RENT, UTILITIES, FOOD, FUEL, MEDICATIONS, CAMP FOR KIDS, PAY CASE WORKER	16,000
Total ▶ 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SAMARITAN GROUP THE PO BOX 784 WHITE MARSH, VA 231830784		EXEMPT 501 (C) (3) P	ASSIST NEEDY IN GLOUCESTER WITH UTILITIES, RENT, TRANSPORTATION, MEDICAL BILLS, ETC	10,000
ST PAUL CEMETERIES ASSOCIATION 1150 ANTIOCH ROAD SUSAN, VA 23163		EXEMPT 501 (C) (3)	UPKEEP AND MAINTENANCE OF CEMETERY	500
VERSABILITY RESOURCES INC 2520 58TH STREET HAMPTON, VA 23661		EXEMPT 501 (C) (3) P	SUPPORT LEWIS B PULLER CENTER	1,000
VIRGINIA COLLEGE FUND THE 4900 AUGUSTA AVENUE SUITE 101 RICHMOND, VA 232303611		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS FOR STUDENTS IN VCF SCHOOLS	1,000
VIRGINIA SYMPHONY ORCHESTRA 150 BOUSCH STREET STE 201 NORFOLK, VA 23510		EXEMPT 501 (C) (3) P	SEND STUDENTS FROM YORK & GLOUCESTER ELEM SCHOOLS TO YOUNG PEOPLE'S CONCERT	1,000
Total ► 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WARE ACADEMY 7936 JOHN CLAYTON MEMORIAL HIGHWAY GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	PROVIDE COMMUNITY SCHOLARSHIPS	1,000
WASHINGTON AND LEE UNIVERSITY 204 WEST WASHINGTON STREET LEXINGTON, VA 244502116		EXEMPT 501 (C) (3) P	BUY VIRTUAL REALITY EQUIPMENT	1,000
THE DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219		EXEMPT 501 (C) (3) P	SUPPORT FAMILY ASSISTANCE PROGRAM	1,000
FOUNDATION FOR HISTORIC CHRIST CHURCH P O BOX 24 IRVINGTON, VA 22480		EXEMPT 501 (C) (3) P	SUPPORT EDUCATIONAL EXHIBITION TO PUBLIC	500
GLOUCESTER FAMILY YMCA P O BOX 1485 GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	ASSIST WITH OPERATIONS AND START-UP EXPENSES FOR 2 YEARS	3,000
Total ► 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOUCESTER HOUSING PARTNERSHIP INC P O BOX 772 HAYES, VA 23072		EXEMPT 501 (C) (3) P	ASSIST WITH HOME REPAIRS FOR THE ELDERLY AND DISABLED	11,000
GLOUCESTER-MATHEWS HUMANE SOCIETY 6620 JACKSON LANE GLOUCESTER, VA 23061		EXEMPT 501 (C) (3) P	PURCHASE USED CARGO VAN TO TRANSPORT PETS	7,000
GLOUCESTER UNITED EMERGENCY SHELTER TEAM P O BOX 743 HAYES, VA 23072		EXEMPT 501 (C) (3) P	ASSIST WITH OPERATING EXPENSES AT DAY SHELTER	5,000
HAYNES CEMETERY INC 1745 FITCHETTS WHARF ROAD MOON, VA 23119		EXEMPT 501 (C) (3)	INCREASE PERPETUAL CARE FUD TO MAINTAIN CEMETERY	500
MATHEWS COUNTY HISTORICAL MUSEUM P O BOX 634 MATHEWS, VA 23019		EXEMPT 501 (C) (3) P	PURCHASE INTERACTIVE KIOSK FOR HISTORICAL DISPLAY	1,000
Total ► 3a				401,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
MATHEWS COUNTY VISITOR & INFORMATION CENTER P O BOX 1456 MATHEWS, VA 23109		EXEMPT 501 (C) (3) P	NEW WINDOWS AND COMMUNITY CALENDAR SIGN FOR SIBLEY'S STORE	1,000
MERCY MEDICAL ANGELS ANGEL CANINES FOR WOUNDED WARRIORS 4620 HAYGOOD ROAD SUITE 1 VIRGINIA BEACH, VA 23455		EXEMPT 501 (C) (3) P	PROVIDE TRANSPORTATION TO CANINE TRAINING FACILITIES	1,000
Total ▶ 3a				401,000

