



| 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<br>(a) Book Value   | End of year<br>(b) Book Value (c) Fair Market Value |           |           |
| Assets                      | 1  | Cash—non-interest-bearing . . . . .   |   |           |           |
|                             | 2  | Savings and temporary cash investments . . . . .  | 39,074  | 69,913    | 69,913    |
|                             | 3  | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____   |   | 0         | 0         |
|                             | 4  | Pledges receivable ▶ _____<br>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) ▶ _____<br>Less allowance for doubtful accounts ▶ _____ 0                      |   |           |           |
|                             | 8  | Inventories for sale or use . . . . .   |   |           |           |
|                             | 9  | Prepaid expenses and deferred charges . . . . .   |   |           |           |
|                             | 10a  | Investments—U S and state government obligations (attach schedule)  | 35,147  | 10,142    | 10,360    |
|                             | b  | Investments—corporate stock (attach schedule) . . . . .   | 1,653,665   | 1,910,065 | 3,145,213 |
|                             | c  | Investments—corporate bonds (attach schedule) . . . . .   | 882,514   | 869,737   | 883,209   |
|                             | 11   | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |   |           |           |
|                             | 12   | Investments—mortgage loans . . . . .  |   |           |           |
|                             | 13   | Investments—other (attach schedule) . . . . .   | 210,000   | 210,000   | 147,000   |
|                             | 14   | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |   |           |           |
| 15                          | Other assets (describe ▶ _____)  |   |   |           |           |
| 16                          | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)  | 2,820,400   | 3,069,857   | 4,255,695 |           |
| 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   | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  |   | 0         |           |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |   |   |           |           |
|                             | 24   | Unrestricted . . . . .  |   |           |           |
|                             | 25   | Temporarily restricted . . . . .  |   |           |           |
|                             | 26   | Permanently restricted . . . . .  |   |           |           |
|                             | <b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/><br><b>and complete lines 27 through 31.</b>   |   |   |           |           |
|                             | 27   | Capital stock, trust principal, or current funds . . . . .  | 2,820,400   | 3,069,857 |           |
|                             | 28   | Paid-in or capital surplus, or land, bldg , and equipment fund  |   |           |           |
|                             | 29   | Retained earnings, accumulated income, endowment, or other funds  |   |           |           |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .  | 2,820,400   | 3,069,857   |           |           |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) .   | 2,820,400   | 3,069,857   |           |           |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |  |   |           |
|---|--|---|-----------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 2,820,400 |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | 242,878   |
| 3 | Other increases not included in line 2 (itemize) ▶ _____   | 3 | 6,919     |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 3,070,197 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____   | 5 | 340       |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .  | 6 | 3,069,857 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a)<br>List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
|---|---|---|-------------------------------------|
| <b>1a</b> See Additional Data Table   |   |   |                                     |
| <b>b</b>  |   |   |                                     |
| <b>c</b>  |   |   |                                     |
| <b>d</b>  |   |   |                                     |
| <b>e</b>  |   |   |                                     |

  

| (e)<br>Gross sales price           | (f)<br>Depreciation allowed<br>(or allowable) | (g)<br>Cost or other basis<br>plus expense of sale | (h)<br>Gain or (loss)<br>(e) plus (f) minus (g) |
|------------------------------------|---|--|---|
| <b>a</b> See Additional Data Table |   |  |   |
| <b>b</b>                           |   |  |   |
| <b>c</b>                           |   |  |   |
| <b>d</b>                           |   |  |   |
| <b>e</b>                           |   |  |   |

  

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

  

|   |   |          |         |
|---|---|----------|---------|
| <b>2</b> 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> | <b>2</b> | 439,854 |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 |   | <b>3</b> |         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

| (a)<br>Base period years Calendar<br>year (or tax year beginning in)   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|--|--|---|
| 2016   | 241,194                                  | 3,940,959                                    | 0 061202  |
| 2015   | 224,542                                  | 4,100,014                                    | 0 054766  |
| 2014   | 215,444                                  | 4,244,843                                    | 0 050754  |
| 2013   | 192,000                                  | 4,067,488                                    | 0 047204  |
| 2012   | 180,000                                  | 3,745,958                                    | 0 048052  |
| <b>2</b> Total of line 1, column (d)   |  |  | <b>2</b> 0 261978   |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years |  |  | <b>3</b> 0 052396   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5  |  |  | <b>4</b> 4,172,481  |
| <b>5</b> Multiply line 4 by line 3   |  |  | <b>5</b> 218,621  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)  |  |  | <b>6</b> 4,989  |
| <b>7</b> Add lines 5 and 6   |  |  | <b>7</b> 223,610  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4  |  |  | <b>8</b> 246,500  |

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)**

|           |   |           |       |
|-----------|---|-----------|-------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |           |       |
| <b>b</b>  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .  | <b>1</b>  | 4,989 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)  |           |       |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | <b>2</b>  | 0     |
| <b>3</b>  | Add lines 1 and 2. . . . .  | <b>3</b>  | 4,989 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | <b>4</b>  | 0     |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .  | <b>5</b>  | 4,989 |
| <b>6</b>  | Credits/Payments  |           |       |
| <b>a</b>  | 2017 estimated tax payments and 2016 overpayment credited to 2017   | <b>6a</b> | 916   |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source . . . . .   | <b>6b</b> |       |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868) . . . . .   | <b>6c</b> |       |
| <b>d</b>  | Backup withholding erroneously withheld . . . . .   | <b>6d</b> |       |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d. . . . .  | <b>7</b>  | 916   |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | <b>8</b>  | 0     |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>  | <b>9</b>  | 4,073 |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>  | <b>10</b> |       |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <b>▶</b> 0 <b>Refunded</b> <b>▶</b>   | <b>11</b> | 0     |

**Part VII-A Statements Regarding Activities**

|  | Yes       | No  |
|--|-----------|-----|
| <b>1a</b> 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>1a</b> | No  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .<br><i>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</i> | <b>1b</b> | No  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .   | <b>1c</b> | No  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br><b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____   |           |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____  |           |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities</i>   | <b>2</b>  | No  |
| <b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .   | <b>3</b>  | No  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .  | <b>4a</b> | No  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .   | <b>4b</b> |     |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T</i>   | <b>5</b>  | No  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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? . . . . .             | <b>6</b>  | No  |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .   | <b>7</b>  | Yes |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions)<br><b>▶</b> VA _____  |           |     |
| <b>b</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? <i>If "No," attach explanation</i> .  | <b>8b</b> | Yes |
| <b>9</b> 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 taxable year beginning in 2017 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .  | <b>9</b>  | No  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .  | <b>10</b> | No  |

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

|           |  |           |            |           |
|-----------|--|-----------|------------|-----------|
| <b>11</b> | 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). | <b>11</b> |            | <b>No</b> |
| <b>12</b> | 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) | <b>12</b> |            | <b>No</b> |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ►   | <b>13</b> | <b>Yes</b> |           |
| <b>14</b> | The books are in care of ► CHESAPEAKE TRUST COMPANY, SHERRI L CLOWSER Telephone no ► (804) 435-4246  |           |            |           |

