Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 07-01-2016 , and ending 06-30-2017

Name of foundation
The Rich Foundation
c/o Truxton Trust

A Employer identification number
62-1588498

Number and street (or P O box number if mail is not delivered to street address) 4525 Harding Rd No 300 | Room/suite

B Telephone number (see instructions)
(615) 515-1740

City or town, state or province, country, and ZIP or foreign postal code
Nashville, TN 37205

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 3,131,214

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	137,792	137,792		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	32,062			
	b	Gross sales price for all assets on line 6a 718,618				
	7	Capital gain net income (from Part IV, line 2)		32,062		
	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	169,854	169,854	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	24,000	24,000	0	0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,206	6,206	0	0
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	604	604	0	0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	39,068	39,068	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	69,878	69,878	0	0
	25	Contributions, gifts, grants paid	150,000			150,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	219,878	69,878	0	150,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-50,024			
	b	**Net investment income** (if negative, enter -0-)		99,976		
	c	**Adjusted net income**(if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	0		
2	Savings and temporary cash investments	182,953	223,957	223,957
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)	109,714	114,875	109,656
b	Investments—corporate stock (attach schedule)	1,731,982	1,787,234	2,168,951
c	Investments—corporate bonds (attach schedule)	758,194	606,753	628,650
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
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)	2,782,843	2,732,819	3,131,214
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	1,078,416	1,078,416	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	1,704,427	1,654,403	
30	**Total net assets or fund balances** (see instructions)	2,782,843	2,732,819	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,782,843	2,732,819	

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	2,782,843
2	Enter amount from Part I, line 27a	2	-50,024
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,732,819
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	2,732,819

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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	32,062
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	-3,936

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	148,280	3,027,531	0 048977
2014	179,252	3,290,801	0 054471
2013	150,000	3,268,299	0 045895
2012	165,000	3,160,319	0 052210
2011	141,436	3,175,791	0 044536

2 **Total** of line 1, column (d)	2	0 246089
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 049218
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,065,387
5 Multiply line 4 by line 3	5	150,872
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,000
7 Add lines 5 and 6	7	151,872
8 Enter qualifying distributions from Part XII, line 4	8	150,000

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	2,000
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	2,000
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	2,000
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	5,142		
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	5,142
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	3,142
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 3,142	**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)?	1b		No
	*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*			
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	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) ▶ TN			
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)

			Yes	No
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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶Truxton Trust Telephone no ▶(615) 515-1708

Located at ▶4525 Harding Rd Ste 300 NASHVILLE TN ZIP+4 ▶37205

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

			Yes	No
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?	16		No
	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 ▶			

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?	☐ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
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)

		Yes	No
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)?	**5b**	
	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)		
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?	**6b**	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?	**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	**(e)** Expense account, other allowances
DAVID TATE RICH c/o Truxton Trust 4525 Harding Rd Ste 300 NASHVILLE, TN 37205	Trustee 1 00	8,000	0	0
AMY LUCILE RICH c/o Truxton Trust 4525 Harding Rd Ste 300 NASHVILLE, TN 37205	Trustee 1 00	8,000	0	0
JOHN WILLIAM RICH c/o Truxton Trust 4525 Harding Rd Ste 300 NASHVILLE, TN 37205	Trustee 1 00	8,000	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	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 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	2,866,016
b	Average of monthly cash balances.		1b	246,052
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	3,112,068
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	3,112,068
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	46,681
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,065,387
6	**Minimum investment return.** Enter 5% of line 5.		6	153,269

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	153,269
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 2,000		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	2,000
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	151,269
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	151,269
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	151,269

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	150,000
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	150,000
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	150,000

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				151,269
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			137,951	
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 ▶ $ 150,000				
a Applied to 2015, but not more than line 2a			137,951	
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.				12,049
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				139,220
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. . . .				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(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					
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 ▶ ☐ 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

Sarah Hayes
c/o Truxton Trust 4525 Harding Rd
Ste 300
Nashville, TN 37205
(615) 515-1708
sarah hayes@truxtontrust com

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

Mail

c Any submission deadlines

May 31st

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

None

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				150,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities			14	137,792	
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	32,062	
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		169,854	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 169,854

