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ENVELOPE POSTMARK DATE MAY 15 2018

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: JOE S MCFADDIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 | Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: ORLANDO FL 32802-1908

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 20-7103830

B Telephone number (see instructions): (804) 270-8229

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 760,809

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,078	14,078		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	17,302			
	b	Gross sales price for all assets on line 6a 149,938				
	7	Capital gain net income (from Part IV, line 2)		17,302		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	31,380	31,380	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,683	6,341		6,341
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	386	386		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,569	6,727	0	8,841
	25	Contributions, gifts, grants paid	25,256			25,256
	26	**Total expenses and disbursements.** Add lines 24 and 25	40,825	6,727	0	34,097
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-9,445			
	b	**Net investment income** (if negative, enter -0-)		24,653		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	785		
	2	Savings and temporary cash investments	23,625	20,895	20,895
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	650,855	644,623	739,914
	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)	675,265	665,518	760,809
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	675,265	665,518	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	675,265	665,518	
	31	**Total liabilities and net assets/fund balances** (see instructions)	675,265	665,518	

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	675,265
2	Enter amount from Part I, line 27a	2	-9,445
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	678
4	Add lines 1, 2, and 3	4	666,498
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	980
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	665,518

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	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	17,302
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation 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	35,853	683,229	0 052476
2015	37,037	733,799	0 050473
2014	36,033	767,494	0 046949
2013	36,971	738,532	0 050060
2012	30,180	705,951	0 042751

2	**Total** of line 1, column (d)	2	0 242709
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	0 048542
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	716,631
5	Multiply line 4 by line 3	5	34,787
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	247
7	Add lines 5 and 6	7	35,034
8	Enter qualifying distributions from Part XII, line 4	8	34,097

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	493
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	493
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	493
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 150		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	150
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	343
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	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?	6	X	
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	X	
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	X	
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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 270-8229
Located at ▶ PO BOX 1908, ORLANDO FL ZIP+4 ▶ 32802-1908

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

			Yes	No
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?	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.

				Yes	No
1a	During the year, did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	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 ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions — **5b** 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? — **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? — **7b** 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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE VARIOUS	12,683		

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	712,406
b	Average of monthly cash balances	1b	15,138
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	727,544
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	727,544
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	10,913
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	716,631
6	**Minimum investment return.** Enter 5% of line 5	6	35,832

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	35,832
2a	Tax on investment income for 2017 from Part VI, line 5	2a	493		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	493
3	Distributable amount before adjustments Subtract line 2c from line 1			3	35,339
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	35,339
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	35,339

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	34,097
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	34,097
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	34,097

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 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7					35,339
2	Undistributed income, if any, as of the end of 2017:					
a	Enter amount for 2016 only				25,255	
b	Total for prior years. 20____, 20____, 20____					
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. ▶ $ 34,097					
a	Applied to 2016, but not more than line 2a				25,255	
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2017 distributable amount					8,842
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)					
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions					
e	Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					26,497
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8	Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a					
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**

1a 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)

	Tax year (a) 2017	Prior 3 years (b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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*				
See Attached Statement				
Total			► **3a**	25,256
b *Approved for future payment*				
NONE				
Total			► **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,078	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	17,302	
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		31,380	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 31,380

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

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

▶ [signature] 4/13/2018 ▶ TRUSTEE

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
SHAWN P HANLON	[signature]	4/13/2018		P00965923
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

JOE S MCFADDIN FOUNDATION 20-7103830 Page 1 of 1

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

Recipient(s) paid during the year

Name					
CHRISTIAN FOUNDATION/UNBOUND					
Street					
1 ELMWOOD AVE					
City		**State**	**Zip Code**	**Foreign Country**	
KANSAS CITY		KS	66103		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					12,628

Name					
CHILDFUND INTERNATIONAL, USA					
Street					
2821 EMERYWOOD PKWY					
City		**State**	**Zip Code**	**Foreign Country**	
RICHMOND		VA	23294		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					12,628