Located at ► P O BOX 1419 KILMARNOCK VA ZIP+4 ► 22482

|           |   |                          |            |           |
|-----------|---|--------------------------|------------|-----------|
| <b>15</b> | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .   | <input type="checkbox"/> |            |           |
|           | and enter the amount of tax-exempt interest received or accrued during the year . . . . .   | <b>15</b>                |            |           |
| <b>16</b> | 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?<br>See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ► | <b>16</b>                | <b>Yes</b> | <b>No</b> |

**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.**

|           |   |           |            |           |
|-----------|---|-----------|------------|-----------|
| <b>1a</b> | During the year did the foundation (either directly or indirectly)  |           | <b>Yes</b> | <b>No</b> |
|           | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |           |            |           |
|           | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |           |            |           |
|           | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |           |            |           |
|           | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |           |            |           |
|           | (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |           |            |           |
| <b>b</b>  | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/>  | <b>1b</b> |            | <b>No</b> |
| <b>c</b>  | 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? <input type="checkbox"/>  | <b>1c</b> |            | <b>No</b> |
| <b>2</b>  | 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))   |           |            |           |
| <b>a</b>  | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► 20____, 20____, 20____, 20____  |           |            |           |
| <b>b</b>  | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>  | <b>2b</b> |            | <b>No</b> |
| <b>c</b>  | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br>► 20____, 20____, 20____, 20____  |           |            |           |
| <b>3a</b> | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |           |            |           |
| <b>b</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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <b>3b</b> |            |           |
| <b>4a</b> | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | <b>4a</b> |            | <b>No</b> |
| <b>b</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?   | <b>4b</b> |            | <b>No</b> |

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

|   |           |  |           |
|---|-----------|--|-----------|
| <b>5a</b> During the year did the foundation pay or incur any amount to<br><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |  |           |
| <b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>   | <b>5b</b> |  |           |
| <b>c</b> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No<br><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>  |           |  |           |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><i>If "Yes" to 6b, file Form 8870</i>   | <b>6b</b> |  | <b>No</b> |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  | <b>7b</b> |  |           |

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

| (a) Name and address   | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|--|---|---|---|---------------------------------------|
| CHESAPEAKE TRUST COMPANY<br>P O BOX 1419<br>KILMARNOCK, VA 22482 | TRUSTEE<br>2  | 49,006                                    |   |                                       |

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

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

**Total** number of other employees paid over \$50,000. . . . . **0**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

**Total** number of others receiving over \$50,000 for professional services. . . . . **0**

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|          | Expenses |
|----------|----------|
| <b>1</b> |          |
|          |          |
|          |          |
| <b>2</b> |          |
|          |          |
|          |          |
| <b>3</b> |          |
|          |          |
|          |          |
| <b>4</b> |          |
|          |          |
|          |          |

**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 |
|--|--------|
| <b>1</b>   |        |
|  |        |
|  |        |
| <b>2</b>   |        |
|  |        |
|  |        |
| All other program-related investments. See instructions.   |        |
| <b>3</b>   |        |
|  |        |
|  |        |
| <b>Total.</b> Add lines 1 through 3  |        |

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

|          |  |           |           |
|----------|--|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes   |           |           |
| <b>a</b> | Average monthly fair market value of securities.   | <b>1a</b> | 3,943,950 |
| <b>b</b> | Average of monthly cash balances.  | <b>1b</b> | 145,071   |
| <b>c</b> | Fair market value of all other assets (see instructions).  | <b>1c</b> | 147,000   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c).   | <b>1d</b> | 4,236,021 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).   | <b>1e</b> | 0         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets.  | <b>2</b>  | 0         |
| <b>3</b> | Subtract line 2 from line 1d.  | <b>3</b>  | 4,236,021 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).   | <b>4</b>  | 63,540    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4. | <b>5</b>  | 4,172,481 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5.  | <b>6</b>  | 208,624   |

**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.)

|           |  |           |         |
|-----------|--|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6.   | <b>1</b>  | 208,624 |
| <b>2a</b> | Tax on investment income for 2017 from Part VI, line 5.  | <b>2a</b> | 4,989   |
| <b>b</b>  | Income tax for 2017 (This does not include the tax from Part VI).  | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b.   | <b>2c</b> | 4,989   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1.                                     | <b>3</b>  | 203,635 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions.   | <b>4</b>  | 0       |
| <b>5</b>  | Add lines 3 and 4.   | <b>5</b>  | 203,635 |
| <b>6</b>  | Deduction from distributable amount (see instructions).  | <b>6</b>  | 0       |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 203,635 |

**Part XII Qualifying Distributions** (see instructions)

|          |   |           |         |
|----------|---|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes   |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.  | <b>1a</b> | 246,500 |
| <b>b</b> | Program-related investments—total from Part IX-B.   | <b>1b</b> | 0       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.  | <b>2</b>  | 0       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the   |           |         |
| <b>a</b> | Suitability test (prior IRS approval required).   | <b>3a</b> | 0       |
| <b>b</b> | Cash distribution test (attach the required schedule).  | <b>3b</b> | 0       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.                                    | <b>4</b>  | 246,500 |
| <b>5</b> | 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). | <b>5</b>  | 4,989   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.  | <b>6</b>  | 241,511 |

**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)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017 |
|--|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2017 from Part XI, line 7  |               |                            |             | 203,635     |
| <b>2</b> Undistributed income, if any, as of the end of 2017   |               |                            |             |             |
| <b>a</b> Enter amount for 2016 only. . . . .   |               |                            | 0           |             |
| <b>b</b> Total for prior years 20____, 20____, 20____  |               | 0                          |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2017   |               |                            |             |             |
| <b>a</b> From 2012. . . . .  |               |                            |             | 0           |
| <b>b</b> From 2013. . . . .  |               |                            |             | 0           |
| <b>c</b> From 2014. . . . .  |               |                            |             | 4,314       |
| <b>d</b> From 2015. . . . .  |               |                            |             | 24,457      |
| <b>e</b> From 2016. . . . .  |               |                            |             | 45,978      |
| <b>f</b> <b>Total</b> of lines 3a through e. . . . .   | 74,749        |                            |             |             |
| <b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 246,500  |               |                            |             |             |
| <b>a</b> Applied to 2016, but not more than line 2a  |               |                            | 0           |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .  |               | 0                          |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .  | 0             |                            |             |             |
| <b>d</b> Applied to 2017 distributable amount. . . . .   |               |                            |             | 203,635     |
| <b>e</b> Remaining amount distributed out of corpus  | 42,865        |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2017<br>(If an amount appears in column (d), the same amount must be shown in column (a) )  | 0             |                            |             | 0           |
| <b>6</b> <b>Enter the net total of each column as indicated below:</b>   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5   | 117,614       |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .   |               | 0                          |             |             |
| <b>c</b> 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                          |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .   |               | 0                          |             |             |
| <b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .   |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .   |               |                            |             | 0           |
| <b>7</b> 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             |                            |             |             |
| <b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .  | 0             |                            |             |             |
| <b>9</b> <b>Excess distributions carryover to 2018.</b><br>Subtract lines 7 and 8 from line 6a . . . . .   | 117,614       |                            |             |             |
| <b>10</b> Analysis of line 9   |               |                            |             |             |
| <b>a</b> Excess from 2013. . . . .   |               |                            |             | 0           |
| <b>b</b> Excess from 2014. . . . .   |               |                            |             | 4,314       |
| <b>c</b> Excess from 2015. . . . .   |               |                            |             | 24,457      |
| <b>d</b> Excess from 2016. . . . .   |               |                            |             | 45,978      |
| <b>e</b> Excess from 2017. . . . .   |               |                            |             | 42,865      |

