

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

| | | | |
|---|---|---|---|
| Name of foundation THE DAVID BELK CANNON FOUNDATION | | A Employer identification number 27-0004751 | |
| Number and street (or P O box number if mail is not delivered to street address) PO BOX 3746 | | Room/suite | B Telephone number (see instructions) (704) 854-6006 |
| City or town, state or province, country, and ZIP or foreign postal code GASTONIA, NC 280540038 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 125,072,713 | J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities . . . | 1,960,697 | 1,960,697 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 159,234 | | | |
| | b Gross sales price for all assets on line 6a 138,800,685 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 159,234 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| Operating and Administrative Expenses | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 7,744 | 8,391 | | |
| | 12 Total. Add lines 1 through 11 | 2,127,675 | 2,128,322 | | |
| | 13 Compensation of officers, directors, trustees, etc | 202,000 | 54,050 | | 63,950 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | 9,945 | 3,519 | | 0 |
| | 16a Legal fees (attach schedule) | 37,334 | 9,334 | | 33,574 |
| | b Accounting fees (attach schedule) | 6,935 | 0 | | 5,110 |
| | c Other professional fees (attach schedule) | 196,342 | 196,342 | | 0 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) . . . | 50,000 | 0 | | 0 |
| | 19 Depreciation (attach schedule) and depletion . . . | 612 | 0 | | |
| | 20 Occupancy | 3,780 | 0 | | 3,780 |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 22,910 | 0 | | 22,910 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 529,858 | 263,245 | | 129,324 |
| | 25 Contributions, gifts, grants paid | 7,698,000 | | | 6,023,000 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 8,227,858 | 263,245 | | 6,152,324 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -6,100,183 | | | |
| | b Net investment income (if negative, enter -0-) | | 1,865,077 | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.) | | |
|--|--|---|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | | 408,332 | 408,332 |
| | 2 Savings and temporary cash investments | 281,891 | 8,400,138 | 8,400,138 |
| | 3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 2,854 | 3,780 | 3,780 |
| | 10a Investments—U S and state government obligations (attach schedule) | 0 | 21,690,106 | 21,690,106 |
| | b Investments—corporate stock (attach schedule) | 116,878,193 | 71,491,075 | 71,491,075 |
| | c Investments—corporate bonds (attach schedule) | 0 | 6,898,070 | 6,898,070 |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 6,207,732 | 16,181,212 | 16,181,212 |
| | 14 Land, buildings, and equipment basis ▶ _____ 24,302 Less accumulated depreciation (attach schedule) ▶ 24,302 | 632 | 0 | 0 |
| 15 Other assets (describe ▶ _____) | | | | |
| 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 123,371,302 | 125,072,713 | 125,072,713 | |
| Liabilities | 17 Accounts payable and accrued expenses | 11,925 | 196,264 | |
| | 18 Grants payable | | 1,675,000 | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ _____) | | | |
| | 23 Total liabilities (add lines 17 through 22) | 11,925 | 1,871,264 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 123,359,377 | 123,201,449 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| 30 Total net assets or fund balances (see instructions) | 123,359,377 | 123,201,449 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 123,371,302 | 125,072,713 | | |

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 | 123,359,377 |
| 2 Enter amount from Part I, line 27a | 2 | -6,100,183 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | 3 | 5,949,999 |
| 4 Add lines 1, 2, and 3 | 4 | 123,209,193 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 7,744 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 123,201,449 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|---|---|-------------------------------------|
| 1 a PUBLICLY TRADED SECURITIES | | | |
| b POOLED FUND - ALLOCATED GAINS | P | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|--------------------------|---|--|---|
| a 138,688,472 | | 138,641,451 | 47,021 |
| b 112,213 | | | 112,213 |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 47,021 |
| b | | | 112,213 |
| c | | | |
| d | | | |
| e | | | |

| | | |
|---|---|---------|
| 2 Capital gain net income or (net capital loss) | 2 | 159,234 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | |