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

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

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

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

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	7,419		Capital Gains/Losses	149,938	132,636	17,302
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	CAMBIAR SMALL CAP-INS	0075W0593	X				12/16/2014	10/16/2017	977	947				0	30
2	CAMBIAR SMALL CAP-INS	0075W0593	X				10/19/2015	10/16/2017	651	625				0	26
3	CAMBIAR SMALL CAP-INS	0075W0593	X				11/17/2015	10/16/2017	568	500				0	68
4	CAMBIAR SMALL CAP-INS	0075W0593	X				2/8/2016	10/16/2017	743	547				0	196
5	CAMBIAR SMALL CAP-INS	0075W0593	X				5/15/2017	10/16/2017	706	675				0	31
6	JOHCM INTERNATIONAL SEL	00770G847	X				6/15/2015	10/30/2017	3,693	3,399				0	294
7	BRANDES INTL S/C EQUITY-I	105262737	X				3/24/2014	2/6/2017	383	381				0	2
8	BRANDES INTL S/C EQUITY-I	105262737	X				3/24/2014	5/15/2017	129	122				0	7
9	BRANDES INTL S/C EQUITY-I	105262737	X				3/24/2014	5/17/2017	158	150				0	8
10	DOUBLELINE TOTL RET BND	258620103	X				3/11/2013	5/15/2017	1,410	1,495				0	-85
11	DOUBLELINE TOTL RET BND	258620103	X				8/6/2012	5/15/2017	4,181	4,412				0	-231
12	DOUBLELINE TOTL RET BND	258620103	X				8/6/2012	5/17/2017	481	504				0	-23
13	EATON VANCE-ATLANTA SM	277902698	X				12/8/2016	2/6/2017	592	599				0	-7
14	EDGEWOOD GROWTH FUND	0075W0759	X				12/20/2016	2/6/2017	1,224	1,160				0	64
15	EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	2/6/2017	1,096	1,028				0	68
16	EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	5/15/2017	4,075	3,431				0	644
17	EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	5/17/2017	820	703				0	117
18	EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	10/16/2017	3,728	2,809				0	919
19	EDGEWOOD GROWTH FUND	0075W0759	X				7/18/2016	10/30/2017	1,319	1,002				0	317
20	JOHCM INTERNATIONAL SEL	00770G847	X				6/15/2015	10/16/2017	2,592	2,382				0	210
21	CAMBIAR INTL EQUITY FUND	00769G543	X				2/6/2017	5/15/2017	342	318				0	24
22	CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	5/15/2017	459	420				0	39
23	CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	5/17/2017	1,075	989				0	86
24	CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	10/16/2017	1,422	1,190				0	232
25	CAMBIAR INTL EQUITY FUND	00769G543	X				7/18/2016	10/30/2017	1,187	996				0	191
26	JOHCM INTERNATIONAL SEL	00770G847	X				6/15/2015	5/17/2017	2,115	2,133				17	-1
27	T RWE QM US S/C GR EQ	779917103	X				9/4/2012	5/17/2017	125	72				0	53
28	T RWE QM US S/C GR EQ	779917103	X				9/4/2012	10/16/2017	100	53				0	47
29	T RWE QM US S/C GR EQ	779917103	X				9/4/2012	10/30/2017	304	159				0	145
30	VAN ECK EMERGING MARKE	921075438	X				8/18/2014	5/15/2017	2,433	2,425				0	8
31	VAN ECK EMERGING MARKE	921075438	X				8/18/2014	5/17/2017	549	550				0	-1
32	VAN ECK EMERGING MARKE	921075438	X				8/18/2014	10/16/2017	2,061	1,762				0	299
33	VAN ECK EMERGING MARKE	921075438	X				8/18/2014	10/30/2017	385	333				0	52
34	VANGUARD M/B SEC INDX-A	92206C755	X				2/8/2016	2/6/2017	4,884	4,970				0	-86
35	VANGUARD M/B SEC INDX-A	92206C755	X				7/18/2016	2/6/2017	482	494				0	-12
36	VANGUARD M/B SEC INDX-A	92206C755	X				10/3/2016	2/6/2017	356	366				0	-10
37	VANGUARD M/B SEC INDX-A	92206C755	X				2/23/2015	2/6/2017	347	352				0	-5
38	VANGUARD M/B SEC INDX-A	92206C755	X				2/23/2015	5/15/2017	6,397	6,458				0	-61
39	VANGUARD M/B SEC INDX-A	92206C755	X				10/27/2014	5/15/2017	234	236				0	-2
40	VANGUARD M/B SEC INDX-A	92206C755	X				10/27/2014	5/18/2017	126	127				0	-1
41	CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	2/6/2017	915	963				0	-48
42	CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	5/17/2017	94	106				0	-12
43	CAMBIAR SMALL CAP-INS	0075W0593	X				3/11/2013	10/16/2017	3,957	4,149				0	-192
44	EATON VANCE-ATLANTA SM	277902698	X				5/15/2017	5/17/2017	416	423				0	-7
45	EATON VANCE-ATLANTA SM	277902698	X				5/15/2017	10/16/2017	1,034	948				0	86
46	EATON VANCE-ATLANTA SM	277902698	X				5/15/2017	10/30/2017	1,991	1,803				0	188
47	EATON VANCE FLOATING RA	277911491	X				5/15/2017	5/17/2017	144	144				0	0
48	FEDERATED STRAT VAL DVD	314172560	X				9/15/2016	5/15/2017	687	673				0	14
49	FEDERATED STRAT VAL DVD	314172560	X				10/3/2016	5/15/2017	126	124				0	2
50	FEDERATED STRAT VAL DVD	314172560	X				10/3/2016	5/17/2017	170	167				0	3
51	FEDERATED STRAT VAL DVD	314172560	X				2/6/2017	5/17/2017	605	570				0	35
52	FEDERATED STRAT VAL DVD	314172560	X				12/5/2016	10/16/2017	1,201	1,062				0	139
53	FEDERATED STRAT VAL DVD	314172560	X				2/6/2017	10/16/2017	950	868				0	82
54	GOTHAM NEUTRAL FUND-INS	360873111	X				10/3/2016	10/16/2017	166	159				0	7
55	GOTHAM NEUTRAL FUND-INS	360873111	X				5/15/2017	10/16/2017	1,426	1,400				0	26
56	ISHARES CORE S&P 500 ETF	464287200	X				7/18/2016	2/6/2017	3,225	3,047				0	178
57	ISHARES CORE S&P 500 ETF	464287200	X				7/18/2016	5/15/2017	3,858	3,483				0	375
58	ISHARES CORE S&P 500 ETF	464287200	X				7/18/2016	5/17/2017	714	653				0	61
59	ISHARES U S TREASURY BO	46429B267	X				7/18/2016	5/17/2017	556	575				19	0
60	JOHN HANCOCK III-DISCPLN	47803U640	X				10/7/2013	2/6/2017	1,191	1,038				0	153
61	JOHN HANCOCK III-DISCPLN	47803U640	X				12/16/2013	2/6/2017	341	300				0	41
62	JOHN HANCOCK III-DISCPLN	47803U640	X				3/11/2013	2/6/2017	2,914	2,295				0	619
63	JOHN HANCOCK III-DISCPLN	47803U640	X				5/15/2017	5/17/2017	793	810				0	-17
64	JOHN HANCOCK III-DISCPLN	47803U640	X				3/11/2013	5/17/2017	84	66				0	18
65	JOHN HANCOCK III-DISCPLN	47803U640	X				3/11/2013	10/16/2017	828	588				0	240
66	JOHN HANCOCK III-DISCPLN	47803U640	X				3/11/2013	10/30/2017	2,831	1,999				0	832
67	OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	5/15/2017	1,429	1,292				0	137
68	OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	5/17/2017	495	451				0	44
69	OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	10/16/2017	1,361	1,093				0	268
70	OPPENHEIMER DEVELOPING	683974604	X				10/3/2016	10/30/2017	1,293	1,053				0	240
71	PIMCO INVESTMENT GRD CO	722005816	X				2/23/2015	2/6/2017	8,212	8,556				0	-344
72	PIMCO INVESTMENT GRD CO	722005816	X				2/23/2015	5/17/2017	366	373				0	-7

