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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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation BILL AND SHARON ALLEN FAMILY FOUNDATION		A Employer identification number 20-5854617
Number and street (or P.O. box number if mail is not delivered to street address) 810 COLVILLE ROAD	Room/suite	B Telephone number 704-375-5937
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28207		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,827,561.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		814,039.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		82,231.	82,231.		STATEMENT 1
4 Dividends and interest from securities		150,283.	148,576.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,000,171.			
b Gross sales price for all assets on line 6a		3,836,238.			
7 Capital gain net income (from Part IV, line 2)			1,000,171.		
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)					
11 Other income		-31,791.	70,323.		STATEMENT 3
12 Total. Add lines 1 through 11		2,014,933.	1,301,301.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		4,045.	4,045.		0.
c Other professional fees STMT 5		115,342.	115,342.		0.
17 Interest					
18 Taxes STMT 6		-29,220.	562.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		13,967.	13,967.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		104,134.	133,916.		0.
25 Contributions, gifts, grants paid		646,000.			646,000.
26 Total expenses and disbursements. Add lines 24 and 25		750,134.	133,916.		646,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,264,799.			
b Net investment income (if negative enter -0-)			1,167,385.		
c Adjusted net income (if negative enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	184,786.	247,403.	247,403.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 8	1,618,040.	1,838,760.	1,835,741.
	b Investments - corporate stock STMT 9	6,765,186.	7,177,864.	9,291,378.
	c Investments - corporate bonds STMT 10	815,650.	1,012,954.	1,030,269.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11		3,365,347.	3,382,393.	3,422,770.
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,749,009.	13,659,374.	15,827,561.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,224,065.	1,224,065.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	11,524,944.	12,435,309.	
30 Total net assets or fund balances	12,749,009.	13,659,374.		
31 Total liabilities and net assets/fund balances	12,749,009.	13,659,374.		

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	12,749,009.
2 Enter amount from Part I, line 27a	2	1,264,799.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,013,808.
5 Decreases not included in line 2 (itemize) ▶ CAPITAL LOSS ADJUSTMENT	5	354,434.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,659,374.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SALEM INVESTMENT PARTNERS III, LLC	P		
b SALEM INVESTMENT PARTNERS IV, LLC	P		
c MERRILL LYNCH- PUBLICALLY TRADED SECURITIES	P		
d MERRILL LYNCH- PUBLICALLY TRADED SECURITIES	P		
e CAPITAL GAINS DIVIDENDS			

(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 58,014.			58,014.
b 64,552.			64,552.
c 881,094.		854,207.	26,887.
d 2,830,205.		1,981,860.	848,345.
e 2,373.			2,373.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			58,014.
b			64,552.
c			26,887.
d			848,345.
e			2,373.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,000,171.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	619,937.	13,032,277.	.047569
2015	570,000.	13,416,068.	.042486
2014	503,756.	11,517,663.	.043738
2013	430,447.	10,320,114.	.041710
2012	344,460.	8,873,446.	.038819

2 Total of line 1, column (d)	2	.214322
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.042864
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	14,356,195.
5 Multiply line 4 by line 3	5	615,364.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,674.
7 Add lines 5 and 6	7	627,038.
8 Enter qualifying distributions from Part XII, line 4	8	646,000.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2018 estimated tax** ☐ **Refunded** ☐

6a	6,080.
6b	0.
6c	0.
6d	0.

1	11,674.
2	0.
3	11,674.
4	0.
5	11,674.
7	6,080.
8	0.
9	5,594.
10	
11	

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.

c Did the foundation file **Form 1120-POL** for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by *General Instruction T*

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ **NC**

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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address **N/A**

- 14 The books are in care of **BILL ALLEN** Telephone no. **704-375-5937**
 Located at **810 COLVILLE ROAD, CHARLOTTE, NC** ZIP+4 **28207**

- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year

15 **N/A**

- 16 At any time during calendar year 2017, 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

- 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

N/A

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 2017?

1c **X**

- 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

- a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?

☐ Yes ☒ No

If "Yes," list the years

- 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)

N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

2b

- 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 2017 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 2017.)

N/A**3b**

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a **X**

- b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?