**b** Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)Form **990-PF** (2017)

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

| Recipient   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|---|--|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business)                               |  |                                      |                                     |         |
| <b>a</b> <i>Paid during the year</i><br>See Additional Data Table |  |                                      |                                     |         |
| <b>Total</b> . . . . .  |  |                                      | <b>3a</b>                           | 246,500 |
| <b>b</b> <i>Approved for future payment</i>                       |  |                                      |                                     |         |
| <b>Total</b> . . . . .  |  |                                      | <b>3b</b>                           |         |

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

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

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

|                  |  |            |       |
|------------------|--|------------|-------|
| <b>Sign Here</b> | 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. |            |       |
|                  | *****  | 2018-05-01 | ***** |
|                  | Signature of officer or trustee  | Date       | Title |

|  |
|--|
| May the IRS discuss this return with the preparer shown below<br>(see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|--|

|   |   |                      |            |   |                                |
|---|---|----------------------|------------|---|--------------------------------|
| <b>Paid Preparer Use Only</b>   | Print/Type preparer's name                | Preparer's Signature | Date       | Check if self-employed <input type="checkbox"/> | PTIN                           |
|   | DOAK ARTHUR PFAFF                         |                      | 2018-05-01 |   | P00878518                      |
|   | Firm's name <b>▶</b> ERNST & YOUNG US LLP |                      |            |   | Firm's EIN <b>▶</b> 34-6565596 |
| Firm's address <b>▶</b> 2100 EAST CARY ST SUITE 201<br>RICHMOND, VA 23223 |   |                      |            |   | Phone no (804) 344-4554        |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 5000 AR ST DEV FA E 1 606% EDR POOL DUE 11/01/17 XTRO TAXBL  |   | 2014-01-22                              | 2017-01-11                          |
| 175 APPLE INC  |   | 2015-11-18                              | 2017-02-01                          |
| 150 ABBVIE INC   |   | 2009-09-24                              | 2017-02-09                          |
| 742 77 BNSF RAILWAY CO 5 629% REMIC DUE 04/01/24 BNSF  |   | 2014-12-08                              | 2017-04-01                          |
| 15000 SCANA CORPORATION DTD 05/12/11 4 750% 05/15/2021   |   | 2016-04-21                              | 2017-04-04                          |
| 35000 VERIZON COMMUNICA 5 5% DUE 02/15/18  |   | 2008-03-26                              | 2017-04-24                          |
| 225 DISH NETWORK CORP CLASS A  |   | 2010-04-01                              | 2017-05-10                          |
| 400 MACYS INC  |   | 2015-11-18                              | 2017-05-11                          |
| 50000 GOLDMAN SACHS GROUP, INC DTD 03/11/16 2 250% 03/11/2021  |   | 2016-03-08                              | 2017-06-12                          |
| 50 AUTOZONE INC  |   | 2012-04-30                              | 2017-06-21                          |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 5,000                 |  | 4,986   | 14   |
| 22,610                |  | 20,439  | 2,171  |
| 9,122                 |  | 3,670   | 5,452  |
| 743                   |  | 814   | -71  |
| 15,600                |  | 15,668  | -68  |
| 36,163                |  | 34,776  | 1,387  |
| 13,856                |  | 4,669   | 9,187  |
| 9,984                 |  | 15,572  | -5,588                                       |
| 50,000                |  | 50,000  |  |
| 28,763                |  | 19,827  | 8,936  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |  |
|   |                                      |   | 14   |
|   |                                      |   | 2,171  |
|   |                                      |   | 5,452  |
|   |                                      |   | -71  |
|   |                                      |   | -68  |
|   |                                      |   | 1,387  |
|   |                                      |   | 9,187  |
|   |                                      |   | -5,588   |
|   |                                      |   |  |
|   |                                      |   | 8,936  |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 100 CAPITAL ONE FINL   |   | 2010-10-19                              | 2017-06-21                          |
| 250 FOOT LOCKER INC  |   | 2015-11-18                              | 2017-06-21                          |
| 350 TARGET CORPORATION   |   | 2006-07-13                              | 2017-06-21                          |
| 400 TEVA PHARM INDS LTD F ADR 1 ADR REPS 1 ORD SHS   |   | 2017-02-09                              | 2017-06-21                          |
| 500 WESTERN UNION CO   |   | 2012-11-01                              | 2017-06-21                          |
| 300 ABBOTT LABORATORIES  |   | 2011-01-28                              | 2017-08-10                          |
| 300 ABBVIE INC   |   | 2011-01-28                              | 2017-08-10                          |
| 100 AMGEN INCORPORATED   |   | 2009-04-09                              | 2017-08-10                          |
| 75 BLACKROCK INC   |   | 2012-01-04                              | 2017-08-10                          |
| 31 BRIGHTHOUSE FINL INC COM  |   | 2016-08-04                              | 2017-08-10                          |

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

| (e) Gross sales price | Depreciation allowed<br>(f) (or allowable) | Cost or other basis<br>(g) plus expense of sale | Gain or (loss)<br>(h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 8,075                 |  | 3,874   | 4,201  |
| 11,882                |  | 15,237  | -3,355                                       |
| 17,843                |  | 18,372  | -529   |
| 12,536                |  | 13,076  | -540   |
| 9,470                 |  | 8,197   | 1,273  |
| 14,526                |  | 6,693   | 7,833  |
| 21,249                |  | 6,979   | 14,270                                       |
| 17,008                |  | 4,763   | 12,245                                       |
| 31,803                |  | 12,272  | 19,531                                       |
| 1,802                 |  | 1,471   | 331  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69  | Adjusted basis<br>(j) as of 12/31/69 | Excess of col (i)<br>(k) over col (j), if any |   |
|   |                                      |   | 4,201   |
|   |                                      |   | -3,355  |
|   |                                      |   | -529  |
|   |                                      |   | -540  |
|   |                                      |   | 1,273   |
|   |                                      |   | 7,833   |
|   |                                      |   | 14,270  |
|   |                                      |   | 12,245  |
|   |                                      |   | 19,531  |
|   |                                      |   | 331   |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 400 BRISTOL-MYERS SQUIBB   |   | 2013-09-19                              | 2017-08-10                          |
| 300 CME GROUP INC CLASS A  |   | 2012-01-04                              | 2017-08-10                          |
| 350 CVS HEALTH CORP  |   | 2006-04-27                              | 2017-08-10                          |
| 250 CAPITAL ONE FINL   |   | 2010-10-19                              | 2017-08-10                          |
| 400 CERNER CORP  |   | 2009-12-01                              | 2017-08-10                          |
| 250 CISCO SYSTEMS INC  |   | 2009-01-29                              | 2017-08-10                          |
| 100 CLOROX COMPANY   |   | 2009-01-29                              | 2017-08-10                          |
| 200 COLGATE-PALMOLIVE CO   |   | 2010-10-19                              | 2017-08-10                          |
| 800 CONOCOPHILLIPS   |   | 2009-04-20                              | 2017-08-10                          |
| 200 WALT DISNEY CO   |   | 2016-11-22                              | 2017-08-10                          |

