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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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning 6/1/2016 **, and ending** 5/31/2017

Name of foundation: **TCH PAUL HOLBROOK**

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/county: _____ Foreign postal code: _____

A Employer identification number: **62-6187596**

B Telephone number (see instructions): **(404) 813-2061**

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) ▶ \$ **1,136,063**

J Accounting method: Cash Accrual
 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				
	4 Dividends and interest from securities	18,749	18,749		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	40,041			
	b Gross sales price for all assets on line 6a 455,639				
	7 Capital gain net income (from Part IV, line 2)		40,041		
	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	58,790	58,790	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	18,619	9,309		9,310
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	454	454		
	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	21,573	9,763	0	11,810
	25 Contributions, gifts, grants paid	35,610			35,610
26 Total expenses and disbursements. Add lines 24 and 25	57,183	9,763	0	47,420	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,607				
b Net investment income (if negative, enter -0-)		49,027			
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		End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	276			
	2	Savings and temporary cash investments	27,359	34,350		34,350
	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)	1,005,596	1,001,113		1,101,713	
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)	1,033,231	1,035,463		1,136,063	
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 ▶ <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	1,033,231	1,035,463		
	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)	1,033,231	1,035,463			
31	Total liabilities and net assets/fund balances (see instructions)	1,033,231	1,035,463			

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	1,033,231
2	Enter amount from Part I, line 27a	2	1,607
3	Other increases not included in line 2 (itemize) ▶ Federal Excise Tax Refund	3	675
4	Add lines 1, 2, and 3	4	1,035,513
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	50
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,035,463

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	40,041
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	53,684	1,074,082	0.049981
2014	80,539	1,175,624	0.068507
2013	66,887	1,181,783	0.056598
2012	7,565	1,094,931	0.006909
2011	61,591	1,049,429	0.058690
2	Total of line 1, column (d)		2 0.240685
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 0.048137
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 1,075,125
5	Multiply line 4 by line 3		5 51,753
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 490
7	Add lines 5 and 6		7 52,243
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 47,420

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			981
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-)			0
3	Add lines 1 and 2			981
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-			981
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	112	
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			112
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			869
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2017 estimated tax Refunded			0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-2061 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 ▶	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 AS REQ'D	18,619		

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	1,063,881
b	Average of monthly cash balances	1b	27,616
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,091,497
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	1,091,497
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)	4	16,372
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,075,125
6	Minimum investment return. Enter 5% of line 5	6	53,756

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	53,756
2a	Tax on investment income for 2016 from Part VI, line 5	2a	981	
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	981	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,775	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	52,775	
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	52,775	

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	47,420
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	47,420
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	47,420

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				52,775
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			17,778	
e From 2015			204	
f Total of lines 3a through e	17,982			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 47,420				
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				47,420
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))	5,355			5,355
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,627			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	12,627			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014			12,423	
d Excess from 2015			204	
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	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)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total				3a 35,610
<p>b <i>Approved for future payment</i> NONE</p>				
Total				3b 0