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	**1a(1)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

******	2017-12-22	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Steven Miller				P00007309
Firm's name ▶ CHERRY BEKAERT LLP				Firm's EIN ▶56-0574444
Firm's address ▶ 3310 West End Avenue Suite 550 Nashville, TN 37203				Phone no (615) 383-6592

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

(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)
240 255 SHARES OF FPA CRESCENT	P	2016-01-28	2016-07-01
57 SHARES OF VALSPAR COPR	P	2016-06-08	2016-07-01
162 SHARES OF EMC CORP	P	2016-06-08	2016-07-07
30 SHARES OF APPLE INC	P	2016-06-08	2016-09-16
13 SHARES OF APPLE INC	P	2016-08-17	2016-09-16
169 SHARES OF EXPRESS SCRIPTS HLDG	P	2016-06-08	2016-10-12
8 SHARES OF EXPRESS SCRIPTS HLDG	P	2016-08-17	2016-10-12
151 SHARES OF ST JUDE MEDICAL INC	P	2016-06-08	2016-10-12
10 SHARES OF ST JUDE MEDICAL INC	P	2016-08-17	2016-10-12
26 SHARES OF ALLERGAN PLC SHS	P	2016-06-08	2016-11-16

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)
7,431		7,000	431
6,130		6,187	-57
4,426		4,530	-104
3,427		2,967	460
1,485		1,418	67
11,697		13,010	-1,313
554		614	-60
11,835		11,775	60
784		832	-48
5,115		6,500	-1,385

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	
			431
			-57
			-104
			460
			67
			-1,313
			-60
			60
			-48
			-1,385

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

(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)
2 SHARES OF ALLERGAN PLC SHS	P	2016-08-17	2016-11-16
21 SHARES OF ALLERGAN PLC SHS	P	2016-10-12	2016-11-16
104 SHARES OF NOVARTIS AG ADR	P	2016-06-08	2016-11-16
7 SHARES OF NOVARTIS AG ADR	P	2016-08-17	2016-11-16
76 SHARES OF DU PONT E I DE NEMOURS & CO	P	2016-06-03	2016-07-07
27 SHARES OF DU PONT E I DE NEMOURS & CO	P	2016-07-01	2016-07-07
78 SHARES OF CONOCOPHILLIPS	P	2016-06-03	2016-07-13
30 SHARES OF CONOCOPHILLIPS	P	2016-07-01	2016-07-13
135 SHARES OF VANGUARD HEALTH CARE INDEX FUND	P	2016-11-16	2017-01-06
145 SHARES OF WELLS FARGO & CO	P	2016-06-08	2017-04-17

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)
394		506	-112
4,132		4,852	-720
7,508		8,451	-943
505		573	-68
4,696		5,227	-531
1,668		1,737	-69
3,341		3,456	-115
1,285		1,310	-25
17,639		17,483	156
7,575		7,244	331

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	
			-112
			-720
			-943
			-68
			-531
			-69
			-115
			-25
			156
			331

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

(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)
74 SHARES OF TEXAS INSTRUMENTS	P	2016-06-08	2017-04-26
18 SHARES OF TEXAS INSTRUMENTS	P	2016-08-17	2017-04-26
21 SHARES OF NIKE INC	P	2016-08-17	2017-06-16
4 SHARES OF FORTIVE CORP	P	2016-08-17	2017-06-17
33 SHARES OF L BRANDS INC	P	2016-06-03	2017-02-23
12 SHARES OF L BRANDS INC	P	2016-07-01	2017-02-23
47 SHARES OF L BRANDS INC	P	2016-07-07	2017-02-23
52 SHARES OF ENBRIDGE INC	P	2016-07-01	2017-03-07
44 SHARES OF MICROCHIP TECH INC	P	2016-06-03	2017-03-14
67 SHARES OF GENERAL ELECTRIC CO	P	2016-07-01	2017-06-16

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)
6,006		4,591	1,415
1,461		1,257	204
1,074		1,194	-120
255		214	41
1,593		2,350	-757
579		808	-229
2,269		3,168	-899
21		19	2
3,248		2,282	966
1,934		2,108	-174