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

| (e) Gross sales price | Depreciation allowed<br>(f) (or allowable) | Cost or other basis<br>(g) plus expense of sale | Gain or (loss)<br>(h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 22,776                |  | 17,372  | 5,404  |
| 37,294                |  | 15,762  | 21,532                                       |
| 28,055                |  | 14,802  | 13,253                                       |
| 20,892                |  | 9,685   | 11,207                                       |
| 24,687                |  | 7,675   | 17,012                                       |
| 7,820                 |  | 4,250   | 3,570  |
| 13,389                |  | 5,059   | 8,330  |
| 14,301                |  | 7,620   | 6,681  |
| 36,216                |  | 26,230  | 9,986  |
| 20,390                |  | 19,564  | 826  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69  | Adjusted basis<br>(j) as of 12/31/69 | Excess of col (i)<br>(k) over col (j), if any |   |
|   |                                      |   | 5,404   |
|   |                                      |   | 21,532  |
|   |                                      |   | 13,253  |
|   |                                      |   | 11,207  |
|   |                                      |   | 17,012  |
|   |                                      |   | 3,570   |
|   |                                      |   | 8,330   |
|   |                                      |   | 6,681   |
|   |                                      |   | 9,986   |
|   |                                      |   | 826   |



| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 2000 FORD MOTOR COMPANY  |   | 2016-08-04                              | 2017-08-10                          |
| 100 GENERAL DYNAMICS CO  |   | 2007-10-02                              | 2017-08-10                          |
| 300 GENERAL ELECTRIC CO  |   | 2009-01-29                              | 2017-08-10                          |
| 150 HARRIS CORPORATION   |   | 2009-01-29                              | 2017-08-10                          |
| 250 HOME DEPOT INC   |   | 2006-07-07                              | 2017-08-10                          |
| 100 ILLINOIS TOOL WORKS  |   | 2006-04-27                              | 2017-08-10                          |
| 375 IBM CORP   |   | 2007-07-16                              | 2017-08-10                          |
| 305 ISHARES RUSSELL MID CAP ETF  |   | 2009-05-21                              | 2017-08-10                          |
| 440 ISHARES RUSSELL 2000 ETF   |   | 2009-05-21                              | 2017-08-10                          |
| 200 LAS VEGAS SANDS CORP   |   | 2015-11-18                              | 2017-08-10                          |

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

| (e) Gross sales price | Depreciation allowed<br>(f) (or allowable) | Cost or other basis<br>(g) plus expense of sale | Gain or (loss)<br>(h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 21,561                |  | 26,534  | -4,973                                       |
| 19,885                |  | 9,058   | 10,827                                       |
| 7,620                 |  | 3,851   | 3,769  |
| 17,747                |  | 6,507   | 11,240                                       |
| 38,707                |  | 6,796   | 31,911                                       |
| 13,842                |  | 5,242   | 8,600  |
| 53,099                |  | 43,277  | 9,822  |
| 58,094                |  | 19,056  | 39,038                                       |
| 60,332                |  | 21,470  | 38,862                                       |
| 12,068                |  | 9,156   | 2,912  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (I) 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  | Adjusted basis<br>(j) as of 12/31/69 | Excess of col (i)<br>(k) over col (j), if any |  |
|   |                                      |   | -4,973   |
|   |                                      |   | 10,827   |
|   |                                      |   | 3,769  |
|   |                                      |   | 11,240   |
|   |                                      |   | 31,911   |
|   |                                      |   | 8,600  |
|   |                                      |   | 9,822  |
|   |                                      |   | 39,038   |
|   |                                      |   | 38,862   |
|   |                                      |   | 2,912  |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 100 ELI LILLY & COMPANY  |   | 2009-01-29                              | 2017-08-10                          |
| 200 LOWES COMPANIES INC  |   | 2015-11-18                              | 2017-08-10                          |
| 100 MC DONALDS CORP  |   | 2009-01-29                              | 2017-08-10                          |
| 350 METLIFE INC  |   | 2016-08-04                              | 2017-08-10                          |
| 125 MURPHY USA INC   |   | 2010-04-01                              | 2017-08-10                          |
| 325 PPL CORPORATION  |   | 2011-05-18                              | 2017-08-10                          |
| 300 PHILLIPS 66  |   | 2009-04-20                              | 2017-08-10                          |
| 250 PROCTER & GAMBLE   |   | 2009-09-24                              | 2017-08-10                          |
| 200 PUB SVC ENTERPISE GP   |   | 2013-09-19                              | 2017-08-10                          |
| 2346 SCHWAB EMERGING MARKETS EQUITY ETF  |   | 2015-11-18                              | 2017-08-10                          |

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

| (e) Gross sales price | Depreciation allowed<br>(f) (or allowable) | Cost or other basis<br>(g) plus expense of sale | Gain or (loss)<br>(h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 8,183                 |  | 3,805   | 4,378  |
| 15,474                |  | 14,646  | 828  |
| 15,637                |  | 5,855   | 9,782  |
| 16,446                |  | 12,277  | 4,169  |
| 8,564                 |  | 3,999   | 4,565  |
| 12,571                |  | 8,224   | 4,347  |
| 25,146                |  | 6,013   | 19,133                                       |
| 22,980                |  | 14,480  | 8,500  |
| 9,119                 |  | 6,569   | 2,550  |
| 61,113                |  | 49,313  | 11,800                                       |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (I) 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  | Adjusted basis<br>(j) as of 12/31/69 | Excess of col (i)<br>(k) over col (j), if any |  |
|   |                                      |   | 4,378  |
|   |                                      |   | 828  |
|   |                                      |   | 9,782  |
|   |                                      |   | 4,169  |
|   |                                      |   | 4,565  |
|   |                                      |   | 4,347  |
|   |                                      |   | 19,133   |
|   |                                      |   | 8,500  |
|   |                                      |   | 2,550  |
|   |                                      |   | 11,800   |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 300 STERICYCLE INC   |   | 2010-04-01                              | 2017-08-10                          |
| 250 TJX COMPANIES INC  |   | 2015-11-18                              | 2017-08-10                          |
| 200 TEXAS INSTRUMENTS  |   | 2010-04-01                              | 2017-08-10                          |
| 225 U G I CORPORATION  |   | 2013-09-19                              | 2017-08-10                          |
| 150 ULTA BEAUTY INC COM  |   | 2017-07-18                              | 2017-08-10                          |
| 300 UNION PACIFIC CORP   |   | 2011-05-18                              | 2017-08-10                          |
| 675 VERIZON COMMUNICATN  |   | 2009-09-24                              | 2017-08-10                          |
| 150 WALMART, INC   |   | 2015-11-18                              | 2017-08-10                          |
| 600 WELLS FARGO & CO   |   | 2016-04-21                              | 2017-08-10                          |
| 210 CHUBB LIMITED  |   | 2009-01-29                              | 2017-08-10                          |

