

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			34,768	34,768
	2	Savings and temporary cash investments	479,055	1,872,566	1,872,566	
	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)	95,972	0	0	
	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)	46,670,690	49,700,000	67,227,822	
	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)	47,245,717	51,607,334	69,135,156		
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	47,245,717	47,245,717		
	29	Retained earnings, accumulated income, endowment, or other funds	0	4,361,617		
30	Total net assets or fund balances (see instructions)	47,245,717	51,607,334			
31	Total liabilities and net assets/fund balances (see instructions) .	47,245,717	51,607,334			

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	47,245,717
2	Enter amount from Part I, line 27a	2	638,296
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,723,321
4	Add lines 1, 2, and 3	4	51,607,334
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	51,607,334

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	3,045,410
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	3,045,410

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	3,055,752	60,231,087	0 050734
2014	2,864,892	63,132,486	0 045379
2013	2,600,462	61,773,475	0 042097
2012	2,530,395	55,786,130	0 045359
2011	2,505,275	51,850,767	0 048317
2 Total of line 1, column (d)			2 0 231886
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 046377
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 64,650,598
5 Multiply line 4 by line 3			5 2,998,301
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,465
7 Add lines 5 and 6			7 3,037,766
8 Enter qualifying distributions from Part XII, line 4			8 3,057,915

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	39,465
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	39,465
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	39,465
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	29,617
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,086
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	39,703
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	238
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11	

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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) ☐ 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 ▶ JOSE MENDOZA Telephone no ▶ (804) 648-1611			

Located at **▶** 5002 MONUMENT AVENUE RICHMOND VA ZIP+4 **▶** 23230

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

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	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
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	6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
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	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

[illegible][illegible]

Total number of other employees paid over \$50,000.	0
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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
SILVERCREST ASSET MANAGEMENT GROUP LLC 9030 STONY POINT PARKWAY SUITE 570 RICHMOND, VA 23235	INVESTMENT ADVISORY	125,701
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	63,236,633
b	Average of monthly cash balances.	1b	2,398,492
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	65,635,125
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	65,635,125
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	984,527
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	64,650,598
6	Minimum investment return. Enter 5% of line 5.	6	3,232,530

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	3,232,530
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	39,465
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	39,465
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,193,065
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,193,065
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	3,193,065

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	3,057,915
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	3,057,915
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	39,465
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,018,450

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				3,193,065
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,851,437	
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 ▶ \$ 3,057,915				
a Applied to 2015, but not more than line 2a			2,851,437	
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.				206,478
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				2,986,587
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)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ 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 WILLIAM E MASSEY JR 5002 MONUMENT AVENUE RICHMOND, VA 23230 (804) 648-1611	
b The form in which applications should be submitted and information and materials they should include LETTER STATING REASON FOR REQUEST	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors MUST BE A QUALIFYING CHARITABLE ORGANIZATION	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,020,000
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	29	
4 Dividends and interest from securities. . . .			14	791,807	
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.			14	731,057	
8 Gain or (loss) from sales of assets other than inventory			18	3,045,410	
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		4,568,303	0
13 Total. Add line 12, columns (b), (d), and (e).			13		4,568,303

(See worksheet in line 13 instructions to verify calculations)

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

[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

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

Print/Type preparer's name L MICHAEL GRACIK	Preparer's Signature	Date	Check if self-employed ► ☐	PTIN P00443599
Firm's name ► KEITERSTEPHENSHURSTGARY & SHREAVESPC				Firm's EIN ► 54-1631262
Firm's address ► 4401 DOMINION BLVD GLEN ALLEN, VA 23060				Phone no (804) 747-0000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
ACCOLADE PARTNERS V LP - 2016 K-1	P		2016-12-31
ACCOLADE PARTNERS V LP - 2016 K-1	P		2016-12-31
ARISAIG ASIA CONSUMER FUND LTD - 2016 K-1	P		2016-12-31
BUCKEYE PARTNERS LP - 2016 K-1	P		2016-12-31
ENBRIDGE ENERGY PARTNERS LP - 2016 K-1	P		2016-12-31
ENERGY TRANSFER EQUITY LP - 2016 K-1	P		2016-12-31
ENERGY TRANSFER PARTNERS LP - 2016 K-1	P		2016-12-31
AXIOM ASIA PRIVATE CAPITAL FUND II LP - 2016 K-1	P		2016-12-31
AXIOM ASIA PRIVATE CAPITAL FUND II LP - 2016 K-1	P		2016-12-31
RIVERSIDE CAPITAL APPRECIATION FUND VI LP - 2016 K-1	P		2016-12-31