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	
			1,415
			204
			-120
			41
			-757
			-229
			-899
			2
			966
			-174

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

(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)
23 SHARES OF GENERAL MILLS INC	P	2016-07-01	2017-06-16
75 SHARES OF XEROX CORP	P	2017-03-14	2017-06-22
884 968 SHARES OF DODGE & COX INTERNATIONAL STOCK	P	2010-11-29	2016-07-01
225 467 SHARES OF DODGE & COX INTERNATIONAL STOCK	P	2011-08-03	2016-07-01
689 893 SHARES OF DODGE & COX INTERNATIONAL STOCK	P	2011-12-14	2016-07-01
927 722 SHARES OF FPA CRESCENT	P	2010-11-10	2016-07-01
363 774 SHARES OF FPA CRESCENT	P	2011-03-15	2016-07-01
729 919 SHARES OF FPA CRESCENT	P	2011-03-15	2016-07-01
123 519 SHARES OF FPA CRESCENT	P	2014-01-16	2016-07-01
1422 84 SHARES OF FIDELITY SMALL CAP DISCOVERY	P	2011-03-15	2016-07-01

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)
1,315		1,654	-339
21		22	-1
30,815		30,000	815
7,851		7,830	21
24,022		20,035	3,987
28,694		25,000	3,694
11,252		9,978	1,274
22,576		20,022	2,554
3,820		4,100	-280
39,384		30,000	9,384

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	
			-339
			-1
			815
			21
			3,987
			3,694
			1,274
			2,554
			-280
			9,384

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

(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)
1367 366 SHARES OF FIRST EAGLE OVERSEAS A	P	2010-11-29	2016-07-01
810 337 SHARES OF FIRST EAGLE OVERSEAS A	P	2011-03-10	2016-07-01
703 631 SHARES OF OPPENHEIMER DEVELOPING MARKETS A	P	2010-11-10	2016-07-01
575 871 SHARES OF OPPENHEIMER DEVELOPING MARKETS A	P	2011-03-10	2016-07-01
288 767 SHARES OF OPPENHEIMER DEVELOPING MARKETS A	P	2011-08-03	2016-07-01
524 843 SHARES OF OPPENHEIMER DEVELOPING MARKETS A	P	2011-12-14	2016-07-01
227 SHARES OF VANGUARD GROWTH ETF (MKT)	P	2010-11-16	2016-07-01
50000 UNITS OF DANAHER CORP SR NT DTD 12/11/2007 5 625%	P	2010-12-09	2016-08-15
40000 UNITS OF WALT DISNEY CO NOTES SERIES MTN DTD 09/11/2006 5 625%	P	2010-12-02	2016-09-15
50000 UNITS OF DEERE JOHN CAPITAL CORP DTD 04/13/2007 5 5%	P	2012-12-27	2017-04-13

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)
31,942		30,000	1,942
18,929		18,500	429
22,242		25,000	-2,758
18,203		20,000	-1,797
9,128		10,000	-872
16,590		15,000	1,590
24,402		13,196	11,206
53,305		51,780	1,525
40,000		40,000	0
50,000		51,120	-1,120

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	
			1,942
			429
			-2,758
			-1,797
			-872
			1,590
			11,206
			1,525
			0
			-1,120

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

(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)
40000 UNITS OF JOHNSON CONTROLS INC DTD 03/09/2010 5%	P	2012-08-16	2017-06-19
45000 UNITS OF TIME WARNER CABLE INC NOTE DTD 11/18/2008 8 75%	P	2012-12-11	2017-06-19
43 SHARES OF APPLE INC	P	2016-06-08	2017-06-16
12 SHARES OF BLACKROCK INC CL A	P	2016-06-08	2017-06-16
52 SHARES OF JOHNSON & JOHNSON	P	2016-06-08	2017-06-16
135 SHARES OF NIKE INC	P	2016-06-08	2017-06-16
74 SHARES OF MARSH & MCLENNAN COS INC	P	2016-06-08	2017-06-16
57 SHARES OF CHECK POINT SOFTWARE TECHNOLOGIES	P	2016-06-08	2017-06-16
68 SHARES OF FORTIVE CORP	P	2016-06-08	2017-06-16
184 SHARES OF GENERAL ELECTRIC CO	P	2016-06-03	2017-06-16