TCH PAUL HOLBROOK

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

Recipient(s) paid during the year

Name

VANDERBILT UNIVERSITY

Street

2525 WEST END AVE, STE 450

City

NASHVILLE

State

TN

Zip Code

37203

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

MARTIN METHODIST COLLEGE

Street

433 W MADISON STREET

City

PULASKI

State

TN

Zip Code

38478

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

LINDSLEY AVE CHURCH OF CHRIST

Street

3 LINDSLEY AVE

City

NASHVILLE

State

TN

Zip Code

37210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

890

Name

NASHVILLE SCHOOL OF LAW

Street

4013 ARMORY OAKS DRIVE

City

NASHVILLE

State

TN

Zip Code

37204

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

BILL WILKERSON SPEECH AND HEARING

Street

2100 WEST END DRIVE SUITE 1000

City

NASHVILLE

State

TN

Zip Code

37203

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

EASTER SEALS TENNESSEE

Street

3011 ARMORY DR STE 100

City

NASHVILLE

State

TN

Zip Code

37204-3721

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

TCH PAUL HOLBROOK

62-6187596 Page 2 of 3

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

Recipient(s) paid during the year

Name

PERRY HEIGHTS CHURCH OF CHRIST

Street

423 DONELSON PKE

City

NASHVILLE

State

TN

Zip Code

37214

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

890

Name

JAMES AVE CHURCH OF CHRIST

Street

613 JAMES AVE

City

NASHVILLE

State

TN

Zip Code

33138

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

891

Name

NASHVILLE RESCUE MISSION

Street

639 LAFAYETTE ST

City

NASHVILLE

State

TN

Zip Code

37203-4226

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

TENNESEE CHILDRENS HOME

Street

PO BOX 10

City

SPRING HILL

State

TN

Zip Code

37174

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

AL MENAH SHRINE TEMPLE

Street

1354 BRICK CHURCH PKE

City

NASHVILLE

State

TN

Zip Code

37207

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

Name

AMERICAN HEART ASSOCIATION

Street

P O BOX 22035

City

ST PETERSBURG

State

FL

Zip Code

33742

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT PURPOSE

Amount

3,561

TCH PAUL HOLBROOK

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

Recipient(s) paid during the year

Name
 CHARLOTTE AVENUE CHURCH OF CHRIST

Street
 5807 CHARLOTTE AVE

City NASHVILLE	State TN	Zip Code 37209	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT PURPOSE			Amount 890