4b **X**

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BILL ALLEN	PRESIDENT/DIRECTOR			
810 COLVILLE ROAD				
CHARLOTTE, NC 28207	0.00	0.	0.	0.
JEFFREY SCRIBNER	TRUST OFFICER			
4500 CAMERON VALLY PKWY #400				
CHARLOTTE, NC 28211	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Total number of others receiving over \$50,000 for professional services

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.

1	N/A
---	-----

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A
---	-----

All other program-related investments. See instructions.

Total. Add lines 1 through 3

723561 01-03-18

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	11,553,512.
b	Average of monthly cash balances	1b	1,386,096.
c	Fair market value of all other assets	1c	1,635,209.
d	Total (add lines 1a, b, and c)	1d	14,574,817.
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	14,574,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,622.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,356,195.
6	Minimum investment return. Enter 5% of line 5	6	717,810.

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	717,810.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	11,674.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	706,136.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	706,136.
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	706,136.

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	646,000.
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	646,000.
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	5	11,674.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	634,326.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				706,136.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			645,033.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: \$ 646,000.				
a Applied to 2016, but not more than line 2a			645,033.	
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 2017 distributable amount				967.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				705,169.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

BILL ALLEN

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
ALEXANDER YOUTH NETWORK 6220 THERMAL ROAD CHARLOTTE, NC 28211	NONE	PUBLIC CHARITY	CHILDREN'S BEHAVIORAL HEALTHCARE	30,000.
BRIGHT BLESSINGS 1150-C CREWS ROAD MATTHEWS, NC 28105	NONE	PUBLIC CHARITY	SUPPORT FOR HOMELESS CHILDREN	15,000.
CAMP LUCK, INC 5655 COHN EAKER ROAD CHERRYVILLE, NC 28021	NONE	PUBLIC CHARITY	PROVIDES SUPPORT FOR FAMILIES AND YOUTH CAMP PROGRAM	15,000.
CAROLINA THREAD TRAIL FUND 220 N TRYON STREET CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	THREAD TRAIL THAT WILL PRESERVE CAROLINAS' NATURAL AREAS	40,000.
CHARLOTTE KNIGHTS CHARITIES 324 S. MINT STRET CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	HEALTH, FITNESS, AND EDUCATION PROGRAMS	20,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				646,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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



- | | |
|--|---------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
| | |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below? See instructions. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		5/14/18 Date		PRESIDENT/DIRECTOR TOR Title	
Paid Preparer Use Only	Print/Type preparer's name ROBERT A. BROWER, JR.		Preparer's signature  ROBERT A. BROWER, JR.		Date 05/09/18	Check <input type="checkbox"/> if self-employed PTIN P00834791
	Firm's name ▶ DIXON HUGHES GOODMAN LLP					Firm's EIN ▶ 56-0747981
	Firm's address ▶ 4350 CONGRESS STREET, SUITE 900 CHARLOTTE, NC 28209					Phone no. (704) 367-7020