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

	Amount	Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	7,419	Capital Gains/Losses	149,938	132,636	17,302
Short Term CG Distributions	0	Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
73	ABBEY CAP FUTURES STRA	74925K367	X				2/8/2016	5/17/2017	136	152				16	0
74	T RWE QM US S/C GR EQ	779917103	X				12/14/2016	2/6/2017	2	2				0	0
75	T RWE QM US S/C GR EQ	779917103	X				9/4/2012	2/6/2017	534	317				0	217
76	FEDERATED STRAT VAL DVD	314172560	X				2/8/2016	10/16/2017	11,762	10,328				0	1,434
77	FEDERATED STRAT VAL DVD	314172560	X				2/8/2016	10/30/2017	1,568	1,403				0	165
78	FEDERATED STRAT VAL DVD	314172560	X				12/3/2015	10/30/2017	70	61				0	9
79	GOTHAM NEUTRAL FUND-INS	360873111	X				7/18/2016	2/6/2017	1,027	998				0	29
80	GOTHAM NEUTRAL FUND-INS	360873111	X				5/15/2017	5/17/2017	92	92				0	0
81	GOTHAM NEUTRAL FUND-INS	360873111	X				2/8/2016	10/16/2017	28,014	26,799				0	1,215
82	GOTHAM NEUTRAL FUND-INS	360873111	X				7/18/2016	10/16/2017	32	31				0	1