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

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

Long Term CG Distributions	Short Term CG Distributions	Amount		Check "X" if to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Capital Gains/Losses		Gross Sales Price	Cost of Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
		4,884	0							Gross Sales	Cost of Other Basis, Expenses, Depreciation and Adjustments							
1	CAMBIAR SMALL CAP-INS	0075W0593		X			2/23/2015	7/18/2016	443	535	455,639	0						40,041
2	CAMBIAR SMALL CAP-INS	0075W0593		X			10/19/2015	7/18/2016	398	437	415,598	0						0
3	CAMBIAR SMALL CAP-INS	0075W0593		X			10/19/2015	10/3/2016	225	244		0						-19
4	CAMBIAR SMALL CAP-INS	0075W0593		X			6/27/2011	10/3/2016	144	151		0						-7
5	CAMBIAR SMALL CAP-INS	0075W0593		X			6/27/2011	2/6/2017	1,451	1,332		0						99
6	CAMBIAR SMALL CAP-INS	0075W0593		X			8/15/2011	2/6/2017	20	17		0						3
7	EDGEWOOD GROWTH FUND	0075W0759		X			7/18/2016	10/3/2016	3,745	3,620		0						125
8	EDGEWOOD GROWTH FUND	0075W0759		X			7/18/2016	2/6/2017	2,959	2,775		0						184
9	EDGEWOOD GROWTH FUND	0075W0759		X			7/18/2016	5/15/2017	6,520	5,490		0						1,030
10	CAMBIAR INTL EQUITY FUND	00769G543		X			7/18/2016	10/3/2016	2,296	2,296		0						0
11	CAMBIAR INTL EQUITY FUND	00769G543		X			7/18/2016	2/6/2017	514	505		0						9
12	CAMBIAR INTL EQUITY FUND	00769G543		X			7/18/2016	5/15/2017	1,447	1,324		0						123
13	JOHM INTERNATIONAL SEL	00770G647		X			6/15/2015	10/3/2016	5,703	5,914		0						-211
14	BRANDES INTL SIC EQUITY-I	105262737		X			3/24/2014	7/18/2016	130	135		0						-5
15	BRANDES INTL SIC EQUITY-I	105262737		X			3/24/2014	10/3/2016	958	961		0						-3
16	BRANDES INTL SIC EQUITY-I	105262737		X			3/24/2014	2/6/2017	411	408		0						3
17	BRANDES INTL SIC EQUITY-I	105262737		X			3/24/2014	5/15/2017	273	16		0						3
18	DOUBLELINE TOTL RET BND	258620103		X			11/19/2012	10/3/2016	546	570		0						-24
19	DOUBLELINE TOTL RET BND	258620103		X			11/19/2012	5/15/2017	2,435	2,597		0						-162
20	DOUBLELINE TOTL RET BND	258620103		X			8/6/2012	5/15/2017	6,405	6,758		0						-353
21	EATON VANCE-ATLANTA SM	277902698		X			8/18/2014	7/18/2016	3,114	2,721		0						393
22	EATON VANCE-ATLANTA SM	277902698		X			8/18/2014	2/6/2017	282	248		0						34
23	FEDERATED STRAT VAL DVC	314172560		X			2/6/2016	7/18/2016	3,556	3,147		0						409
24	FEDERATED STRAT VAL DVC	314172560		X			10/3/2016	5/15/2017	1,509	1,475		0						34
25	GOTHAM NEUTRAL FUND-INT	360873111		X			7/18/2016	2/6/2017	2,219	2,157		0						62
26	T ROWE PRICE INST L/C GRV	457751408		X			3/2/2011	7/18/2016	59,235	35,948		0						23,287
27	T ROWE PRICE INST L/C GRV	457751408		X			6/27/2011	7/18/2016	7,227	4,250		0						2,977
28	T ROWE PRICE INST L/C GRV	457751408		X			9/15/2011	7/18/2016	17,889	10,109		0						7,780
29	T ROWE PRICE INST L/C GRV	457751408		X			2/6/2016	7/18/2016	10,003	8,425		0						1,578
30	ISHARES CORE S&P 500 ETF	464287200		X			7/18/2016	10/3/2016	1,085	1,088		0						-3
31	JPMORGAN US EQUITY-INST	4812A1142		X			10/19/2015	7/18/2016	11,183	11,222		0						-39
32	ISHARES CORE MSCI EUROF	46434V738		X			10/19/2015	7/18/2016	9,894	8,968		0						-926
33	ISHARES CORE MSCI EUROF	46434V738		X			2/6/2016	7/18/2016	2,582	2,410		0						152
34	ISHARES CORE MSCI EUROF	46434V738		X			6/15/2016	7/18/2016	3,123	3,394		0						-231
35	JPMORGAN US EQUITY-INST	4812A1142		X			2/6/2016	7/18/2016	7,716	6,554		0						1,162
36	MAINSTAY ICAP INTERNATC	56063J716		X			10/7/2013	7/18/2016	35,524	40,339		0						-4,815
37	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			3/24/2014	7/18/2016	1,826	1,856		0						-30
38	MAINSTAY ICAP INTERNATC	56063J716		X			10/27/2014	7/18/2016	898	1,018		0						-120
39	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			3/24/2014	10/3/2016	1,780	1,775		0						-5
40	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			10/7/2013	2/6/2017	1,341	1,189		0						172
41	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			3/24/2014	2/6/2017	439	406		0						33
42	MAINSTAY ICAP INTERNATC	56063J716		X			10/19/2015	7/18/2016	1,111	1,199		0						-88
43	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			10/19/2015	2/6/2017	989	914		0						75
44	JOHN HANCOCK ILL-DISCIPLN	47803U640		X			3/11/2013	2/6/2017	4,292	4,292		0						1,150
45	JPMORGAN US EQUITY-INST	4812A1142		X			3/11/2013	7/18/2016	60,668	32,426		0						8,242
46	OPPENHEIMER DEVELOPING	663974604		X			11/19/2012	7/18/2016	1,800	1,849		0						-49
47	JPMORGAN US EQUITY-INST	4812A1142		X			2/23/2015	7/18/2016	26,286	27,684		0						-1,398
48	OPPENHEIMER DEVELOPING	663974604		X			10/3/2016	2/6/2017	102	103		0						-1
49	OPPENHEIMER DEVELOPING	663974604		X			10/3/2016	5/15/2017	2,369	2,142		0						227
50	PIMCO INVESTMENT GRD CO	72205816		X			2/23/2015	10/3/2016	1,207	1,222		0						-15
51	PIMCO INVESTMENT GRD CO	72205816		X			2/23/2015	2/6/2017	13,804	14,361		0						-577
52	T ROWE QM US SMALL CAP	779917103		X			10/19/2015	7/18/2016	323	315		0						8
53	T ROWE QM US SMALL CAP	779917103		X			2/6/2016	10/3/2016	1,024	826		0						198
54	T ROWE QM US S/C GR EQ	779917103		X			9/4/2012	10/3/2016	83	66		0						17
55	T ROWE QM US S/C GR EQ	779917103		X			9/4/2012	10/3/2016	276	176		0						100
56	T ROWE QM US S/C GR EQ	779917103		X			9/4/2012	2/6/2017	893	529		0						364
57	VAN ECK EMERGING MARKE	921075438		X			8/18/2014	7/18/2016	188	221		0						-33
58	ISHARES CORE S&P 500 ETF	464287200		X			7/18/2016	2/6/2017	6,219	5,877		0						342
59	VAN ECK EMERGING MARKE	921075438		X			6/15/2015	5/15/2017	3,848	3,730		0						118
60	VANGUARD MIB SEC INDX-A	92206C755		X			7/18/2016	10/3/2016	452	451		0						1
61	ISHARES CORE S&P 500 ETF	464287200		X			7/18/2016	5/15/2017	6,510	5,877		0						633
62	ISHARES CORE US TREASUR	464298287		X			8/18/2014	10/3/2016	625	627		0						-2
63	ISHARES CORE MSCI PACIFI	46434V695		X			10/27/2014	7/18/2016	20,607	22,126		0						-1,519
64	ISHARES CORE MSCI PACIFI	46434V695		X			10/27/2014	7/18/2016	1,306	1,312		0						-6
65	ISHARES CORE MSCI PACIFI	46434V695		X			2/6/2016	7/18/2016	967	861		0						106
66	ISHARES CORE MSCI EUROF	46434V738		X			8/18/2014	7/18/2016	26,985	34,404		0						-5,419
67	ISHARES CORE MSCI EUROF	46434V738		X			10/27/2014	7/18/2016	1,201	1,314		0						-113
68	ISHARES CORE MSCI EUROF	46434V738		X			7/8/2015	7/18/2016	480	527		0						-47
69	VANGUARD MIB SEC INDX-A	92206C755		X			7/18/2016	2/6/2017	2,433	2,482		0						-59
70	VANGUARD MIB SEC INDX-A	92206C755		X			2/6/2016	2/6/2017	7,404	7,535		0						-131
71	VANGUARD MIB SEC INDX-A	92206C755		X			2/23/2015	5/15/2017	9,457	9,547		0						-90
72	VANGUARD MIB SEC INDX-A	92206C755		X			2/6/2016	5/15/2017	415	421		0						-6

