

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,312,637	7,280,338	7,280,338
	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)	3,619,230	3,618,258	7,061,355
	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)	11,241,043	9,560,440	9,878,182
	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)	21,172,910	20,459,036	24,219,875	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	21,172,910	20,459,036	
	30	Total net assets or fund balances (see instructions)	21,172,910	20,459,036	
31	Total liabilities and net assets/fund balances (see instructions) .	21,172,910	20,459,036		

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	21,172,910
2	Enter amount from Part I, line 27a	2	-713,874
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	20,459,036
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	20,459,036

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)
1 a SHORT TERM GAIN/LOSS FROM PASSTHROUGHS	P		2017-06-30
b SECTION 1256 CONTRACTS FROM PASSTHROUGH	P		2017-06-30
c PUBLICLY TRADED SECURITIES	P		2017-06-30
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 14			14
b		8,072	-8,072
c 2,855,308		2,573,013	282,295
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			14
b			-8,072
c			282,295
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	274,237
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	1,223,312	23,087,216	0 052987
2014	1,211,558	25,146,617	0 048180
2013	1,071,736	24,207,089	0 044274
2012	1,130,042	22,695,112	0 049792
2011	667,668	22,543,131	0 029617

2 Total of line 1, column (d)	2	0 224850
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 044970
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	23,424,130
5 Multiply line 4 by line 3	5	1,053,383
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,792
7 Add lines 5 and 6	7	1,059,175
8 Enter qualifying distributions from Part XII, line 4	8	1,278,118

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	5,792
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	5,792
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	5,792
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	10,440
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,220
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	15,660
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,868
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 9,868 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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	No
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) ☐ 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 ► THE FOUNDATION Telephone no ► (703) 385-8888			

Located at **►** 4035 RIDGE TOP ROAD SUITE 700 FAIRFAX VAZIP+4 **►** 22030

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			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		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? ☐ Yes ☒ 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		
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	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))? ☐ 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. ☐ Yes ☒ 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? ☐ Yes ☒ 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? ☐ 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	6b		No
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	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
GEORGE NEALL III 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 5 00	78,589	0	0
IRVING GREENSPON 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 10 00	78,589	0	0
D JOSHUA NEALL 4035 RIDGE TOP RD STE 700 FAIRFAX, VA 22030	CO-TRUSTEE 1 00	68,787	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	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ☐ Yes ☒ 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 ►	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	17,191,487
b	Average of monthly cash balances.	1b	6,545,221
c	Fair market value of all other assets (see instructions).	1c	44,135
d	Total (add lines 1a, b, and c).	1d	23,780,843
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	23,780,843
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	356,713
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,424,130
6	Minimum investment return. Enter 5% of line 5.	6	1,171,207

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	1,171,207
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,792
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,792
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,165,415
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,165,415
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	1,165,415

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	1,278,118
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	1,278,118
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	5,792
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,272,326

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				1,165,415
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,124,409	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,278,118</u>				
a Applied to 2015, but not more than line 2a			1,124,409	
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.				153,709
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		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				1,011,706
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).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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 email address of the person to whom applications should be addressed

- b. The form in which applications should be submitted and information and materials they should include**

- c Any submission deadlines

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,044,000
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	4,484	
4 Dividends and interest from securities.			14	349,025	
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	274,237	
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		627,746	0
13 Total. Add line 12, columns (b), (d), and (e).			13		627,746

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name NATHAN S WHITE IV CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00127091
Firm's name ▶ THOMPSON GREENSPON				Firm's EIN ▶ 54-1029635
Firm's address ▶ 4035 RIDGE TOP RD SUITE 700 FAIRFAX, VA 22030				Phone no (703) 385-8888

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>				
10000 DEGREES 1650 LOS GAMOS DRIVE SUITE 110 SAN RAFAEL, CA 94903	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
ALICE FERGUSON FOUNDATION 2001 BRYAN POINT ROAD ACCOKEEK, MD 20607	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
ACLU 125 BROAD STREET 18TH FLOOR NEW YORK, NY 10004	NONE	PC	GENERAL CHARITABLE PURPOSES	30,000
AMERICAN IMMIGRATION COUNCIL 1331 G ST NW SUITE 200 WASHINGTON, DC 20005	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
AMERICAN REFUGEE COMMITTEE 615 FIRST AVENUE NE SUITE 500 MINNEAPOLIS, MN 55413	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
Total ▶ 3a				1,044,000