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHARLOTTE SPEECH AND HEARING CENTER 741 KENILWORTH AVE, STE 100 CHARLOTTE, NC 28204	NONE	PUBLIC CHARITY	SUPPORT SPEECH -LANGUAGE AND HEARING SERVICES TO THOSE IN NEED	20,000.
CLASSROOM CENTRAL 2116 WILKINSON BLVD CHARLOTTE, NC 28208	NONE	PUBLIC CHARITY	COLLECTS AND DISTRIBUTES FREE SCHOOL SUPPLIES	20,000.
COMMUNITY SCHOOL OF THE ARTS 345 N. COLLEGE ST, #413 CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	ARTS EDUCATION ORGANIZATION	20,000.
EXTRA MILE EDUCATION FOUNDATION TWO GATEWAY CENTER, SUITE 348, 603 STANWIX STREET PITTSBURGH, PA 15222	NONE	PUBLIC CHARITY	FINANCIAL ASSISTANCE AND SCHOLARSHIP SUPPORT TO UNDER-RESOURCED CHILDREN FOR PAROCHIAL	2,500.
GIRLS ON THE RUN INTERNATIONAL 120 COTTAGE PLACE CHARLOTTE, NC 28207	NONE	PUBLIC CHARITY	PROGRAMS FOR PRETEEN GIRLS	20,000.
KINDERMOURN 1320 HARDING PLACE CHARLOTTE, NC 28204	NONE	PUBLIC CHARITY	HELPS FAMILIES AND CHILDREN COPE WITH LOSS	10,000.
LIFESPAN, INC 200 CLANTON ROAD CHARLOTTE, NC 28217	NONE	PUBLIC CHARITY	ENRICHMENT OPPORTUNITIES FOR CHILDREN AND ADULTS WITH INTELLECTUAL AND DEVELOPMENTAL	30,000.
MUSCULAR DYSTROPHY ASSOCIATION 1515 MOCKINGBIRD LANE, #701 CHARLOTTE, NC 28209	NONE	PUBLIC CHARITY	HELP FOR SUPPORT GROUPS, EQUIPMENT ASSITANCE, AND SUMMER CAMPS FOR KIDS	20,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 3101 INDUSTRIAL DRIVE, SUITE 210 RALEIGH, NC 27609	NONE	PUBLIC CHARITY	RESEARCH AND AWARENESS FOR MULTIPLE SCLEROSIS	20,000.
OVER THE EDGE CYCLING CLUB 2325 CROYDON RD CHARLOTTE, NC 28207	NONE	PUBLIC CHARITY	CYCLING PROGRAMS FOR THOSE IN NEED	3,500.
Total from continuation sheets				526,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PHILIPS ACADEMY OF NORTH CAROLINA, INC. 3115 PROVIDENCE ROAD CHARLOTTE, NC 28211	NONE	PUBLIC CHARITY	SCHOOL FOR STUDENTS WITH LEARNING DISABILITIES AND AUTISM	30,000.
PIRATES CHARITIES 115 FEDERAL STREET PITTSBURGH, PA 15212	NONE	PUBLIC CHARITY	YOUTH HEALTH, FITNESS, AND EDUCATION PROGRAMS	30,000.
RIGHT MOVES FOR YOUTH, INC. 2211 W. MOREHEAD STREET CHARLOTTE, NC 28208	NONE	PUBLIC CHARITY	WORK WITH STUDENTS TO IMPROVE SCHOOL ATTENDANCE, IMPROVE BEHAVIOR, AND ENGAGE IN EDUCATION.	20,000.
TEXAS RANGERS BASEBALL FOUNDATION 1000 BALLPARK WAY ARLINGTON, TX 76011	NONE	PUBLIC CHARITY	YOUTH HEALTH, FITNESS, AND EDUCATION PROGRAMS	30,000.
THE IVEY 6030 SOUTH PARK DRIVE CHARLOTTE, NC 28210	NONE	PUBLIC CHARITY	SUPPORT AND ACTIVITY CENTER FOR ADULTS LIVING WITH MEMORY LOSS AND THEIR CAREGIVERS	82,500.
THE PRESTON BRADLEY CENTER 941 W LAWRENCE AVE CHICAGO, IL 60640	NONE	PUBLIC CHARITY	CENTER FOR ARTS, CULTURE, AND COMMUNITY. FREE LUNCH PROGRAM.	2,500.
YMCA OF GREATER CHARLOTTE 8100 OLD MALLARD CREEK ROAD CHARLOTTE, NC 28262	NONE	PUBLIC CHARITY	HEALTH, FITNESS, AND EDUCATION PROGRAMS	30,000.
MECKLENBURG COUNTY AQUATIC CENTER 800 EAST MARTIN LUTHER KING JUNIOR BLVD CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	NATATORIUM WITH A COMPETITION POOL, THERAPEUTIC POOL, AND FITNESS CENTER	10,000.
SUSTAIN CHARLOTTE 2151 HAWKINS ST, STE 200 CHARLOTTE, NC 28203	NONE	PUBLIC CHARITY	EDUCATION AND COMMUNITY BASED APPROACH TO SUSTAINABILITY OF THE CHARLOTTE AREA	25,000.
CLT BIKE CAMP 321 BALDWIN AVE CHARLOTTE, NC 28204	NONE	PUBLIC CHARITY	BIKE CAMP TO PROMOTE HEALTHY LIFESTYLE AND COMMUNITY INVOLVEMENT	5,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - EXTRA MILE EDUCATION FOUNDATION