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

| (e) Gross sales price | Depreciation allowed<br>(f) (or allowable) | Cost or other basis<br>(g) plus expense of sale | Gain or (loss)<br>(h) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 21,450                |  | 15,685  | 5,765  |
| 17,582                |  | 17,109  | 473  |
| 16,167                |  | 4,922   | 11,245                                       |
| 10,845                |  | 5,933   | 4,912  |
| 37,639                |  | 42,362  | -4,723                                       |
| 31,019                |  | 14,417  | 16,602                                       |
| 32,433                |  | 19,193  | 13,240                                       |
| 12,115                |  | 9,121   | 2,994  |
| 31,343                |  | 32,466  | -1,123                                       |
| 31,231                |  | 23,327  | 7,904  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (I)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|---|
| (i) F M V as of 12/31/69  | Adjusted basis<br>(j) as of 12/31/69 | Excess of col (i)<br>(k) over col (j), if any |   |
|   |                                      |   | 5,765   |
|   |                                      |   | 473   |
|   |                                      |   | 11,245  |
|   |                                      |   | 4,912   |
|   |                                      |   | -4,723  |
|   |                                      |   | 16,602  |
|   |                                      |   | 13,240  |
|   |                                      |   | 2,994   |
|   |                                      |   | -1,123  |
|   |                                      |   | 7,904   |

| Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d   |   |   |                                     |
|--|---|---|-------------------------------------|
| List and describe the kind(s) of property sold (e g , real estate,<br>(a) 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
| 818 BRIGHTHOUSE FINL INC COM   |   | 2016-08-04                              | 2017-08-16                          |
| 600 CENTURLINK INC   |   | 2017-08-10                              | 2017-09-13                          |
| 240 SCHLUMBERGER LTD F   |   | 2015-11-18                              | 2017-09-14                          |
| 2 44 BNSF RAILWAY CO 5 629% REMIC DUE 04/01/24 BNSF  |   | 2014-12-08                              | 2017-10-01                          |
| 25000 PITNEY BOWES INC 4 75% DUE 05/15/18  |   | 2010-03-23                              | 2017-10-13                          |
| 450 PG&E CORP COM  |   | 2017-08-10                              | 2017-10-16                          |
| 100 DORMAN PRODUCTS IN COM   |   | 2017-07-18                              | 2017-10-18                          |
| 280 KRAFT HEINZ COMPANY  |   | 2017-08-10                              | 2017-10-18                          |
| 13 THE PRICELINE GROUP INC COM NEW   |   | 2017-08-10                              | 2017-10-18                          |
| 100 VF CORPORATION   |   | 2016-11-22                              | 2017-10-18                          |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 47                    |  | 39  | 8  |
| 11,460                |  | 13,185  | -1,725                                       |
| 16,216                |  | 18,658  | -2,442                                       |
| 2                     |  | 3   | -1   |
| 25,000                |  | 25,062  | -62  |
| 23,970                |  | 31,171  | -7,201                                       |
| 7,181                 |  | 7,662   | -481   |
| 21,557                |  | 24,164  | -2,607                                       |
| 25,324                |  | 24,287  | 1,037  |
| 6,473                 |  | 5,737   | 736  |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (I) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |  |
|   |                                      |   | 8  |
|   |                                      |   | -1,725   |
|   |                                      |   | -2,442   |
|   |                                      |   | -1   |
|   |                                      |   | -62  |
|   |                                      |   | -7,201   |
|   |                                      |   | -481   |
|   |                                      |   | -2,607   |
|   |                                      |   | 1,037  |
|   |                                      |   | 736  |

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

| List and describe the kind(s) of property sold (e g , real estate,<br><b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co ) | <b>(b)</b><br>How acquired<br>P—Purchase<br>D—Donation | <b>(c)</b><br>Date acquired<br>(mo , day, yr ) | <b>(d)</b><br>Date sold<br>(mo , day, yr ) |
|---|--|--|--|
| 525 A T & T INC   |  | 2017-08-10                                     | 2017-10-19                                 |
| 20000 AR ST DEV FA E 1 606% EDR POOL DUE 11/01/17 XTRO TAXBL  |  | 2014-01-22                                     | 2017-11-01                                 |
| 15000 HSBC FIN CORP 5 75% DUE 11/15/17  |  | 2007-10-24                                     | 2017-11-15                                 |
| CAPITAL GAIN DIVIDENDS  | P  |  |  |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

| <b>(e)</b> Gross sales price | Depreciation allowed<br><b>(f)</b> (or allowable) | Cost or other basis<br><b>(g)</b> plus expense of sale | Gain or (loss)<br><b>(h)</b> (e) plus (f) minus (g) |
|------------------------------|---|--|---|
| 18,874                       |   | 20,123   | -1,249  |
| 20,000                       |   | 20,000   |   |
| 15,000                       |   | 15,000   |   |
|                              |   |  | 11  |

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |   |  | <b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|---|
| <b>(i)</b> F M V as of 12/31/69   | Adjusted basis<br><b>(j)</b> as of 12/31/69 | Excess of col (i)<br><b>(k)</b> over col (j), if any |   |
|   |   |  | -1,249  |
|   |   |  |   |
|   |   |  |   |
|   |   |  |   |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |         |
| RAPPAHANNOCK GENERAL HOSPITAL FOUNDATION101 HARRIS ROAD KILMARNOCK, VA 22482                             | NONE  | PC                             | MEDICAL                          | 10,000  |
| LANCASTER COMMUNITY LIBRARY235 SCHOOL STREET KILMARNOCK, VA 22482  | NONE  | PC                             | CHARITABLE                       | 5,000   |
| NORTHERN NECK ORCHESTRA<br>P O BOX 263<br>KILMARNOCK, VA 22482   | NONE  | PC                             | CHARITABLE                       | 6,000   |
| NORTHERN NECK FOOD BANK<br>P O BOX 93<br>WHITE STONE, VA 22578   | NONE  | PC                             | CHARITABLE                       | 15,000  |
| RAPPAHANNOCK COMM COLLEGE EDUCATIONAL FN<br>PO BOX 923<br>WARSAW, VA 22572                               | NONE  | PC                             | EDUCATIONAL                      | 5,000   |
| <b>Total . . . . .</b> ►<br><b>3a</b>  |   |                                |                                  | 246,500 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |         |
| SHIRLEY PERKINS MEMORIAL FUND FOR ANIMALS<br>810 GRIFFINS LANDING RD<br>LANCASTER, VA 22503              | NONE  | N/A                            | CHARITABLE                       | 2,500   |
| WESTMORELAND PLAYERSPO BOX 253<br>CALLAO, VA 22435   | NONE  | PC                             | CHARITABLE                       | 15,000  |
| CHESAPEAKE ACADEMY<br>107 STEAMBOAT ROAD<br>IRVINGTON, VA 22480  | NONE  | PC                             | EDUCATIONAL                      | 6,700   |
| LANCASTERNORTHUMBERLAND INTERFAITH COUNCILP O BOX 368<br>KILMARNOCK, VA 22482                            | NONE  | PC                             | CHARITABLE                       | 6,000   |
| SMITH POINT SEA RESCUEP O BOX 662<br>BURGESS, VA 22432   | NONE  | PC                             | CHARITABLE                       | 12,000  |
| <b>Total . . . . .</b> ▶<br><b>3a</b>  |   |                                |                                  | 246,500 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> Paid during the year  |   |                                |                                  |         |
| HABITAT FOR HUMANITY<br>LANCASTER/NORTHUMBERLAND<br>PO BOX 908<br>KILMARNOCK, VA 22482                   | NONE  | PC                             | CHARITABLE                       | 10,000  |
| RAPPAHANNOCK FOUNDATION FOR THE ARTS<br>708 RAPPAHANNOCK DRIVE<br>White Stone, VA 22578                  | NONE  | PC                             | CHARITABLE                       | 20,000  |
| PRESERVATION NORTHERN NECK<br>ATTN EDWARD WHITEP O BOX 691<br>WARSAW, VA 22572                           | NONE  | PC                             | CHARITABLE                       | 2,000   |
| NORTHERN NECK LAND CONSERVANCY<br>PO BOX 125<br>LANCASTER, VA 22503                                      | NONE  | PC                             | CHARITABLE PURPOSES              | 4,000   |
| LANCASTER COUNTY VA EDUCATION FOUNDATION<br>PO BOX 928<br>KILMARNOCK, VA 22482                           | NONE  | PC                             | CHARITABLE                       | 12,000  |
| <b>Total . . . . . ▶</b><br><b>3a</b>  |   |                                |                                  | 246,500 |



| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |         |
| KILMARNOCK MUSEUM INCPO BOX 2276<br>KILMARNOCK, VA 22482   | NONE  | PC                             | CHARITABLE                       | 3,000   |
| VISIONS LEAD NORTHERN NECK<br>PO BOX 78<br>KILMARNOCK, VA 22482  | NONE  | PC                             | CHARITABLE                       | 5,000   |
| THE HAVEN SHELTER<br>PO BOX 1267 5726 RICHMOND ROAD<br>WARSAW, VA 22572                                  | NONE  | PC                             | CHARITABLE                       | 10,000  |
| CAMP KEKOKA1083 BOYS CAMP RD<br>Kilmarnock, VA 22482   | NONE  | PC                             | CHARITABLE                       | 500     |
| Northern Neck Family YMCA<br>39 WILLIAM B GRAHAM CT<br>Kilmarnock, VA 22482                              | NONE  | PC                             | CHARITABLE                       | 3,800   |
| <b>Total . . . . .</b> ►<br><b>3a</b>  |   |                                |                                  | 246,500 |

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

| Recipient  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--|--|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business)  |  |                                      |                                     |         |
| <b>a</b> <i>Paid during the year</i>   |  |                                      |                                     |         |
| PARTNERS FOR LANCASTER COUNTY<br>SCHOOLS FDNP O BOX 144<br>IRVINGTON, VA 22480 | NONE   | N/A                                  | EDUCATIONAL                         | 5,000   |
| BOYS AND GIRLS CLUB OF THE<br>NORTHERN NECKP O BOX 564<br>KILMARNOCK, VA 22482 | NONE   | PC                                   | CHARITABLE                          | 25,000  |
| ANIMAL WELFARE LEAGUE<br>C/O JUDY HARVELLP O BOX 975<br>WHITE STONE, VA 22578  | NONE   | PC                                   | CHARITABLE                          | 4,000   |
| THE RWC FOUNDATION<br>132 LANCASTER DRIVE<br>IRVINGTON, VA 22480               | NONE   | PC                                   | CHARITABLE                          | 10,000  |
| LEGAL AID WORKS<br>500 LAFAYETTE BOULEVARD<br>FREDERICKSBURG, VA 22401         | NONE   | PC                                   | CHARITABLE                          | 5,000   |
| <b>Total . . . . .</b> ►<br><b>3a</b>  |  |                                      |                                     | 246,500 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |         |
| THE LINKPO BOX 443<br>Sterling, VA 201670443   | NONE  | PC                             | CHARITABLE                       | 4,000   |
| HAMPDEN SYDNEY COLLEGEBOX 637<br>HAMPDEN SYDNEY, VA 23943  | NONE  | PC                             | GENERAL SUPPORT                  | 10,000  |
| HOSPICE OF THE NORTHERN NECK<br>PO BOX 262<br>WARSAW, VA 22572   | NONE  | PC                             | CHARITABLE                       | 6,000   |
| Northern Neck - Middlesex Free Health<br>ClinicPO BOX 1694<br>Kilmarnock, VA 22482                       | NONE  | PC                             | CHARITABLE                       | 13,000  |
| NORTHERN NECK ARTISAN TRAIL<br>PO BOX 166<br>GREENVILLE, VA 24401  | NONE  | PC                             | SUPPORT                          | 5,000   |
| <b>Total . . . . .</b><br><b>3a</b>  |   |                                |                                  | 246,500 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |   |                                |                                  |         |
|--|---|--------------------------------|----------------------------------|---------|
| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)  |   |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |         |
| NORTHERN NECK CASAPO BOX 695<br>LANCASTER, VA 22503  | NONE  | PC                             | CHARITABLE                       | 3,000   |
| NORTHERN NECK SAIL AND POWER SQUADRON<br>2949 HARRY HOGAN ROAD<br>CALLAO, VA 22435                       | NONE  | PC                             | CHARITABLE                       | 3,000   |
| <b>Total . . . . .</b> ▶<br><b>3a</b>  |   |                                |                                  | 246,500 |

**TY 2017 Accounting Fees Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458**Accounting Fees Schedule**

| <b>Category</b>                | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements<br/>for Charitable<br/>Purposes</b> |
|--------------------------------|---------------|----------------------------------|--------------------------------|--|
| TAX PREPARATION FEE (NON-ALLOC | 600           | 600                              |                                |  |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2017 Depreciation Schedule**

**Name:** MASON AND LULA COLE CHARITABLE TUA

**EIN:** 26-6779458

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| BAY WALK 095 AC L       | 2012-01-01    | 157,850             | 28,457                    | M27                | 27                       | 5,739                               |                       |                     |                                 |

**TY 2017 Investments Corporate Bonds Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458**Investments Corporate Bonds Schedule**

| <b>Name of Bond</b>            | <b>End of Year Book Value</b> | <b>End of Year Fair Market Value</b> |
|--------------------------------|-------------------------------|--------------------------------------|
| AT&T COM GLOBAL 5.5% 2/1/18    | 24,937                        | 25,072                               |
| AT&T INC 3.875% 8/15/21        | 5,087                         | 5,180                                |
| DUKE ENGY CORP 3.05% 8/15/22   | 15,260                        | 15,165                               |
| TOYOTA MOTOR CREDIT CORP 1.288 | 14,970                        | 15,016                               |
| SHELL INT 4.3% 9/22/19         | 25,000                        | 25,898                               |
| TARGET CORP 6% 1/15/18         | 15,010                        | 15,019                               |
| VERIZON 5.5% 2/15/18           |                               |                                      |
| PITNEY BOWES INC 4.75% 5/15/18 |                               |                                      |
| WAL MART STORES 3.25%10/25/20  | 50,069                        | 51,513                               |
| NUCOR 4.125% 9/15/22           | 24,884                        | 26,528                               |
| HUMANNA INC 3.15% 12/1/22      | 15,039                        | 15,100                               |
| LOWES CO 3.12% 4/15/22         | 5,024                         | 5,101                                |
| NIKE INC 2.25% 5/01/23         | 10,039                        | 9,945                                |
| FORD MOTOR CREDIT VAR 11/20/18 | 24,951                        | 24,987                               |
| GENERAL ELECTRIC VAR 20 4/15/2 | 19,974                        | 20,174                               |
| GOLDMAN SACHS GRP INC 2.250% 3 |                               |                                      |
| GOLDMAN SACHS BK 2.05% CD 1/1  |                               |                                      |
| MORGAN STANLEY VAR I8 11/9/18  | 20,150                        | 20,048                               |
| NORFOLK SOUTHERN 3.25% 12/01/2 | 51,661                        | 53,283                               |
| OLD REPUBLIC INTL CORP 4.875%  | 5,191                         | 5,356                                |