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)
		296	-296
		243	-243
619,385			619,385
284			284
		59	-59
49			49
125			125
9,480			9,480
496,632			496,632
690			690

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	
			-296
			-243
			619,385
			284
			-59
			49
			125
			9,480
			496,632
			690

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)
RIVERSIDE CAPITAL APPRECIATION FUND VI LP - 2016 K-1	P		2016-12-31
SILVERCREST COMMODITY STRATEGIES FUND LP - 2016 K-1	P		2016-12-31
SILVERCREST COMMODITY STRATEGIES FUND LP - 2016 K-1	P		2016-12-31
WESTERN GAS EQUITY PARTNERS LP - 2016 K-1	P		2016-12-31
PUBLICLY TRADED SECURITIES	P		2016-12-31
PUBLICLY TRADED PARTNERSHIPS - INCOME ON DISPOSITION	P		2016-12-31

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)
3,925			3,925
28,106			28,106
		6,113	-6,113
53			53
17,673,332		16,931,413	741,919
1,151,473			1,151,473

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,925
			28,106
			-6,113
			53
			741,919
			1,151,473

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
WILLIAM E MASSEY JR 5002 MONUMENT AVENUE RICHMOND, VA 23230	PRESIDENT/DIRECTOR 1 00	0	0	0
A TRAVIS MASSEY 5002 MONUMENT AVENUE RICHMOND, VA 23230				
E MORGAN MASSEY 5002 MONUMENT AVENUE RICHMOND, VA 23230	VP & SECR/DIRECTOR 1 00	0	0	0
CRAIG L MASSEY 5002 MONUMENT AVENUE RICHMOND, VA 23230				
WILLIAM BLAIR MASSEY JR 5002 MONUMENT AVENUE RICHMOND, VA 23230	TREASURER/DIRECTOR 1 00	0	0	0

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>				
ACTIVE SOUTHERN WEST VIRGINIA 116 N HEBER STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	150,000
BECKLEY AREA FOUNDATION 129 MAIN STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
BEREA COLLEGE 101 CHESTNUT STREET BEREA, KY 40404	NONE	PC	UNRESTRICTED	15,000
BLUE RIDGE SCHOOL 273 MAYO DRIVE DYKE, VA 22935	NONE	PC	UNRESTRICTED	25,000
BLUEFIELD COLLEGE 3000 COLLEGE AVENUE BLUEFIELD, VA 24605	NONE	PC	UNRESTRICTED	15,000
Total 				3,020,000
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>				
BLUEFIELD STATE FOUNDATION 219 ROCK STREET BLUEFIELD, VA 24605	NONE	PC	UNRESTRICTED	15,000
COLLEGIATE SCHOOL 103 N MOORELAND ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	25,000
CROSS OVER MINISTRY 8600 QUIOCCASIN ROAD SUITE 101 RICHMOND, VA 23229	NONE	PC	UNRESTRICTED	50,000
CUMBERLAND COLLEGE 6178 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769	NONE	PC	UNRESTRICTED	15,000
ELIJAH HOUSE ACADEMY 6627-B JAHNKE ROAD RICHMOND, VA 23225	NONE	PC	UNRESTRICTED	40,000
Total ▶ 3a				3,020,000

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				
ELK HILL FARM INC 1975 ELK HILL ROAD GOOCHLAND, VA 23063	NONE	PC	UNRESTRICTED	25,000
MARSHALL UNIVERSITY FOUNDATION ONE JOHN MARSHALL DRIVE HUNTINGTON, WV 25755	NONE	PC	UNRESTRICTED	25,000
MCV FOUNDATION 1228 E BROAD STREET RICHMOND, VA 23298	NONE	PC	FOR THE PARKINSON'S CENTER	25,000
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	25,000
RICHMOND CHAPTER AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,020,000