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)
42,184		42,570	-386
49,689		52,303	-2,614
6,157		4,252	1,905
5,049		4,319	730
6,934		6,022	912
6,905		7,321	-416
5,933		4,925	1,008
6,263		4,875	1,388
4,340		3,347	993
5,312		5,520	-208

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	
			-386
			-2,614
			1,905
			730
			912
			-416
			1,008
			1,388
			993
			-208

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

(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)
66 SHARES OF GENERAL MILLS INC	P	2016-06-03	2017-06-16
Capital Gains Dividends	P		

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)
3,772		4,202	-430
1,522			1,522

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	
			-430
			1,522

Form 990PF Part XV Line 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 *Paid during the year*				
ALZHEIMER'S ASSOCIATION 4205 HILLSBORO RD 216 NASVHILLE, TN 37215	NONE	PUBLIC	FOR ASSISTANCE WITH RESEARCH AND PATIENTS	1,500
BAL D'HIVER PO BOX 15037 NASHVILLE, TN 37215	NONE	PUBLIC	PROVIDE SUPPORT TO VARIOUS LOCAL CHARITIES	1,000
BELMONT UNIVERSITY 1900 BELMONT BLVD NASHVILLE, TN 37212	NONE	PUBLIC	FOR UNIVERSITY PROGRAMS & BUILDING PROJECTS	250
BOY SCOUTS PO BOX 150409 NASHVILLE, TN 37215	NONE	PUBLIC	TO HELPS BOYS DEVELOP SKILLS AND CHARACTER	100
BOYS GIRLS CLUB 1704 CHARLOTTE AVE NASHVILLE, TN 37203	NONE	PUBLIC	TO PROVIDE ACTIVITES AND A SAFE PLACE FOR YOUTHS	200
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
CASA INC DAVIDSON COUNTY 601 WOODLAND ST NASHVILLE, TN 37206	NONE	PUBLIC	GENERAL SUPPORT	1,500
CENTER FOR THE INTREPID 3551 ROGER BROOKE DR FORT SAM HOUSTON, TX 78234	NONE	PUBLIC	FOR REHABILITATION AND AMPUTEE CARE	2,100
CHEEKWOOD PO BOX 50438 NASHVILLE, TN 37205	NONE	PUBLIC	TO HELP PRESERVE AND MAINTAIN CHEEKWOOD'S GARDENS AND MUSEUM	7,500
CHRIST PRESBYTERIAN ACADEMY 2323-A OLD HICKORY BLVD NASHVILLE, TN 37215	NONE	PUBLIC	GENERAL SUPPORT	500
CROSSROAD CAMPUS 707 MONROE ST NASHVILLE, TN 37208	NONE	PUBLIC	GENERAL SUPPORT	500
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
CUMBERLAND HEIGHTS PO BOX 90727 NASHVILLE, TN 37209	NONE	PUBLIC	PROVIDE DRUG & ALCOHOL TREATMENT	1,200
CYSTIC FIBROSIS FOUNDATION 4825 TROUSDALE DR 238 NASHVILLE, TN 37220	NONE	PUBLIC	FOR CYSTIC FIBROSIS RESEARCH	1,000
END SLAVERY TENNESSEE 50 VANTAGE WAY SUITE 255 Nashville, TN 37288	NONE	PUBLIC	TO PROMOTE HEALING OF HUMAN TRAFFICKING SURVIVORS	1,000
ENSWORTH SCHOOL 211 ENSWORTH AVE NASHVILLE, TN 37205	NONE	PUBLIC	CAPITAL CAMPAIGN FOR LOWER SCHOOL BUILDING	10,000
FAITH FAMILY MEDICAL CLINIC 326 21ST AVENUE NORTH NASHVILLE, TN 37203	NONE	PUBLIC	PROVIDE MEDICAL CARE TO UNISURED WORKING PEOPLE	2,000
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
FAMILY CHILDREN'S SERVICES 201 23RD AVE NORTH NASHVILLE, TN 37203	NONE	PUBLIC	PROVIDE SUPPORT FOR PROGRAMS & SERVICES	1,000
FRIENDS OF WARNER PARK 50 VAUGHN RD NASHVILLE, TN 37221	NONE	PUBLIC	SUPPORT PRESERVATION OF LOCAL PARKS	2,500
FRIST CENTER FOR THE VISUAL ARTS 919 BROADWAY NASHVILLE, TN 37203	NONE	PUBLIC	FOR EXHIBITIONS AND EDUCATIONAL PROGRAMS	1,000
GIRL SCOUTS OF MIDDLE TN 4522 GRANNY WHITE PIKE NASHVILLE, TN 37203	NONE	PUBLIC	TO HELP GIRLS DEVELOP SKILLS AND CHARACTER	100
HARDING ACADEMCY 170 WINDSOR DRIVE NASHVILLE, TN 37205	NONE	PUBLIC	GENERAL SUPPORT	2,500
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
HARPETH HALL SCHOOL 3801 HOBBS ROAD NASHVILLE, TN 37215	NONE	PUBLIC	FOR SCHOOL PROGRAMS AND BUILDING PROJECTS	7,500
HIGHLAND'S PERFORMING ART CENTER PO BOX 296 HIGHLANDS, NC 28741	NONE	PUBLIC	GENERAL SUPPORT	500
HIGHLAND'S PLATEAU GREENWAY PO BOX 2608 HIGHLANDS, NC 28741	NONE	PUBLIC	DEVELOP A SYSTEM OF WALKING AND HIKING TRAILS THAT PROTECT AND CONNECT THE NATURAL SETTINGS AND HIST	500
HIGHLAND'S PLAYHOUSE PO BOX 896 HIGHLANDS, NC 28741	NONE	PUBLIC	TO SUPPORT THEATRE AND ARTISTIC VENTURES	500
JACK JILL LATE STAGE CANCER FOUNDAT 3282 NORTHSIDE PKWY 100 ATLANTA, GA 30327	NONE	PUBLIC	TO PROVIDE SPECIAL MEMORIES FOR FAMILIES WITH LATE STAGE CANCER PATIENTS	1,100
Total . . . . ▶ 3a				150,000