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		386	386	0	0
	Description				
1	FOREIGN TAX WITHHELD	386	386		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			0	644,623	739,914
1				0	
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	25,630	34,971
3	ISHARES TR S&P 500 INDEX ETF		0	70,361	84,150
4	EATON VANCE FLTG-RT-I		0	19,132	19,170
5	FEDERATED STRATEGIC VALUE-I		0	30,360	40,967
6	EDGEWOOD GROWTH FUND-INS		0	45,834	60,686
7	PIMCO INVT GRADE CORP BD-I		0	48,851	49,705
8	JOHN HANCOCK III DISCIPLINED VALUE-I		0	44,401	61,363
9	DOUBLELINE TOTAL RETURN BD-I		0	47,593	45,656
10	VANGUARD MTG BACKED SECS INDEX-S		0	15,345	15,184
11	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	3,827	7,685
12	ADVISORS INNER CIRCLE FD CAM INTL		0	41,077	49,053
13	OPPENHEIMER DEVELOPING MKT-I		0	14,472	21,840
14	JOHCM INTERNATIONAL SEL-I		0	71,942	80,657
15	BRANDES INTL S/C EQUITY-I		0	14,841	14,878
16	BLACKSTONE ALT MULTI-STRAT-I		0	30,992	30,212
17	VAN ECK EMERGING MARKETS-I		0	17,718	23,680
18	ABBEY CAP FUTURES STRAT-I		0	25,170	23,730
19	ISHARES TREASURY BOND ETF		0	69,389	68,468
20	NUVEEN SMALL CAP VALUE-I		0	7,688	7,859

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	574
2	FEDERAL EXCISE TAX REFUND	2	104
3	COST BASIS ADJUSTMENT	3	
4	Total	4	678