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>				
RICHMOND MONTESSORI SCHOOL 499 N PARHAM ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	5,000
RICHMOND SYMPHONY 612 EAST GRACE STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	10,000
SEMPER FI FUND 715 BROADWAY STREET QUANTICO, VA 22134	NONE	PC	UNRESTRICTED	10,000
ST ANDREWS SCHOOL 227 S CHERRY STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
ST CATHERINE'S FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,020,000

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>				
ST CHRISTOPHER'S FOUNDATION 711 ST CHRISTOPHERS ROAD RICHMOND, VA 23226	NONE	PC	UNRESTRICTED	25,000
THE HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND, VA 23224	NONE	PC	UNRESTRICTED	30,000
THE VIRGINIA HOME 1101 HAMPTON STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
UNITED WAY OF SOUTHERN WEST VIRGINIA 110 CROFT STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
UNIVERSITY OF PIKEVILLE 147 SYCAMORE STREET PIKEVILLE, KY 41501	NONE	PC	UNRESTRICTED	25,000
Total 				3,020,000
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>				
VIRGINIA COLLEGE FUND 4900 AUGUSTA AVENUE RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	15,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 901 EAST BYRD STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	40,000
VIRGINIA HISTORICAL SOCIETY 428 NORTH BOULEVARD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	10,000
VIRGINIA MILITARY INSTITUTE 319 LETCHER AVENUE LEXINGTON, VA 24450	NONE	PC	UNRESTRICTED	50,000
YMCA OF RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	25,000
Total ▶ 3a				3,020,000

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>				
YMCA OF SOUTHERN WEST VIRGINIA 121 E MAIN STREET BECKLEY, WV 25801	NONE	PC	UNRESTRICTED	25,000
NEEDLE'S EYE MINISTRIES INC 104 BERRINGTON COURT RICHMOND, VA 23221	NONE	PC	UNRESTRICTED	30,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	PC	UNRESTRICTED	50,000
UNIVERSITY OF VIRGINIA AT WISE 1 COLLEGE AVENUE WISE, VA 24293	NONE	PC	UNRESTRICTED	15,000
BOY SCOUTS OF AMERICA - HEART OF VIRGINIA COUNCIL PO BOX 6809 RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,020,000

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>				
BOYS AND GIRLS CLUBS OF METRO RICHMOND 5511 STAPLES MILL ROAD RICHMOND, VA 23228	NONE	PC	UNRESTRICTED	10,000
CHILD SAVERS 200 N 22ND STREET RICHMOND, VA 23223	NONE	PC	UNRESTRICTED	15,000
CHILDREN'S HOSPITAL FOUNDATION 2924 BROOK ROAD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	15,000
DAVIDSON COLLEGE 102 N MAIN STREET DAVIDSON, NC 28035	NONE	PC	UNRESTRICTED	15,000
FEEDMORE 1415 RHODMILLER STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,020,000

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>				
FORWARD SOUTHERN WEST VIRGINIA 325 NEVILLE STREET BECKLEY, WV 25801	NONE	PC	NEW RIVER GORGE REGIONAL BUSINESS ACCELERATOR	40,000
HAMPDEN-SYDNEY COLLEGE PO BOX 127 HAMPDENSYDNEY, VA 23943	NONE	PC	UNRESTRICTED	25,000
HAMPTON UNIVERSITY 100 CEMETERY ROAD HAMPTON, VA 23668	NONE	PC	UNRESTRICTED	50,000
J SERGEANT REYNOLDS COMMUNITY COLLEGE PO BOX 85622 RICHMOND, VA 23285	NONE	PC	UNRESTRICTED	15,000
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVENUE HENRICO, VA 23228	NONE	PC	UNRESTRICTED	100,000
Total ▶ 3a				3,020,000

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>				
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
MCV FOUNDATION 1228 E BROAD STREET RICHMOND, VA 23298	NONE	PC	MASSEY CANCER CENTER	750,000
NEW COMMUNITY SCHOOL 4211 HERMITAGE ROAD RICHMOND, VA 23227	NONE	PC	UNRESTRICTED	150,000
NEW LIFE FOR YOUTH 2320 BROAD ROCK BLVD RICHMOND, VA 23224	NONE	PC	UNRESTRICTED	30,000
RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS RICHMOND, VA 23230	NONE	PC	UNRESTRICTED	30,000
Total ▶ 3a				3,020,000