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

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a *Paid during the year*				
JOINED FORCES YOGA PO BOX 2526 BRENTWOOD, TN 37024	NONE	PUBLIC	GENERAL SUPPORT	1,000
JUVENILE DIABETES RESEARCH FND 105 WESTPARK 415 NASHVILLE, TN 37027	NONE	PUBLIC	FOR JUVENILE DIABETES RESEARCH	1,200
LOUISVILLE PRESBYTERIAN SEMINARY 1044 ALTA VISTA RD LOUSIVILLE, KY 40205	NONE	PUBLIC	FOR SCHOOL PROGRAMS AND PROJECTS	2,000
MAGDALENE HOUSE PO BOX 6330B NASHVILLE, TN 37235	NONE	PUBLIC	PROVIDE HOUSING FOR WOMEN IN RECOVERY	1,100
MARTHA O'BRYAN FOUNDATION 711 S 7TH STREET NASHVILLE, TN 37206	NONE	PUBLIC	TO EMPOWER YOUTHS & ADULTS IN POVERTY TO TRANSFORM THEIR LIVES	100
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
MONTGOMERY BELL ACADEMY 4001 HARDING RD NASHVILLE, TN 37205	NONE	PUBLIC	FOR SCHOOL PROGRAMS AND CAPITAL PROJECTS	10,000
NASHVILLE BALLET 3630 REDMON ST NASHVILLE, TN 37209	NONE	PUBLIC	FOR CAPITAL BUILDING PROJECTS	3,500
NASHVILLE CHILDREN'S THEATER 25 MIDDLETON ST NASHVILLE, TN 37210	NONE	PUBLIC	TO PROVIDE PERFORMACES AND WORKSHOPS FOR CHILDREN	500
NASHVILLE DOLPHINS 95 WHITE BRIDGE ROAD STE 221 NASHVILLE, TN 37205	NONE	PUBLIC	PROVIDE FREE SWIM INSTRUCTIONS	2,000
NASHVILLE GREENWAYS PO BOX 196340 NASHVILLE, TN 37219	NONE	PUBLIC	FOR MAINTENANCE AND IMPROVEMENT OF NASHVILLE'S GREENWAYS	2,500
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
NASHVILLE OPERA 3622 REDMON ST NASHVILLE, TN 37209	NONE	PUBLIC	SUPPORT MUSIC/OPERA PROGRAMS	4,500
NASHVILLE SHAKESPEARE FESTIVAL 161 RAINS AVE NASHVILLE, TN 37203	NONE	PUBLIC	PROVIDE ENTERTAINMENT AND ENRICHMENT THROUGH PERFORMANCES	500
NEW DIALECT 4611 ELKINS AVENUE NASHVILLE, TN 37209	NONE	PUBLIC	PROVIDE DANCE CLASSES TO THE PUBLIC	2,500
OAK HILL ACADEMY 4815 FRANKLIN RD NASHVILLE, TN 37220	NONE	PUBLIC	GENERAL SUPPORT	500
PREVENT CHILD ABUSE TENNESSEE 4721 TROUSDALE DRIVE STE 121 NASHVILLE, TN 37220	NONE	PUBLIC	TO HELP PREVENT CHILD ABUSE IN TENNESSEE	500
Total . . . . ▶ 3a				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