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>				
AN ACHIEVABLE DREAM 10858 WARWICK BLVD SUITE A NEWPORT NEWS, VA 23601	NONE	PC	GENERAL CHARITABLE PURPOSES	50,000
APPALACHIAN TRAIL CONSERVANCY 799 WASHINGTON STREET PO BOX 807 HARPERS FERRY, WV 25425	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
ARLINGTON FREE CLINIC 2921 11TH ST SOUTH ARLINGTON, VA 22204	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
BAT CONSERVATION INTERNATIONAL 500 N CAPITAL OF TX HWY BLDG 1 AUSTIN, TX 78746	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
BASKETBALL COP PO BOX 358832 GAINSVILLE, FL 32635	NONE	PC	GENERAL CHARITABLE PURPOSES	2,000
Total ▶ 3a				1,044,000

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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>				
BLUE RIDGE AREA FOOD BANK 96 LAUREL HILL ROAD PO BOX 937 VERONA, VA 24482	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
CASA OF DORCHESTER COUNTY 402 W PENNSYLVANIA AVE 3RD FL TOWSON, MD 21204	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
CENTRAL VIRGINIA BOYS AND GIRLS CLUB PO BOX 707 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
CHARITY NAVIGATOR 139 HARRISTOWN RD SUITE 101 GLEN ROCK, NJ 07452	NONE	PC	GENERAL CHARITABLE PURPOSES	1,000
CHESAPEAKE BAY FOUNDATION 1615 M STREET NW WASHINGTON, DC 20036	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
Total ► 3a				1,044,000

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>				
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DRIVE SUITE 200 CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
CHILDREN'S HOSPITAL 111 MICHIGAN AVE NW WASHINGTON, DC 20010	NONE	PC	GENERAL CHARITABLE PURPOSES	50,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	PC	GENERAL CHARITABLE PURPOSES	50,000
DORCHESTER COUNTY SOCIAL SERVICES 627 RACE STREET CAMBRIDGE, MD 21613	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
ELKTON AREA UNITED SERVICES 187 W SPOTSWOOD AVE ELKTON, VA 22827	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
Total ▶ 3a				1,044,000

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				
EMBRY RUCKER SHELTER 11975 BOWMAN TOWNE DR RESTON, VA 20190	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
FIRST STEP A RESPONSE TO DOMESTIC VIOLENCE 129 FRANKLIN ST HARRISONBURG, VA 22801	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
FOOD AND WATER WATCH 1616 P STREET NW WASHINGTON, DC 20036	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
Total ► 3a				1,044,000

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>				
FRACK TRACKER ALLIANCE 1845 MARKET ST STE 204 CAMP HILL, PA 17011	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
GOVERNMENT ACCOUNTABILITY PROJECT 1612 K ST NW STE 1100 WASHINGTON, DC 20006	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
GUIDESTAR 4801 COURTHOUSE ST STE 220 WILLIAMSBURG, VA 23188	NONE	PC	GENERAL CHARITABLE PURPOSES	1,000
THE HAVEN 112 W MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
HABITAT FOR HUMANITY 121 HABITAT ST AMERICUS, GA 31709	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
Total ▶ 3a				1,044,000

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>				
HARRISONBURG FREE CLINIC 25 WEST WATER ST HARRISONBURG, VA 22801	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
HOLMES COMMUNITY COLLEGE 1 HILL ST GOODMAN, MS 39079	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
HOMES FOR OUR TROOPS 6 MAIN ST TAUNTON, MA 00278	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
INSIDE CLIMATE NEWS 16 COURT ST SUITE 2307 BROOKLYN, NY 11241	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
JAMES MADISON UNIVERSITY SUITCASE CLINIC BLUE RIDGE HALL 138 MSC 9010 HARRISONBURG, VA 22807	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
Total 				1,044,000
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>				
JEWISH COMMUNITY CENTER OF NORTHERN VIRGINIA 8900 LITTLE RIVER TURNPIKE FAIRFAX, VA 22031	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
LAST CHANCE ANIMAL RESCUE 477 EDWARDS ROAD CARLISLE, SC 29031	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	PC	GENERAL CHARITABLE PURPOSES	30,000
MARYLAND COMMUNITY COLLEGE SYSTEM 60 WEST STREET SUITE 200 ANNAPOLIS, MD 21401	NONE	PC	GENERAL CHARITABLE PURPOSES	80,000
MISSION LIFE CENTER 11911 BRADDOCK ROAD FAIRFAX, VA 22030	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
Total 3a				1,044,000