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>				
RIVERSIDE SCHOOL 2110 MCRAE ROAD RICHMOND, VA 23235	NONE	PC	UNRESTRICTED	5,000
SCIENCE MUSEUM OF VIRGINIA FOUNDATION 2500 W BROAD STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	15,000
STEWARD SCHOOL 11600 GAYTON ROAD HENRICO, VA 23229	NONE	PC	UNRESTRICTED	25,000
THE DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	25,000
UVA DARDEN SCHOOL 100 DARDEN BOULEVARD CHARLOTTESVILLE, VA 22903	NONE	PC	UNRESTRICTED	25,000
Total ► 3a				3,020,000

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>				
UVA MCINTIRE SCHOOL OF COMMERCE PO BOX 400173 CHARLOTTESVILLE, VA 22904	NONE	PC	UNRESTRICTED	75,000
UVA ENGINEERING FOUNDATION PO BOX 400256 CHARLOTTESVILLE, VA 22904	NONE	PC	UNRESTRICTED	100,000
UNOS 700 N 4TH STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	15,000
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY STREET RICHMOND, VA 23219	NONE	PC	UNRESTRICTED	10,000
VCU ENGINEERING SCHOOL FOUNDATION 601 WEST MAIN STREET RICHMOND, VA 23284	NONE	PC	UNRESTRICTED	50,000
Total 				3,020,000
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>				
VIRGINIA HOME FOR BOYS & GIRLS 8716 W BROAD STREET HENRICO, VA 23294	NONE	PC	UNRESTRICTED	25,000
VIRGINIA INSTITUTE OF MARINE SCIENCE FOUNDATION 1208 GREATE ROAD GLOUCESTER POINT, VA 23062	NONE	PC	UNRESTRICTED	100,000
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	50,000
VIRGINIA UNION UNIVERSITY 1500 N LOMBARDY STREET RICHMOND, VA 23220	NONE	PC	UNRESTRICTED	15,000
VIRGINIA TECH FOUNDATION INC 902 PRICES FORK ROAD BLACKSBURG, VA 24061	NONE	PC	UNRESTRICTED	50,000
Total ▶ 3a				3,020,000

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>				
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	NONE	PC	UNRESTRICTED	50,000
Total 				3,020,000
3a				

TY 2016 Accounting Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PREPARATION OF FORM 990-PF	14,350	1,435	0	0
ACCOUNTING FEES	50,000	25,000	0	37,915

TY 2016 Investments Corporate Stock Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB, ACCT #6437 - TEEKAY OFFSHORE PRTN	0	0