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	944
2		2	36
3	Total	3	980

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	7,419
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						142,519	0	52	132,688	9,883	0	0	0	9,883
1	CAMBIAR SMALL CAP-INS	0075W0593		12/16/2014	10/16/2017	977		0	947	30	0	0	0	30
2	CAMBIAR SMALL CAP-INS	0075W0593		10/19/2015	10/16/2017	651		0	625	26	0	0	0	26
3	CAMBIAR SMALL CAP-INS	0075W0593		11/17/2015	10/16/2017	568		0	500	68	0	0	0	68
4	CAMBIAR SMALL CAP-INS	0075W0593		2/8/2016	10/16/2017	743		0	547	196	0	0	0	196
5	CAMBIAR SMALL CAP-INS	0075W0593		5/15/2017	10/16/2017	706		0	675	31	0	0	0	31
6	JOHCM INTERNATIONAL SEL	00770G847		6/15/2015	10/30/2017	3,693		0	3,399	294	0	0	0	294
7	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	2/6/2017	383		0	381	2	0	0	0	2
8	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	5/15/2017	129		0	122	7	0	0	0	7
9	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	5/17/2017	158		0	150	8	0	0	0	8
10	DOUBLELINE TOTL RET BND	258620103		3/11/2013	5/15/2017	1,410		0	1,495	-85	0	0	0	-85
11	DOUBLELINE TOTL RET BND	258620103		8/6/2012	5/15/2017	4,181		0	4,412	-231	0	0	0	-231
12	DOUBLELINE TOTL RET BND	258620103		8/6/2012	5/17/2017	481		0	504	-23	0	0	0	-23
13	EATON VANCE-ATLANTA SM	277902698		12/8/2016	2/6/2017	592		0	599	-7	0	0	0	-7
14	EDGEWOOD GROWTH FUND	0075W0759		12/20/2016	2/6/2017	1,224		0	1,160	64	0	0	0	64
15	EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	2/6/2017	1,096		0	1,028	68	0	0	0	68
16	EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	5/15/2017	4,075		0	3,431	644	0	0	0	644
17	EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	5/17/2017	820		0	703	117	0	0	0	117
18	EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	10/16/2017	3,728		0	2,809	919	0	0	0	919
19	EDGEWOOD GROWTH FUND	0075W0759		7/18/2016	10/30/2017	1,319		0	1,002	317	0	0	0	317
20	JOHCM INTERNATIONAL SEL	00770G847		6/15/2015	10/16/2017	2,592		0	2,382	210	0	0	0	210
21	CAMBIAR INTL EQUITY FUND	00769G543		2/6/2017	5/15/2017	342		0	318	24	0	0	0	24
22	CAMBIAR INTL EQUITY FUND	00769G543		7/18/2016	5/15/2017	459		0	420	39	0	0	0	39
23	CAMBIAR INTL EQUITY FUND	00769G543		7/18/2016	5/17/2017	1,075		0	989	86	0	0	0	86
24	CAMBIAR INTL EQUITY FUND	00769G543		7/18/2016	10/16/2017	1,422		0	1,190	232	0	0	0	232
25	CAMBIAR INTL EQUITY FUND	00769G543		7/18/2016	10/30/2017	1,187		0	996	191	0	0	0	191
26	JOHCM INTERNATIONAL SEL	00770G847		6/15/2015	5/17/2017	2,115		17	2,133	-1	0	0	0	-1
27	T RWE QM US S/C GR EQ	779917103		9/4/2012	5/17/2017	125		0	72	53	0	0	0	53
28	T RWE QM US S/C GR EQ	779917103		9/4/2012	10/16/2017	100		0	53	47	0	0	0	47
29	T RWE QM US S/C GR EQ	779917103		9/4/2012	10/30/2017	304		0	159	145	0	0	0	145
30	VAN ECK EMERGING MARKE	921075438		8/18/2014	5/15/2017	2,433		0	2,425	8	0	0	0	8
31	VAN ECK EMERGING MARKE	921075438		8/18/2014	5/17/2017	549		0	550	-1	0	0	0	-1
32	VAN ECK EMERGING MARKE	921075438		8/18/2014	10/16/2017	2,061		0	1,762	299	0	0	0	299
33	VAN ECK EMERGING MARKE	921075438		8/18/2014	10/30/2017	385		0	333	52	0	0	0	52
34	VANGUARD M/B SEC INDX-A	92206C755		2/8/2016	2/6/2017	4,884		0	4,970	-86	0	0	0	-86
35	VANGUARD M/B SEC INDX-A	92206C755		7/18/2016	2/6/2017	482		0	494	-12	0	0	0	-12
36	VANGUARD M/B SEC INDX-A	92206C755		10/3/2016	2/6/2017	356		0	366	-10	0	0	0	-10
37	VANGUARD M/B SEC INDX-A	92206C755		2/23/2015	2/6/2017	347		0	352	-5	0	0	0	-5
38	VANGUARD M/B SEC INDX-A	92206C755		2/23/2015	5/15/2017	6,397		0	6,458	-61	0	0	0	-61
39	VANGUARD M/B SEC INDX-A	92206C755		10/27/2014	5/15/2017	234		0	236	-2	0	0	0	-2
40	VANGUARD M/B SEC INDX-A	92206C755		10/27/2014	5/18/2017	126		0	127	-1	0	0	0	-1
41	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	2/6/2017	915		0	963	-48	0	0	0	-48
42	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	5/17/2017	94		0	106	-12	0	0	0	-12
43	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/16/2017	3,957		0	4,149	-192	0	0	0	-192
44	EATON VANCE-ATLANTA SM	277902698		5/15/2017	5/17/2017	416		0	423	-7	0	0	0	-7
45	EATON VANCE-ATLANTA SM	277902698		5/15/2017	10/16/2017	1,034		0	948	86	0	0	0	86
46	EATON VANCE-ATLANTA SM	277902698		5/15/2017	10/30/2017	1,991		0	1,803	188	0	0	0	188
47	EATON VANCE FLOATING RA	277911491		5/15/2017	5/17/2017	144		0	144	0	0	0	0	0
48	FEDERATED STRAT VAL DVD	314172560		9/15/2016	5/15/2017	687		0	673	14	0	0	0	14
49	FEDERATED STRAT VAL DVD	314172560		10/3/2016	5/15/2017	126		0	124	2	0	0	0	2
50	FEDERATED STRAT VAL DVD	314172560		10/3/2016	5/17/2017	170		0	167	3	0	0	0	3
51	FEDERATED STRAT VAL DVD	314172560		2/6/2017	5/17/2017	605		0	570	35	0	0	0	35
52	FEDERATED STRAT VAL DVD	314172560		12/5/2016	10/16/2017	1,201		0	1,062	139	0	0	0	139
53	FEDERATED STRAT VAL DVD	314172560		2/6/2017	10/16/2017	950		0	868	82	0	0	0	82
54	GOTHAM NEUTRAL FUND-INS	360873111		10/3/2016	10/16/2017	166		0	159	7	0	0	0	7
55	GOTHAM NEUTRAL FUND-INS	360873111		5/15/2017	10/16/2017	1,426		0	1,400	26	0	0	0	26
56	ISHARES CORE S&P 500 ETF	464287200		7/18/2016	2/6/2017	3,225		0	3,047	178	0	0	0	178
57	ISHARES CORE S&P 500 ETF	464287200		7/18/2016	5/15/2017	3,858		0	3,483	375	0	0	0	375
58	ISHARES CORE S&P 500 ETF	464287200		7/18/2016	5/17/2017	714		0	653	61	0	0	0	61
59	ISHARES U S TREASURY BO	46429B267		7/18/2016	5/17/2017	556		19	575	0	0	0	0	0
60	JOHN HANCOCK III-DISCPLN	47803U640		10/7/2013	2/6/2017	1,191		0	1,038	153	0	0	0	153
61	JOHN HANCOCK III-DISCPLN	47803U640		12/16/2013	2/6/2017	341		0	300	41	0	0	0	41
62	JOHN HANCOCK III-DISCPLN	47803U640		3/11/2013	2/6/2017	2,914		0	2,295	619	0	0	0	619
63	JOHN HANCOCK III-DISCPLN	47803U640		5/15/2017	5/17/2017	793		0	810	-17	0	0	0	-17
64	JOHN HANCOCK III-DISCPLN	47803U640		3/11/2013	5/17/2017	84		0	66	18	0	0	0	18
65	JOHN HANCOCK III-DISCPLN	47803U640		3/11/2013	10/16/2017	828		0	588	240	0	0	0	240
66	JOHN HANCOCK III-DISCPLN	47803U640		3/11/2013	10/30/2017	2,831		0	1,999	832	0	0	0	832
67	OPPENHEIMER DEVELOPING	683974604		10/3/2016	5/15/2017	1,429		0	1,292	137	0	0	0	137
68	OPPENHEIMER DEVELOPING	683974604		10/3/2016	5/17/2017	495		0	451	44	0	0	0	44
69	OPPENHEIMER DEVELOPING	683974604		10/3/2016	10/16/2017	1,361		0	1,093	268	0	0	0	268