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>				
NPR 111 NORTH CAPITOL ST NE WASHINGTON, DC 20002	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET 11TH FLOOR NEW YORK, NY 10011	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
NORTHERN VIRGINIA FAMILY SERVICES 10455 WHITE GRANITE DR SUITE 100 OAKTON, VA 22124	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
OHIO VALLEY ENVIRONMENTAL COALITION PO BOX 6753 HUNTINGTON, WV 25773	NONE	PC	GENERAL CHARITABLE PURPOSES	35,000
OPEN BIO LABS 300 W MAIN ST STE B101 CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
Total 				1,044,000
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>				
PLANNED PARENTHOOD 26 BLEEKER STREET NEW YORK, NY 10012	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
POTOMAC CONSERVANCY 8403 COLESVILLE ROAD SUITE 805 SILVER SPRING, MD 20910	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
REMOTE AREA MEDICAL CLINIC 2200 STOCK CREED BLVD ROCKFORD, TN 37853	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
SOUTH EAST ALASKA CONSERVATION COUNCIL 224 GOLD ST JUNEAU, AL 99801	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 WEST MAIN STREET SUITE 14 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
Total ► 3a				1,044,000

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>				
THE ENDOCRINE EXCHANGE PO BOX 1407 PAONIA, CO 81428	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
THOMAS JEFFERSON AREA COALITION PO BOX 34 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
VIENNA WOMENS CENTER 133 PARK STREET NE VIENNA, VA 22180	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
VOTESMARTORG 1153 24TH STREET DES MOINES, IA 50311	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION 300 ARBORETUM PLACE SUITE 200 RICHMOND, VA 23236	NONE	PC	GENERAL CHARITABLE PURPOSES	115,000
Total ▶ 3a				1,044,000

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>				
WATERORG 117 WEST 20TH STREET SUITE 203 KANSAS CITY, MO 64108	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
WV CITIZEN ACTION EDUCATION FUND 1500 DIXIE STREET CHARLESTON, WV 25311	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
WOLF TRAP ANIMAL RESCUE PO BOX 11014 MCLEAN, VA 22102	NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DR BRISTOW, VA 20136	NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
Total ▶ 3a				1,044,000

TY 2016 Accounting Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - 990-PF PREPARATION	13,037	0		13,037

TY 2016 General Explanation Attachment

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON
EIN: 54-1924107

General Explanation Attachment

Identifier	Return Reference	Explanation	
1	CO-TRUSTEE HOURS DEVOTED TO POSITION	FORM 990- PF	IN ADDITION TO THE AVERAGE HOURS PER WEEK DEVOTED TO THE CO-TRUSTEE POSITIONS REFLECTED ON FORM 990-PF, PART VIII, LINE 1(B), EACH CO-TRUSTEE SPENDS SIGNIFICANT TIME, AS NEEDED, REVIEWING AND MODIFYING INVESTMENTS, MONTHLY MEETINGS, AND RESEARCHING AND DECIDING UPON QUALIFIED DONEES

TY 2016 Investments Corporate Stock Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	3,618,258	7,061,355

TY 2016 Investments - Other Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS/ETF/REIT	AT COST	7,686,077	8,058,353
INVESTMENT PARTNERSHIP INTERESTS	AT COST	1,874,363	1,819,829

TY 2016 Legal Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,975	0		1,975

TY 2016 Other Expenses Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	23,116	23,116		0
INVESTMENT EXPENSE FROM PASSTHROUGHS	14,042	14,042		0
OFFICE EXPENSES	1,110	0		1,110
CHARITABLE CONTRIBUTION	22	0		22

TY 2016 Other Professional Fees Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING EXPENSE	1,100	0		1,100

TY 2016 Taxes Schedule

Name: THE NEALL FAMILY CHARITABLE FOUNDATION
C/O THOMPSON GREENSPON

EIN: 54-1924107

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	14,881	0		0
PENALTIES	50	0		0