PROJECT REDESIGN PO BOX 159276 NASHVILLE, TN 37215	NONE	PUBLIC	TO PROVIDE INTERIOR REDESIGN FOR LOW INCOME FAMILIES	2,000
RALLY FOUNDATION FOR CHILDHOOD CANC 5775 GLENRIDGE DR 370 ATLANTA, GA 30328	NONE	PUBLIC	RAISE AWARENESS AND FUNDS FOR CHILDHOOD CANCER RESEARCH	1,000
SADDLE UP 1549 OLD HILLSBORO RD NASHVILLE, TN 37069	NONE	PUBLIC	PROVIDE EQUESTRIAN ACTIVITIES FOR DISABLED CHILDREN	500
ST JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC	GENERAL SUPPORT	500
ST PAUL'S CHRISTIAN ACADEMY 5035 HILLSBORO PIKE NASHVILLE, TN 37215	NONE	PUBLIC	GENERAL SUPPORT	250
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
THISBE NOAH SCOTT FOUNDATION PO BOX 50332 NASHVILLE, TN 37205	NONE	PUBLIC	PROVIDE FUNDS FOR SUPPORT AND RESEARCH OF PEDIATRIC NEUROMUSCULAR DISEASE	1,000
THISTLE FARMS 5122 CHARLOTTE PIKE NASHVILLE, TN 37209	NONE	PUBLIC	SUPPORT WOMEN'S PROGRAMS	1,000
URBAN HOUSING SOLUTIONS INC 822 WOODLAND STREET NASHVILLE, TN 37206	NONE	PUBLIC	TO PROVIDE NEW OPPORTUNITIES FOR PEOPLE WITH UNIQUE HOUSING NEEDS AND TO HELP REVITALIZE AND ENHANCE	1,000
VANDERBILT UNIVERSITY COMMODORE CLUB 2601 JESS NEELY BLVD NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL SUPPORT	16,000
VANDERBILT UNIVERSITY GRIDIRON CLUB 2601 JESS NEELY BLVD NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL SUPPORT	2,000
Total . . . . ▶ **3a**				150,000

Form 990PF Part XV Line 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 *Paid during the year*				
VANDERBILT UNIVERSITY PEACH BOWL SCHOLARSHIP FUND 2601 JESS NEELY BLVD NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL SUPPORT	500
VANDERBILT UNIVERSITY SCHOOL OF ART & SCIENCES 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE	PUBLIC	GENERAL SUPPORT	1,000
WESTMINSTER CHURCH 3900 WEST END AVE NASHVILLE, TN 37205	NONE	PUBLIC	SUPPORT FOR CHURCH PROGRAMS AND ACTIVITIES	5,000
WHO U WITH 2900 VANDERBILT PLACE STE 101 NASHVILLE, TN 37212	NONE	PUBLIC	CHALLENGE COLLEGE ATHLETES & COACHES TO GROW IN CHRIST	500
WOODMONT CHRISTIAN CHURCH 3601 HILLSBORO RD NASHVILLE, TN 37215	NONE	PUBLIC	FOR THE NASHVILLE FOOD PROJECT AND OTHER CHURCH PROGRAMS	7,500
Total . . . . ▶ **3a**				150,000