FINANCIAL ASSISTANCE AND SCHOLARSHIP SUPPORT TO UNDER-RESOURCED
CHILDREN FOR PAROCHIAL SCHOOLS

NAME OF RECIPIENT - LIFESPAN, INC

ENRICHMENT OPPORTUNITIES FOR CHILDREN AND ADULTS WITH INTELLECTUAL AND
DEVELOPMENTAL DISABILITIES

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

Employer identification number

BILL AND SHARON ALLEN FAMILY FOUNDATION

20-5854617

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization BILL AND SHARON ALLEN FAMILY FOUNDATION	Employer identification number 20-5854617
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BILL ALLEN 810 COLVILLE ROAD CHARLOTTE, NC 28207	\$ 407,019.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	SHARON ALLEN 810 COLVILLE ROAD CHARLOTTE, NC 28207	\$ 407,019.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
BILL AND SHARON ALLEN FAMILY FOUNDATION	20-5854617

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

BILL AND SHARON ALLEN FAMILY FOUNDATION**20-5854617**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMORTIZATION - BOND INTEREST	-8,625.	-8,625.	
MERRILL LYNCH - 57174E41	64,297.	64,297.	
OID ADJUSTMENT	1,579.	1,579.	
PNC INTEREST INCOME	6,576.	6,576.	
SALEM INVESTMENT PARTNERS III	14.	14.	
SALEM INVESTMENT PARTNERS IV	3.	3.	
US GOVT INTEREST - 57174E41	18,387.	18,387.	
TOTAL TO PART I, LINE 3	82,231.	82,231.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HAWTHORNE	15.	0.	15.	15.	
MERRILL LYNCH - 57174E41	152,641.	2,373.	150,268.	148,561.	
TO PART I, LINE 4	152,656.	2,373.	150,283.	148,576.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION FUNDS RECEIVED IN SETTLEMENT	371.	371.	
INCOME FROM SALEM INVESTMENT PARTNERS III, LP	-189,937.	-77,927.	
INCOME FROM SALEM INVESTMENT PARTNERS IV, LP	157,775.	147,879.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-31,791.	70,323.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,045.	4,045.		0.
TO FORM 990-PF, PG 1, LN 16B	4,045.	4,045.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	103,342.	103,342.		0.
BOOKKEEPING FEES	12,000.	12,000.		0.
TO FORM 990-PF, PG 1, LN 16C	115,342.	115,342.		0.

FORM 990-PF	TAXES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	562.	562.		0.
EXCISE TAXES	-29,782.	0.		0.
TO FORM 990-PF, PG 1, LN 18	-29,220.	562.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER DEDUCTIONS FROM SALEM INVESTMENT PARTNERS III, LLC	7,564.	7,564.		0.
INVESTMENT MANAGMENT FEES- PNC	3,689.	3,689.		0.
OTHER DEDUCTIONS FROM SALEM INVESTMENT PARTNERS IV, LLC	2,714.	2,714.		0.
TO FORM 990-PF, PG 1, LN 23	13,967.	13,967.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TOTAL GOVERNMENT SECURITIES - SEE ATTACHED	X		1,838,760.	1,835,741.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,838,760.	1,835,741.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,838,760.	1,835,741.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TOTAL CORPORATE STOCKS (ML 571-15340,74E41,17668,22906,28731)- SEE ATTACHED	7,177,864.	9,291,378.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,177,864.	9,291,378.

FORM 990-PF

CORPORATE BONDS

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TOTAL CORPORATE BONDS - SEE ATTACHED	1,012,954.	1,030,269.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,012,954.	1,030,269.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SALEM III INVESTMENTS	COST	538,556.	538,556.
PNC BANK CD/MMA	COST	1,062,961.	1,062,961.
SALEM IV INVESTMENTS	COST	1,096,653.	1,096,653.
TOTAL MUTUAL FUNDS/CEF (ML 571-22906,74E41,15340,28731) SEE ATTACHED	COST	684,223.	706,305.
BONDS- ACCRUED INTEREST	COST	0.	11,237.
BONDS- ACCRUED INTEREST	COST	0.	7,058.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,382,393.	3,422,770.