TY 2016 Investments - Other Schedule

Name: MASSEY FOUNDATION
EIN: 54-6049049

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENTS - SCHWAB #4499-2379	AT COST	3,190,640	3,571,171
AXIOM ASIA PRIVATE CAPITAL FUND II, LP	AT COST	4,657,493	4,988,300
1,586.711337 SHS VIKING LONG FUND III	AT COST	950,027	5,685,794
14,862.1799 SHS STEADFAST INTERNATIONAL LTD, CLASSES I & K	AT COST	2,000,964	3,419,060
PAULSON REAL ESTATE RECOVERY FUND	AT COST	2,618,918	2,554,305
66,065 SHS ARISAIG ASIA CONSUMER FUND LTD	AT COST	3,633,389	6,048,251
PAULSON REAL ESTATE (OFFSHORE) II, LP	AT COST	2,228,509	2,640,132
HRE RETAIL INCOME FUND I, LP	AT COST	2,946,154	3,352,247
HRE RETAIL FUND II, LP	AT COST	1,356,227	1,411,038
RIVERSIDE MICRO-CAP FUND III, LP	AT COST	2,324,956	2,933,652
RIVERSIDE MICRO-CAP FUND IV AIV-I	AT COST	233,693	233,693
RIVERSIDE MICRO-CAP FUND IV, LP	AT COST	593,982	946,565
RCAF VI AIV II	AT COST	356,585	356,585
RIVERSIDE CAPITAL APPRECIATION FUND VI LP	AT COST	914,045	1,587,440
MILLENIUM INTERNATIONAL LTD	AT COST	2,000,000	2,721,749
ACCOLADE PARTNERS V LP	AT COST	1,052,106	1,206,485
SILVERCREST COMMODITY STRATEGIES FUND LP	AT COST	167,276	90,587
BUCKEYE PARTNERS PART LP - 3240 UNITS	AT COST	0	0
DCP MIDSTREAM PARTNERS - 7575 UNITS	AT COST	0	0
DELEK LOGISTIC LP - 1635 UNITS	AT COST	0	0
ENABLE MIDSTREAM PRT LP - 4830 UNITS	AT COST	0	0
ENBRIDGE ENERGY PARTNERS LP - 8390 UNITS	AT COST	0	0
ENERGY TRANSFER EQUITY LP - 9020 UNITS	AT COST	0	0
ENERGY TRANSFER PARTNERS LP - 4185 UNITS	AT COST	0	0
ENLINK MIDSTREAM PARTNERS LP - 7935 UNITS	AT COST	0	0
EQT MIDSTREAM PNTRS LP - 2500 UNITS	AT COST	0	0
GENESIS ENERGY - 4485 UNITS	AT COST	0	0
MPLX LP - 7585 UNITS	AT COST	0	0
PHILLIPS 66 PARTNERS LP - 4555 UNITS	AT COST	0	0
TC PIPELINES LP - 3410 UNITS	AT COST	0	0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TALLGRASS ENERGY LP - 3640 UNITS	AT COST	0	0
TESORO LOGISTICS LP	AT COST	0	0
WESTERN GAS EQUITY LP - 4325 UNITS	AT COST	0	0
WILLIAMS PARTNERS LP - 6690 UNITS	AT COST	0	0
ARTISAN INTL VALUE FUND	AT COST	3,700,050	3,881,165
BROWN CAP MGMT SMALL CO	AT COST	1,606,283	2,561,021
FEDERATED STRATEGIC VALUE DIVIDEND INSTL	AT COST	0	0
FRANKLIN MUTUAL EUROPEAN FUND	AT COST	0	0
MATTHEWS ASIA DIVIDEND FUND	AT COST	2,565,100	3,598,201
POWERSHARES KBW BANK ETF	AT COST	1,963,224	2,619,303
VANGUARD FTSE EUROPE	AT COST	1,500,422	1,552,105
VANGUARD GROWTH ETF	AT COST	1,256,276	2,475,391
VANGUARD TOTAL STOCK	AT COST	897,802	1,104,354
VIRTUS SEIX FLOAT RATE	AT COST	2,510,025	2,481,458
ACI WORLDWIDE INC	AT COST	64,820	69,098
ALTRA INDUSTRIAL MOT	AT COST	53,785	84,321
AMN HEALTHCARE	AT COST	69,368	91,866
ANALOGIC CORP	AT COST	0	0
BANCORPSOUTH INC	AT COST	81,329	107,065
BRUNSWICK CORP	AT COST	36,904	44,003
CVB FINANCIAL CORP	AT COST	78,289	101,926
CALLON PETROLEUM CO	AT COST	47,859	40,296
COLUMBIA SPORTSWEAR	AT COST	88,262	110,035
EMCOR GROUP INC	AT COST	39,272	52,097
ENTEGRIS INC	AT COST	38,750	69,387
FCB FINANCIAL	AT COST	101,270	114,156
FORUM ENERGY TECH	AT COST	45,274	35,358
FULLER H B CO	AT COST	52,091	65,904
GLATFELTER	AT COST	49,413	48,233
HILLENBRAND INC	AT COST	0	0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HORACE MANN EDUCATOR	AT COST	59,643	77,522
I C U MEDICAL INC	AT COST	62,760	92,829
IBERIABANK CORP	AT COST	90,864	99,909
INC RESEARCH HOLDING	AT COST	0	0
INDEPENDENT BANK CO	AT COST	75,525	94,147
INGEVITY CORP	AT COST	50,726	74,019
J & J SNACK FOOD COR	AT COST	57,504	70,266
KNOLL INC	AT COST	62,961	65,092
LA-Z-BOY INC	AT COST	66,086	84,060
LANCASTER COLONY CO	AT COST	28,405	29,322
LITTELFUSE INC	AT COST	43,114	62,899
MA COM TECH SOLUTN	AT COST	84,714	63,713
MATADOR RESOURCES CO	AT COST	57,494	71,214
METHODE ELECTRONICS	AT COST	44,707	45,216
MGE ENERGY INC	AT COST	37,590	41,910
MINERALS TECH INC	AT COST	64,014	67,379
MKS INSTRUMENTS INC	AT COST	44,150	82,041
MSA SAFETY INC	AT COST	20,319	30,960
MURPHY USA	AT COST	83,898	91,466
NATUS MEDICAL	AT COST	59,555	61,677
PORTLAND GENERL ELEC	AT COST	50,017	57,582
ROGERS INC	AT COST	40,751	56,385
SELECTIVE INS GROUP	AT COST	69,825	83,538
STANDEX INTERNATL CO	AT COST	45,611	58,315
US ECOLOGY INC	AT COST	74,580	83,606
WOLVERINE WORLD WIDE	AT COST	77,425	98,063
EASTGROUP PROPERTIES	AT COST	30,738	42,806
PEBBLEBROOK HOTEL TR	AT COST	80,804	110,986
PHYSICIANS REALTY TR	AT COST	65,388	60,490
BIOINNOVATION	AT COST	0	216,613