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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 *Paid during the year*				
WPLN PUBLIC RADIO 22 PO BOX 440567 NASHVILLE, TN 37244	NONE	PUBLIC	TO SUPPORT LOCAL PUBLIC RADIO	500
Cumberland River Compact 2 Victory Ave 300 NASHVILLE, TN 37213	NoNE	PuBLIC	General Support	1,000
MTSU - Athletic Dept 1301 East Main Street Murfreesboro, TN 37132	NonE	PuBLIC	General Support	1,000
Semper Fi Fund 715 Broadway Street Quantico, VA 22134	NonE	PubLIC	General Support	1,000
Small World Yoga 50 00 Georgia Avenue NaSHVILLE, TN 37209	NONE	PubLIC	General Support	1,000
Total . . . . ▶ **3a**				150,000

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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 *Paid during the year*				
Team Rubicon 6171 Century Blvd Suite 310 Los Angeles, CA 90045	NonE	PuBLIC	General Support	10,800
The Marine Corps Scholarship Foundation 909 N Washington Street Suite 400 Alexandria, VA 22314	NonE	PubLIC	General Support	10,000
TJ Martell Foundation 1114 17th Ave S Suite 101 NASHVILLE, TN 37212	NonE	PubLIC	General Support	2,500
Vanderbilt University Kidney Project 2601 JESS NEELY BLVD NaSHVILLE, TN 37240	NonE	PublIC	General Support	2,500
Total . . . . ▶ 3a				150,000

TY 2016 Accounting Fees Schedule

Name: The Rich Foundation
c/o Truxton Trust

EIN: 62-1588498

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,206	6,206	0	0

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TY 2016 Investments Corporate Bonds Schedule

Name: The Rich Foundation
c/o Truxton Trust
EIN: 62-1588498

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMGEN INC	42,126	42,422
ARCHER DANIELS	21,571	21,565
BURLINGTON NORTHERN SANTA FE DEBENTURES	57,575	64,061
GE COMPANY	24,339	24,394
GLAXOSMITHKLINE	25,925	25,873
KROGER CO	54,733	63,111
MEDTRONIC INC	54,822	53,055
NUCOR CORP	52,628	50,807
OKLAHOMA GAS & ELECTRIC	52,720	50,058
PHILLIPS 66 GT SR NT DTD	51,132	60,411
TOYOTA MOTOR CREDIT	50,708	53,517
WELLS FARGO	24,963	26,949
Oracle Corp Senior NOTE DTD	41,011	40,216
Public SVC CO N H	52,500	52,211

TY 2016 Investments Corporate Stock Schedule

Name: The Rich Foundation
c/o Truxton Trust

EIN: 62-1588498

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	9,633	11,659
ABBOTT LABORATORIES	8,685	10,743
ABBVIE INC COM	8,315	9,354
ALLERGAN PLC SHS	8,830	9,724
ALPHABET INC CAP STK CL C	16,050	19,992
AMERICAN ELECTRIC POWER CO INC	8,024	8,336
APPLE INC	12,856	18,723
AT&T INC	6,616	6,188
BB&T CORP	6,035	7,583
BCE INC COM	6,655	6,351
BLACKROCK INC	9,739	11,405
CHECK POINT SOFTWARE TECHNOLOGIES	11,172	14,399
CHEVRON CORP	7,398	7,512
COLGATE-PALMOLIVE CO	8,880	9,118
DANAHER CORP	11,005	12,237
DOLLAR TREE INC	17,435	13,285
DOMINION RESOURCES INC	7,563	7,816
DOW CHEMICAL CO	7,051	8,514
DUKE ENERGY CORP	6,669	6,854
EATON CORP PLC	12,361	15,177
EOG RESOURCES INC	10,429	11,043
EXXON MOBIL CORP	5,480	4,925
FMC CORP	8,290	12,053
GENUINE PARTS CO	7,138	6,771
INTEL CORP	7,028	7,288
INTERNATIONAL PAPER CO	5,015	6,623
ISHARES CORE S&P SMALL-CAP	108,716	129,984
ISHARES RUSSELL 1000 GROWTH	266,748	311,356
JOHNSON & JOHNSON	13,949	15,875
JPMORGAN CHASE & CO COM	14,547	20,382