**Investments Corporate Bonds Schedule**

| Name of Bond                   | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| BARCLAYS BANK PLC 4% 9/30/25   | 20,159                 | 20,645                        |
| BNSF RAILWAY CO 5.629% REMIC 4 | 6,102                  | 6,009                         |
| GOLDMAN SACHS GROUP 4% 8/15/21 | 20,139                 | 20,798                        |
| SCANA CORP 4.75% 5/15/21       |                        |                               |
| SYNCHRONY BANK CD 2.65% 7/27/2 | 9,821                  | 10,043                        |
| SYNCHRONY BANK CD 2.65% 7/27/2 | 5,018                  | 5,021                         |
| WELLS FARGO & CO NEW SR GLBL N | 14,968                 | 14,717                        |
| CAMPBELL SOUP CO 3.3% 3/19/25  | 24,824                 | 25,106                        |
| COCA COLA ENT 7% 10/01/26      | 49,204                 | 50,874                        |
| CONAGRA FOODS IN 3.25% 9/15/22 | 24,142                 | 25,322                        |
| DUKE ENGY CORP 2.6% 12/15/22   | 24,517                 | 24,250                        |
| GOLDMAN SACHS GR STEP 30 DUE 1 | 49,810                 | 49,302                        |
| JPMORGAN CHASE & STEP DUE 3/29 | 106,498                | 105,363                       |
| MEDTRONIC INC 3.625% DUE 3/15/ | 13,323                 | 13,614                        |
| ROYAL BANK OF C 2.25% 11/19/24 | 29,000                 | 29,591                        |
| WEYERHAEUSER CO 6.875% 12/15/3 | 28,670                 | 32,876                        |
| CABOT CORP 7.280% 10/21/2027   | 16,983                 | 17,101                        |
| EATON VANCE CORP               | 25,118                 | 25,586                        |
| JPMORGAN CHASE CO 3.200% 6/15/ | 24,817                 | 24,987                        |
| JPMORGAN CHASE CO 3.000% 8/30/ | 24,765                 | 24,350                        |



**Investments Corporate Bonds Schedule**

| <b>Name of Bond</b>            | <b>End of Year Book Value</b> | <b>End of Year Fair Market Value</b> |
|--------------------------------|-------------------------------|--------------------------------------|
| SOUTHWEST AIRLINES CO 3.000% 1 | 24,613                        | 24,269                               |
| HSBC 5.75% 11/15/17            |                               |                                      |

**TY 2017 Investments Corporate Stock Schedule**

**Name:** MASON AND LULA COLE CHARITABLE TUA  
**EIN:** 26-6779458

| Name of Stock                 | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------|------------------------|-------------------------------|
| AFLAC INC                     | 35,781                 | 70,224                        |
| ABBOTT LABS                   | 9,380                  | 25,682                        |
| ALLSTATE CORP                 | 15,323                 | 52,355                        |
| AMGEN INC                     | 5,954                  | 21,738                        |
| BOEING CO                     | 24,795                 | 44,237                        |
| AUTOZONE INC                  |                        |                               |
| CVS HEALTH CORP               |                        |                               |
| CERNER CORP                   | 3,657                  | 13,478                        |
| CHUBB CORP                    |                        |                               |
| CISCO SYSTEMS INC             |                        |                               |
| CLOROX CO DEL                 | 5,059                  | 14,874                        |
| COLGATE PALMOLIVE CO          | 7,620                  | 15,090                        |
| CONOCOPHILLIPS                |                        |                               |
| GENERAL DYNAMICS CORP         | 8,932                  | 40,690                        |
| GENERAL ELECTRIC CO           |                        |                               |
| HARRIS CORP DEL               | 17,749                 | 84,990                        |
| HOME DEPOT INC                |                        |                               |
| IBM CORP                      |                        |                               |
| ILLINOIS TOOL WORKS INC       | 10,484                 | 33,370                        |
| ISHARES TR US FINL ETF        | 38,211                 | 119,430                       |
| ISHARES TR US BASIC MATERIALS | 4,319                  | 10,220                        |
| ISHARES MSCI EAFE             | 72,945                 | 126,558                       |
| JOHNSON & JOHNSON             | 32,565                 | 69,860                        |
| LILLY, ELI & CO W/RIGHTS      |                        |                               |
| MCDONALDS CORP                | 16,889                 | 51,636                        |
| MICROSOFT CORP                | 29,488                 | 85,540                        |
| PHILIP MORRIS INTL INC        | 15,844                 | 42,260                        |
| PROCTER & GAMBLE CO           | 14,480                 | 22,970                        |
| PHILLIPS 66 COM               |                        |                               |
| STERICYCLE INC                |                        |                               |

| Name of Stock                  | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| TARGET CORP                    |                        |                               |
| VALERO ENERGY CORP NEW         | 2,952                  | 18,382                        |
| VERIZON COMMUNICATIONS         | 8,380                  | 15,879                        |
| CME GROUP INC                  |                        |                               |
| CAPITAL ONE FINL CORP          |                        |                               |
| DISH NETWORK CORP              |                        |                               |
| FISERV INC                     | 17,871                 | 91,791                        |
| NEXTERA ENERGY INC COMMON      | 7,989                  | 23,429                        |
| PPL CORP                       |                        |                               |
| TEXAS INSTRUMENTS INC          | 19,687                 | 83,552                        |
| UNION PACIFIC CORP             | 8,405                  | 26,820                        |
| BRISTOL MYERS SQUIBB           |                        |                               |
| METLIFE INC                    |                        |                               |
| ORACLE CORP                    | 20,096                 | 33,096                        |
| PUBLIC SERVICE ENTERPRISE      |                        |                               |
| SPDR FUND MATERIALS SELECT SEC | 19,608                 | 24,212                        |
| WESTERN UNION CO               |                        |                               |
| VIACOM CL B                    |                        |                               |
| UNITEDHEALTH GRP INC           | 42,164                 | 55,115                        |
| L-3 COMMUNICATIONS HLDGS       |                        |                               |
| BLACKROCK INC                  |                        |                               |
| UGI CORP                       | 5,856                  | 14,085                        |
| JPMORGAN CHASE & CO            | 14,419                 | 42,776                        |
| APPLE INC                      | 24,959                 | 50,769                        |
| ABBVIE INC                     | 6,781                  | 29,013                        |
| CF INDUSTRIES HOLDING          |                        |                               |
| GILEAD SCIENCES                | 22,733                 | 25,074                        |
| ISHARES TR US INDL ETF         | 2,929                  | 7,369                         |
| MURPHY USA INC                 |                        |                               |
| SCWAB US AGGREGATE BOND ETF    |                        |                               |