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	7,419
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						142,519	0	52	132,688	9,883	0	0	0	9,883
70	OPPENHEIMER DEVELOPING	683974604		10/3/2016	10/30/2017	1,293		0	1,053	240	0	0	0	240
71	PIMCO INVESTMENT GRD CO	722005816		2/23/2015	2/6/2017	8,212		0	8,556	-344	0	0	0	-344
72	PIMCO INVESTMENT GRD CO	722005816		2/23/2015	5/17/2017	366		0	373	-7	0	0	0	-7
73	ABBEY CAP FUTURES STRAT	74925K367		2/8/2016	5/17/2017	136		16	152	0	0	0	0	0
74	T RWE QM US S/C GR EQ	779917103		12/14/2016	2/6/2017	2		0	2	0	0	0	0	0
75	T RWE QM US S/C GR EQ	779917103		9/4/2012	2/6/2017	534		0	317	217	0	0	0	217
76	FEDERATED STRAT VAL DVD	314172560		2/8/2016	10/16/2017	11,762		0	10,328	1,434	0	0	0	1,434
77	FEDERATED STRAT VAL DVD	314172560		2/8/2016	10/30/2017	1,568		0	1,403	165	0	0	0	165
78	FEDERATED STRAT VAL DVD	314172560		12/3/2015	10/30/2017	70		0	61	9	0	0	0	9
79	GOTHAM NEUTRAL FUND-INS	360873111		7/18/2016	2/6/2017	1,027		0	998	29	0	0	0	29
80	GOTHAM NEUTRAL FUND-INS	360873111		5/15/2017	5/17/2017	92		0	92	0	0	0	0	0
81	GOTHAM NEUTRAL FUND-INS	360873111		2/8/2016	10/16/2017	28,014		0	26,799	1,215	0	0	0	1,215
82	GOTHAM NEUTRAL FUND-INS	360873111		7/18/2016	10/16/2017	32		0	31	1	0	0	0	1

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										12,683	0	0
1	SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	12,683		

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

		Date		Amount
1	Credit from prior year return		1	150
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	0
7	Total		7	150

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2016 that remained undistributed at the beginning of the 2017 tax year	1	25,255
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	25,255