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

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Totals		Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss		
								Capital Gains/Losses	Other sales					
Long Term CG Distributions	4,884									455,838	415,598	40,041		
Short Term CG Distributions	0									0	0	0		
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73 VANGUARD WFB SEC INDX-AI	92206C755	X				10/27/2014	5/15/2017	421	424					0
74 WF ABSOLUTE RETURN FUN	94987W737	X				12/30/2015	10/3/2016	21,788	20,945					0
75 WF ABSOLUTE RETURN FUN	94987W737	X				7/19/2016	10/3/2016	514	604					0
76 VAN ECK EMERGING MARKE	921075438	X				6/19/2015	7/19/2016	2,006	2,298					0

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

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

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

		454	454	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	454	454		

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

Asset Description		1,005,596	1,001,113	1,101,713
1	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
2	EATON VANCE ATLANTA CAP SMID-CAP-	0	42,836	51,345
3	ISHARES TR S&P 500 INDEX ETF	0	86,412	96,431
4	EATON VANCE FLTG-RT-I	0	27,994	28,115
5	PIMCO INVT GRADE CORP BD-I	0	73,295	73,594
6	JOHN HANCOCK III DISCIPLINED VALUE-I	0	69,270	89,793
7	DOUBLELINE TOTAL RETURN BD-I	0	70,385	68,013
8	ADVISORS CAMBIAR SMALL CAP-I	0	9,777	11,052
9	VANGUARD MTG BACKED SECS INDEX-S	0	22,683	22,577
10	T ROWE PRICE DIVRSFD SMALLCAP GRC	0	6,355	11,379
11	ADVISORS INNER CIRCLE FD CAM INTL	0	67,380	74,030
12	OPPENHEIMER DEVELOPING MKT-I	0	29,514	33,689
13	JOHCM INTERNATIONAL SEL-I	0	121,144	126,218
14	BRANDES INTL S/C EQUITY-I	0	21,047	22,390
15	GOTHAM NEUTRAL FUND-INSTL	0	43,780	44,907
16	VAN ECK EMERGING MARKETS-I	0	27,976	34,207
17	ABBAY CAP FUTURES STRAT-I	0	36,769	33,628
18	ISHARES TREASURY BOND ETF	0	102,537	101,989
19	FEDERATED STRATEGIC VALUE-I	0	65,845	86,252
20	EDGEWOOD GROWTH FUND-INS	0	76,114	92,104

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	18,619		
1									18,619	0	0

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

	Date		Amount
1		1	112
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	112