| Name of Stock                  | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| VANGUARD TOTAL INTERNATIONAL B | 70,668                 | 72,040                        |
| ISHARES IBOXX HIGH YIELD BOND  |                        |                               |
| OPPENHEIMER SENIOR FLOATING RA |                        |                               |
| FOOT LOCKER INC                |                        |                               |
| FORD MOTOR COMPANY             |                        |                               |
| LAS VEGAS SANDS CORP           |                        |                               |
| LOWES COMPANIES INC            |                        |                               |
| MACYS INC                      |                        |                               |
| TJX COMPANIES INC              |                        |                               |
| WAL-MART STORES INC            | 12,161                 | 19,750                        |
| CHEVRON CORP                   | 23,858                 | 31,298                        |
| SCHLUMBERGER LTD               | 22,907                 | 23,587                        |
| AMERIPRISE FINANCIAL           | 32,926                 | 50,841                        |
| WELLS FARGO &CO                |                        |                               |
| DOW CHEMICAL COMPANY           |                        |                               |
| ISHARES RUSSELL 2000 ETF       | 32,905                 | 104,435                       |
| ISHARES RUSSELL MID CAP ETF    | 30,897                 | 103,024                       |
| SCHWAB EMERGING MARKETS EQUITY |                        |                               |
| SCHWAB INTERNATIONAL EQUITY ET | 76,576                 | 90,490                        |
| VANGUARD REIT ETF              | 24,409                 | 26,388                        |
| GLOBAL COMMODITY EQUITY ETF    |                        |                               |
| CHUBB LTD                      |                        |                               |
| WALT DISNEY CO                 |                        |                               |
| VF CORPORATION                 |                        |                               |
| ISHARES IBOXX HIGH YIELD BOND  | 69,329                 | 71,990                        |
| VANGUARD TOTAL INTL BD ETF     |                        |                               |
| INGERSOLL-RAND PLC SHS         | 14,940                 | 15,608                        |
| BROADCOM LIMITED COM NPV       | 24,320                 | 25,690                        |
| AT&T INC                       | 22,020                 | 23,328                        |
| AGILENT TECH INC COM           | 16,098                 | 18,417                        |

| Name of Stock                  | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| ALIGN TECH I COM               | 17,379                 | 22,219                        |
| ANADARKO PETROLEUM             | 4,709                  | 5,364                         |
| BECTON DICKINSON & CO          | 9,928                  | 10,703                        |
| BURLINGTON STORES INC COM      | 16,037                 | 22,145                        |
| CANADIAN NATIRAL RESOURCES LTD | 23,443                 | 26,433                        |
| CHARLES RIVER LAB INTERNATI    | 10,136                 | 10,945                        |
| CHARTER COMMUNICATIONS INC     | 40,598                 | 36,956                        |
| CHILDRENS PLACE INC COM        | 40,894                 | 58,140                        |
| COHERENT INC COM               | 21,538                 | 28,222                        |
| THE COOPER COMPANIES INC       | 12,018                 | 10,894                        |
| DOLLAR TREE INC COM            | 16,030                 | 18,779                        |
| DOWDUPONT INC COM              | 26,400                 | 35,610                        |
| EOG RESCOURCES INC COM         | 23,426                 | 28,057                        |
| ELECTRONIC ARTS INC COM        | 22,862                 | 21,012                        |
| EQUINIX INC COM                | 26,650                 | 27,193                        |
| GRUBHUB INC COM                | 20,335                 | 28,720                        |
| HONEYWELL INTL INC             | 13,768                 | 15,336                        |
| ISHARES EMERGING MARKETS ETF   | 58,360                 | 63,612                        |
| L3 TECHNOLOGIES INC COM        | 12,701                 | 39,570                        |
| THE ESTEE LAUDER CO INC CL A   | 10,994                 | 12,724                        |
| LAZARD INTL STRATEGIC EQUITY O | 100,000                | 107,834                       |
| ELI LILLY & CO                 | 5,708                  | 12,669                        |
| LUMENTUM HLDGS INC             | 10,786                 | 9,780                         |
| MAGNA INTL INC                 | 15,098                 | 17,851                        |
| MARSH MCLENNAN CO INC          | 13,798                 | 14,243                        |
| MARRIOT INTL INC CL A          | 44,955                 | 61,079                        |
| MCCORMICK & CO INC             | 29,046                 | 30,573                        |
| MORGAN STANLEY COM NEW         | 11,725                 | 13,118                        |
| NCR CORP COM                   | 6,170                  | 5,099                         |
| PVH CORP COM                   | 21,325                 | 23,326                        |

| Name of Stock                  | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| PARKER-HANNIFIN CORP COM       | 11,788                 | 14,969                        |
| PEPSICO INC                    | 23,324                 | 23,984                        |
| THE PRICELINE GROUP INC COM NE | 18,319                 | 17,377                        |
| SANOFI                         | 31,066                 | 27,950                        |
| SELECT SECTOR UTI SELECT SPDR  | 24,340                 | 23,706                        |
| TANGER FACTORY OUTLETS CTRS    | 12,215                 | 13,255                        |
| TYSON FOOD INC CL A            | 11,035                 | 12,566                        |
| UNITED RENTALS INC COM         | 13,539                 | 20,629                        |
| VEEVA SYSTEMS INC COM          | 9,304                  | 9,121                         |

**TY 2017 Investments Government Obligations Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458**US Government Securities - End  
of Year Book Value:**

10,142

**US Government Securities - End  
of Year Fair Market Value:**

10,360

**State & Local Government  
Securities - End of Year Book  
Value:****State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2017 Investments - Other Schedule

**Name:** MASON AND LULA COLE CHARITABLE TUA

**EIN:** 26-6779458

### Investments Other Schedule 2

| Category/ Item                 | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|--------------------------------|-----------------------|------------|-------------------------------|
| BAY WALK .095 A/C LOT 3 TOWN O | AT COST               | 210,000    | 147,000                       |



**TY 2017 Other Decreases Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458

| Description | Amount |
|-------------|--------|
| 2016 ROC    | 337    |
| ROUNDING    | 3      |

**TY 2017 Other Expenses Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458**Other Expenses Schedule**

| Description              | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------|--------------------------------------|--------------------------|------------------------|---|
| Rent and Royalty Expense | 3,242                                |                          |                        |   |

**TY 2017 Other Increases Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458

| Description                  | Amount |
|------------------------------|--------|
| COST BASIS ADJUSTMENT        | 1,123  |
| DEPRECIATION ADJUSTMENT      | 5,739  |
| REIMBURSEMENT FOR PY EXPENSE | 57     |

**TY 2017 Taxes Schedule****Name:** MASON AND LULA COLE CHARITABLE TUA**EIN:** 26-6779458

| Category                       | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|--------------------------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES                  | 91     | 91                       |                        | 0   |
| FEDERAL TAX PAYMENT - PRIOR YE | 307    | 0                        |                        | 0   |
| FEDERAL ESTIMATES - PRINCIPAL  | 916    | 0                        |                        | 0   |
| FOREIGN TAXES ON QUALIFIED FOR | 667    | 667                      |                        | 0   |
| FOREIGN TAXES ON NONQUALIFIED  | 80     | 80                       |                        | 0   |