TY 2016 Accounting Fees Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT OF FINANCIAL STATEMENTS AND PREPARATION OF FORM 990-PF	10,125	10,025		0

TY 2016 Investments Corporate Bonds Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50 SHS AMERICAN HONDA FIN CORP	48,751	48,751
50 SHS CHEVRON CORP NEW	49,663	49,663
50 SHS APPLE INC SR UNSECD NT	49,699	49,699
50 SHS PEPSICO INC	49,961	49,961
50 SHS ANHEUSER BUSCH INBEV WORLDWIDE INC SR NT	50,006	50,006
50 SHS UNITEDHEALTH GROUP INC SR UNSECD NT	50,023	50,023
50 SHS WESTPAC BKG CORP	50,076	50,076
50 SHS JPMORGAN CHASE & CO	50,080	50,080
50 SHS VISA INC UNSECD SR GLBL NT	50,399	50,399
50 SHS JOHN DEERE CAP CO SR NT	53,075	53,075
100 SHS CITIGROUP INC SR NT	100,958	100,958
100 SHS TOTAL CAP INTL SA GTD NT	102,006	102,006

TY 2016 Investments Corporate Stock Schedule

Name: J EDWIN TREAKLE FOUNDATION INC
EIN: 54-6051620

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10 SHS MATHEWS YACHT CLUB	50	50
350 SHS YUM CHINA HLDGS INC	11,942	11,942
200 SHS LYONDELLBASELL INDUSTRIES NV CL A	16,952	16,952
500 SHS PFIZER INC	16,960	16,960
100 SHS COSTCO WHSL CORP	17,752	17,752
200 SHS KRAFT HEINZ CORP	18,078	18,078
400 SHS HALLIBURTON CO	18,352	18,352
400 SHS VERIZON COMMUNICATIONS INC COM	18,364	18,364
325 SHS ANADARKO PETE CORP	18,532	18,532
500 SHS DEVON ENERGY CORP NEW	19,745	19,745
125 SHS AMGEN INC	20,415	20,415
250 SHS LILLY ELI & CO.	20,515	20,515
250 SHS GILEAD SCIENCES INC	20,565	20,565
325 SHS VENTAS INC	20,803	20,803
100 SHS PUBLIC STORAGE INC COM (REIT)	20,938	20,938
175 SHS SCHLUMBERGER LTD CURACAO	21,777	21,777
50 SHS BOSTON PROPERTIES INC COM	22,155	22,155
350 SHS YUM BRANDS INC	23,012	23,012
25 SHS AVALON BAY COMMUNITIES	23,730	23,730
200 SHS CELGENE CORP	24,810	24,810
200 SHS PRAXAIR INC.	24,996	24,996
200 SHS VALERO ENERGY CORP NEW	25,844	25,844
500 SHS GENERAL MOTORS CO	25,980	25,980
350 SHS CENTENE CORP	26,040	26,040
201 SHS MOLSON COORS BREWING CO CL B	26,466	26,466
83 SHS DR PEPPER SNAPPLE INC	26,578	26,578
350 SHS TEXAS INSTRS INC	27,713	27,713
175 SHS EOG RES INC	27,750	27,750
200 SHS AIR PRODUCTS & CHEMICALS INC	28,100	28,100
500 SHS CITIGROUP INC	29,560	29,560