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PACWEST	AT COST	0	0

TY 2016 Other Expenses Schedule

Name: MASSEY FOUNDATION

EIN: 54-6049049

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOLADE PARTNERS V LP K-1 - OTHER PORTFOLIO DEDUCTIONS	54,842	54,842	0	0
AXIOM ASIA PRIVATE CAPITAL FUND II LP K-1 - OTHER PORTFOLIO DEDUCTIONS	65,397	65,397	0	0
PAULSON REAL ESTATE (OFFSHORE) K-1 - OTHER PORTFOLIO DEDUCTIONS	3,912	3,912	0	0
PAULSON REAL ESTATE RECOVERY K-1 - OTHER PORTFOLIO DEDUCTIONS	1,931	1,931	0	0
RCAF VI AIV II LP K-1 - OTHER PORTFOLIO DEDUCTIONS	328	328	0	0
RIVERSIDE CAPITAL APPRECIATION K-1 - OTHER PORTFOLIO DEDUCTIONS	6,016	6,016	0	0
RIVERSIDE MICRO-CAP FUND III LP K-1 - OTHER PORTFOLIO DEDUCTIONS	8,989	8,989	0	0
RIVERSIDE MICRO-CAP FUND IV AIV-I K-1 - OTHER PORTFOLIO DEDUCTIONS	10,042	10,042	0	0
RIVERSIDE MICRO-CAP FUND IV LP K-1 - OTHER PORTFOLIO DEDUCTIONS	3,064	3,064	0	0
SILVERCREST COMMODITY STRATEGIES FUND LP K-1 - OTHER PORTFOLIO DEDUCTIONS	12,440	12,440	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	10	0	0	0
ACCOLADE PARTNERS V LP K-1 - OTHER DEDUCTIONS	1,406	1,406	0	0
BUCKEYE PARTNERS K-1 - OTHER DEDUCTIONS	545	545	0	0
DCP MIDSTREAM PARTNERS K-1 - OTHER DEDUCTIONS	4,670	4,670	0	0
DELEK LOGISTICS PARTNERS K-1 - OTHER DEDUCTIONS	14	14	0	0
ENABLE MIDSTREAM PARTNERS K-1 - OTHER DEDUCTIONS	26	26	0	0
ENBRIDGE ENERGY PARTNERS K-1 - OTHER DEDUCTIONS	6	6	0	0
ENERGY TRANSFER PARTNERS K-1 - OTHER DEDUCTIONS	396	396	0	0
ENLINK MIDSTREAM PARTNERS K-1 - OTHER DEDUCTIONS	1,717	1,717	0	0
ENTERPRISE PRODUCTS PARTNERS K-1 - OTHER DEDUCTIONS	313	313	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EQT MIDSTREAM PARTNERS K-1 - OTHER DEDUCTIONS	166	166	0	0
GENESIS ENERGY K-1 - OTHER DEDUCTIONS	375	375	0	0
AXIOM ASIA PRIVATE CAPITAL FUND II LP K-1 - OTHER DEDUCTIONS	3,123	3,123	0	0
MPLX K-1 - OTHER DEDUCTIONS	30	30	0	0
PHILLIPS 66 PARTNERS K-1 - OTHER DEDUCTIONS	1	1	0	0
RCAF VI AIV II LP K-1 - OTHER DEDUCTIONS	261	261	0	0
RIVERSIDE CAPITAL APPRECIATION K-1 - OTHER DEDUCTIONS	2,438	2,438	0	0
RIVERSIDE MICRO-CAP FUND III LP K-1 - OTHER DEDUCTIONS	23,271	23,271	0	0
RIVERSIDE MICRO-CAP FUND IV AIV-I K-1 - OTHER DEDUCTIONS	20,930	20,930	0	0
RIVERSIDE MICRO-CAP FUND IV K-1 - OTHER DEDUCTIONS	463	463	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SILVERCREST COMMODITY STRATEGIES FUND LP K-1 - OTHER DEDUCTIONS	70,251	70,251	0	0
TALLGRASS ENERGY PARTNERS K-1 - OTHER DEDUCTIONS	82	82	0	0
TESORO LOGISTICS K-1 - OTHER DEDUCTIONS	120	120	0	0
WESTERN GAS EQUITY PARTNERS K-1 - OTHER DEDUCTIONS	116	116	0	0
WILLIAMS PARTNERS K-1 - OTHER DEDUCTIONS	2,495	2,495	0	0