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY-CLARK CORP	9,494	9,296
KRAFT HEINZ CO COM	5,939	5,909
LOCKHEED MARTIN CORP	8,225	9,439
MARSCH & MCLENNAN COS INC	11,391	13,331
MCDONALD'S CORP	7,516	9,496
MERCK & CO INC	7,249	8,139
MICROCHIP TECHNOLOGY INC	5,286	7,950
MICROSOFT CORP	9,822	13,097
MORGAN STANLEY	6,565	10,917
NESTLE SA ADR	8,065	9,156
NEW YORK COMMUNITY BANCORP INC	5,943	5,068
NIKE INC	12,636	13,747
NOVARTIS AG ADR	12,580	14,106
O REILLY AUTOMOTIVE INC	13,158	10,937
ORACLE CORP	9,848	12,535
PAYPAL HLDGS INC COM	6,654	9,500
PEPSICO INC	15,013	16,746
PFIZER INC	6,510	6,248
PG&E CORP	4,474	4,779
PHILIP MORRIS INTERNATIONAL INC	8,299	9,631
PHILLIPS 66	6,403	6,450
PRAXAIR INC	8,090	9,411
PRINCIPAL FINANCIAL GROUP INC	6,152	9,290
PROCTER & GAMBLE CO	8,285	8,715
RAYTHEON CO	9,119	10,981
SCANA CORP	7,662	7,103
SCHLUMBERGER LTD	9,561	7,769
SNAP-ON INC	7,958	7,900
SPDR S&P MIDCAP 400	37,499	42,879
SYSCO CORP	8,144	8,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TARGET CORP	6,219	4,706
TEXAS INSTRUMENTS INC	11,601	14,386
UNION PACIFIC CORP	12,462	15,247
UNITED PARCEL SERVICE	6,796	7,188
UNITED TECHNOLOGIES CORP	10,754	12,822
US BANCORP	10,527	12,772
VANGUARD FTSE DEVELOPED MARKETS	296,129	338,493
VANGUARD GROWTH	39,123	85,498
VANGUARD MID-CAP	44,110	85,512
VANGUARD REIT INDEX ETF	62,697	61,507
VANGUARD VALUE	94,579	173,808
VERIZON COMMUNICATIONS INC	7,535	6,431
WALT DISNEY COMPANY	10,391	11,263
WASTE MANAGEMENT INC	8,163	9,536
WELLS FARGO & CO	7,218	8,034
XCEL ENERGY INC	8,045	8,625
Celgene Corp	11,272	11,688
DFA Emerging Markets Core Equity	72,290	86,277
Enbridge Inc	5,232	6,051
Helmerich & Payne	4,592	3,641
Juniper Networks Inc	4,655	5,855
Vanguard Dividend Appreciation Index Fund	57,634	63,479
Vanguard FTSE European ETF	55,691	54,975
Xerox Corp	7,434	7,297
Delphi Automotive PLC	10,233	13,761

TY 2016 Investments Government Obligations Schedule

Name:	The Rich Foundation c/o Truxton Trust
EIN:	62-1588498
US Government Securities - End of Year Book Value:	114,875
US Government Securities - End of Year Fair Market Value:	109,656
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2016 Other Expenses Schedule

Name: The Rich Foundation
c/o Truxton Trust

EIN: 62-1588498

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	39,068	39,068	0	0

TY 2016 Taxes Schedule

Name: The Rich Foundation
c/o Truxton Trust

EIN: 62-1588498

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	604	604	0	0