Name of Stock	End of Year Book Value	End of Year Fair Market Value
750 SHS AT&T INC.	29,723	29,723
100 SHS BARD C R INC	30,748	30,748
400 SHS TJX COMPANIES INC	31,456	31,456
400 SHS E I DUPONT DE NEMOURS & CO	31,900	31,900
50 SHS INTERNATIONAL BUSINESS MACHINES CORP	32,058	32,058
200 SHS PRUDENTIAL FINL INC	32,109	32,109
300 SHS CAPITAL ONE FINL CORP	32,152	32,152
35 SHS AMAZON COM INC	32,375	32,375
250 SHS KIMBERLY CLARK CORP	32,437	32,437
550 SHS DOW CHEMICAL	34,540	34,540
200 SHS DISNEY WALT CO.	34,680	34,680
410 SHS WELLS FARGO & CO.	34,996	34,996
77 SHS PNC FINANCIAL SERVICES GROUP INC.	35,925	35,925
134 SHS TRAVELERS COMPANIES INC	36,498	36,498
750 SHS MORGAN STANLEY	36,865	36,865
88 SHS JOHNSON & JOHNSON	37,041	37,041
200 SHS FACEBOOK INC CL A	37,562	37,562
75 SHS BLACKROCK INC	38,457	38,457
314 SHS US BANCORP	38,460	38,460
150 SHS GENERAL DYNAMICS CORP	38,758	38,758
400 SHS TIME WARNER INC	39,708	39,708
200 SHS MERCK & CO INC	40,515	40,515
100 SHS NORTHROP GRUMMAN CORP	40,583	40,583
100 SHS UNITED TECHNOLOGIES CORP.	41,647	41,647
1000 SHS WEYERHAEUSER CO	42,337	42,337
144 SHS CISCO SYSTEMS	42,588	42,588
354 SHS CHEVRON CORP	42,680	42,680
200 SHS ABBVIE INC	42,861	42,861
400 SHS SALESFORCE.COM INC	43,060	43,060
1000 SHS COCA COLA CO	43,150	43,150

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1500 SHS GENERAL ELECTRIC COMPANY	43,485	43,485
500 SHS EATON CORP PLC IRELAND	43,493	43,493
260 SHS PROCTOR & GAMBLE CO	43,665	43,665
25 SHS GOLDMAN SACHS GROUP INC	44,760	44,760
96 SHS PEPSICO INC	45,312	45,312
100 SHS VISA INC	45,610	45,610
51 SHS BECTON DICKINSON & CO	46,742	46,742
150 SHS HOME DEPOT INC	46,830	46,830
325 SHS AUTOMATIC DATA PROCESSING INC	47,021	47,021
500 SHS AMERICAN WATERWORKS CO INC	47,856	47,856
1000 SHS ISHARES CORE MSCI EMERGING MKTS	48,700	48,700
250 SHS 3M CO	48,957	48,957
576 SHS EXXON MOBIL CORPORATION	48,990	48,990
300 SHS HONEYWELL INTERNATIONAL INC	52,456	52,456
250 SHS RAYTHEON CO	54,324	54,324
215 SHS ISHARES IBOXX \$ INVEST GRADE CORP	55,330	55,330
500 SHS PHILIP MORRIS INTERNATIONAL INC	55,420	55,420
650 SHS J P MORGAN CHASE & CO	56,550	56,550
400 SHS APPLE INC	57,460	57,460
65 SHS ALPHABET INC	60,094	60,094
800 SHS DOMINION RESOURCES INC	61,944	61,944
5000 SHS FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND	72,375	72,375
550 SHS MICROSOFT CORP	78,729	78,729
5000 SHS PRINCIPAL PFD SECS FUND	87,380	87,380
1250 SHS UNDISCOVERED MANAGERS FDS BEHAVIORAL VALUE FUND	99,270	99,270
1500 SHS VICTORY SMALL CO OPPTY FUND CL I	100,777	100,777
650 SHS ISHARES RUSSELL 1000 VALUE ETF	137,664	137,664
150 SHS ISHARES RUSSELL 1000 GROWTH INDEX	139,596	139,596
900 SHS VANGUARD MID-CAP ETF	176,088	176,088
2591.319 SHS JOHN HANCOCK FDS III DISCPILINED VALUE MID CAP FUND	240,872	240,872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHS VANGUARD SMALL-CAP ETF	268,840	268,840
250 SHS VANGUARD FTSE EMERGING MKTS ETF	282,380	282,380
1000 SHS ISHARES MSCI EAFE ETF	366,850	366,850

TY 2016 Investments - Other Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COINS & PAPERS	FMV	5	5

TY 2016 Other Assets Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RECOVERABLE EXCISE TAXES	988	406	406

TY 2016 Other Expenses Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	7,377	3,688		3,689
MISCELLANEOUS	150	75		75
P O BOX RENT	80	40		40
OFFICE SUPPLIES	1,066	533		533
POSTAGE	95	47		48
TELEPHONE	943	472		471

TY 2016 Other Increases Schedule

Name: J EDWIN TREACLE FOUNDATION INC
EIN: 54-6051620

Description	Amount
UNREALIZED GAIN	311,540

TY 2016 Other Professional Fees Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST FEES FOR MAINTAINING INVESTMENT ASSETS	32,807	32,807		0

TY 2016 Taxes Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	2,674	0		0