TY 2016 Other Income Schedule

Name: MASSEY FOUNDATION

EIN: 54-6049049

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACCOLADE PARTNERS V LP K-1 - INTEREST & DIVIDENDS	475	475	0
BUCKEYE PARTNERS LP K-1 - INTEREST & DIVIDENDS	71	71	0
ENABLE MIDSTREAM PARTNERS K-1 - INTEREST	26	26	0
ENERGY TRANSFER EQUITY, LP K-1 - INTEREST, DIVIDENDS & ROYALTY	1,376	1,376	0
ENERGY TRANSFER PARTNERS, LP K-1 - INTEREST, DIVIDENDS & ROYALTY	486	486	0
ENLINK MIDSTREAM PARTNERS, LP K-1 - INTEREST	144	144	0
ENTERPRISE PRODUCTS PARTNERS LP K-1 - INTEREST	46	46	0
EQT MIDSTREAM PARTNERS LP K-1 - INTEREST	251	251	0
GENESIS ENERGY K-1 - INTEREST & DIVIDENDS	881	881	0
HRE RETAIL INCOME FUND I LP K-1 - INTEREST	5	5	0
AXIOM ASIA PRIVATE CAPITAL FUND II LP K-1 - INTEREST & DIVIDENDS	43,960	43,960	0
MPLX LP	707	707	0
PAULSON REAL ESTATE (OFFSHORE) FUND II K-1 - INTEREST	243,528	243,528	0
PAULSON REAL ESTATE RECOVER (OFFSHORE) FUND K-1 - INTEREST & DIVIDENDS	349,220	349,220	0
PHILLIPS 66 PARTNERS LP K-1 - INTEREST & DIVIDENDS	1,000	1,000	0
RIVERSIDE CAPITAL APPRECIATION FUND VI LP K-1 - INTEREST & DIVIDENDS	70,997	70,997	0
RIVERSIDE MICRO-CAP FUND III LP K-1 - INTEREST	69,701	69,701	0
RIVERSIDE MICRO-CAP FUND IV AIV-I LP K-1 - INTEREST	64	64	0
SILVERCREST COMMODITY STRATEGIES FUND LP K-1 - INTEREST, DIVIDENDS & ROYALTY	12,624	12,624	0
TARGA RESOURCES PARTNERS LP K-1 - INTEREST	32	32	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TC PIPELINES LP K-1 - INTEREST	17	17	0
TESORO LOGISTICS LP K-1 - INTEREST	45	45	0
WESTERN GAS EQUITY PARTNERS LP K -1 - INTEREST	192	192	0
WILLIAMS PARTNERS LP K-1 - DIVIDENDS	5	5	0
FANNIE MAE SECURITIES LITIGATION	779	779	0
HEALTH SOUTH SECURITIES SETTLEMENT	719	719	0
AIG INC 2008 SECURITIES LITIGATION	3,008	3,008	0
HEALTH SOUTH SECURITIES SETTLEMENT	16	16	0
ACCOLADE PARTNERS V LP K-1 - INCOME	-1,527	-1,527	0
ARISAIG ASIA CONSUMER FUND K-1 - INCOME	14,004	14,004	0
BUCKEYE PARTNERS LP K-1 - INCOME	-4,840	-4,840	0
DCP MIDSTREAM PARTNERS K-1 - INCOME	8,086	8,086	0
DELEK LOGISTICS K-1 - INCOME	-4,346	-4,346	0
ENABLE MIDSTREAM PARTNERS K-1 - INCOME	-14,584	-14,584	0
ENBRIDGE ENERGY PARTNERS K-1 - INCOME	-11,847	-11,847	0
ENERGY TRANSFER EQUITY, LP K-1 - INCOME	-4,400	-4,400	0
ENERGY TRANSFER PARTNERS K-1 - INCOME	-11,516	-11,516	0
ENLINK MIDSTREAM PARTNERS, LP K-1 - INCOME	-22,496	-22,496	0
ENTERPRISE PRODUCTS PARTNERS LP K-1 - INCOME	-14,087	-14,087	0
EQT MIDSTREAM PARTNERS LP K-1 - INCOME	-12,761	-12,761	0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GENESIS ENERGY K-1 - INCOME	-16,651	-16,651	0
HRE RETAIL INCOME FUND I LP K-1 - INCOME	15,617	15,617	0
HRE RETAIL FUND II K-1 - INCOME	1,707	1,707	0
MPLX LP K-1 - INCOME	-33,433	-33,433	0
PHILLIPS 66 PARTNERS LP K-1 - INCOME	-21,921	-21,921	0
RIVERSIDE MICRO-CAP FUND IV AIV-I LP K-1 - INCOME	-53,195	-53,195	0
SILVERCREST COMMODITY STRATEGIES FUND LP K-1 - INCOME	-4,525	-4,525	0
TALLGRASS ENERGY PARTNERS K-1 - INCOME	-15,361	-15,361	0
TARGA RESOURCES PARTNERS LP K-1 - INCOME	1,947	1,947	0
TC PIPELINES LP K-1 - INCOME	-10,418	-10,418	0
TESORO LOGISTICS LP K-1 - INCOME	-25,282	-25,282	0
WESTERN GAS EQUITY PARTNERS LP K -1 - INCOME	-14,803	-14,803	0
WILLIAMS PARTNERS LP K-1 - INCOME	-24,332	-24,332	0
ENERGY TRANSFER PARTNERS K-1 - OTHER INCOME	59	59	0
HRE RETAIL INCOME FUND I K-1 - OTHER INCOME	210,651	210,651	0
PAULSON REAL ESTATE (OFFSHORE) FUND II K-1 - OTHER INCOME	827	827	0
TARGA RESOURCES PARTNERS LP K-1 - OTHER INCOME	107	107	0
TC PIPELINES LP K-1 - OTHER INCOME	2	2	0

TY 2016 Other Increases Schedule

Name: MASSEY FOUNDATION

EIN: 54-6049049

Description	Amount
BOOK TAX ADJUSTMENT TO BASIS OF INVESTMENTS	3,723,321

TY 2016 Other Professional Fees Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOLADE PARTNERS V LP - INVESTMENT MANAGEMENT FEES	28,995	28,995	0	0
AXIOM ASIA PRIVATE CAPITAL FUND II LP - INVESTMENT MANAGEMENT FEES	48,600	48,600	0	0
RIVERSIDE CAPITAL APPRECIATION FUND - INVESTMENT MANAGEMENT FEES	31,455	31,455	0	0
RIVERSIDE MICRO-CAP FUND III LP - INVESTMENT MANAGEMENT FEES	40,544	40,544	0	0
RIVERSIDE MICRO-CAP FUND IV LP - INVESTMENT MANAGEMENT FEES	8,000	8,000	0	0
SILVERCREST ASSET MANAGEMENT GROUP - INVESTMENT ADVISORY FEES	125,701	125,701	0	0

TY 2016 Taxes Schedule**Name:** MASSEY FOUNDATION**EIN:** 54-6049049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDENDS	11,930	11,930	0	0
VA TAXES PAID ON PRIOR YEAR RETURN	18,791	0	0	0
990-T PAYMENTS	196,000	0	0	0
990W PAYMENT	7,200	0	0	0
STATE TAXES PAID	15,710	0	0	0
FOREIGN TAXES PAID ON K-1S	12,545	0	0	0