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

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

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

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

☐ Yes ☐ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2016 | | | |
| 2015 | | | |
| 2014 | | | |
| 2013 | | | |
| 2012 | | | |

| | | |
|--|---|--|
| 2 Total of line 1, column (d) | 2 | |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | |
| 5 Multiply line 4 by line 3 | 5 | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | |
| 7 Add lines 5 and 6 | 7 | |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

| | | | |
|-----------|---|-----------|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 37,302 |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2. | 3 | 37,302 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 37,302 |
| 6 | Credits/Payments | | |
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a | 0 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | 0 |
| 7 | Total credits and payments. Add lines 6a through 6d. | 7 | 50,000 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 1,162 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 11,536 |
| 11 | Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 11,536 Refunded <input type="checkbox"/> | 11 | 0 |

Part VII-A Statements Regarding Activities

| | | | | |
|-----------|---|-----------|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | Yes | No |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | 1b | | No |
| c | Did the foundation file Form 1120-POL for this year? | 1c | | No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0 | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0 | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | 2 | | No |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | Yes | |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | 5 | | No |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | Yes | |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | 7 | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NC | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . | 8b | Yes | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV | 9 | | No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | No |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|-----------|--|-----------|------------|-----------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). | 11 | | No |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | Yes | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A | 13 | Yes | |
| 14 | The books are in care of ERNEST SUMNER Telephone no (704) 864-0927 | | | |

Located at **1201 E GARRISON BLVD GASTONIA NC** ZIP+4 **28054**

| | | | |
|-----------|--|-----------|-------------------------|
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 | | |
| 16 | At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶ | 16 | Yes No |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | | | |
|-----------|---|--|------------|-----------|
| 1a | During the year did the foundation (either directly or indirectly) | | Yes | No |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b | | | No |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 1c | | | No |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 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 If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) <input type="checkbox"/> 2b | | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 3b | | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a | | | No |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b | | | No |

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

| | | | |
|---|-----------|--|-----------|
| 5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) 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 (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) 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 (5) 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 If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 5b | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 <i>If "Yes" to 6b, file Form 8870</i> | 6b | | No |
| 7a 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 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 | 7b | | |

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

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

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---------------------------|---|---|---|---------------------------------------|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 | Contributions to employee benefit plans and deferred compensation (d) | 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 |
|---|---------------------------|------------------|
| ALEX BROWN 100 N MAIN ST STE 2400 WINSTONSALEM, NC 27101 | FINANCIAL CONSULTING FEES | 91,105 |
| COMMUNITY FD OF GASTON COUNTY 1201 E GARRISON BLVD GASTONIA, NC 28054 | FUND MANAGEMENT | 50,279 |
| | | |
| | | |
| | | |
| | | |

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

0

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 | |
| | |
| | |
| 2 | |
| | |
| | |
| 3 | |
| | |
| | |
| 4 | |
| | |
| | |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |

Total. Add lines 1 through 3 ▶

0

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

| | | | |
|----------|--|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities. | 1a | 56,404,241 |
| b | Average of monthly cash balances. | 1b | 62,729,423 |
| c | Fair market value of all other assets (see instructions). | 1c | 12,328,471 |
| d | Total (add lines 1a, b, and c). | 1d | 131,462,135 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 131,462,135 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 1,971,932 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 129,490,203 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 6,474,510 |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|-----------|--|-----------|-----------|
| 1 | Minimum investment return from Part X, line 6. | 1 | 6,474,510 |
| 2a | Tax on investment income for 2017 from Part VI, line 5. | 2a | 37,302 |
| b | Income tax for 2017 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 37,302 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 6,437,208 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 0 |
| 5 | Add lines 3 and 4. | 5 | 6,437,208 |
| 6 | Deduction from distributable amount (see instructions). | 6 | 0 |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 6,437,208 |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|---|-----------|-----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. | 1a | 6,152,324 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 6,152,324 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 6,152,324 |

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

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2016 | (c) 2016 | (d) 2017 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7 | | | | 6,437,208 |
| 2 Undistributed income, if any, as of the end of 2017 | | | | |
| a Enter amount for 2016 only. | | | 0 | |
| b Total for prior years 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2017 | | | | |
| a From 2012. | | | | |
| b From 2013. | | | | |
| c From 2014. | | | | |
| d From 2015. | | | | |
| e From 2016. | | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>6,152,324</u> | | | | |
| a Applied to 2016, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions). | 0 | | | |
| d Applied to 2017 distributable amount. | | | | 6,152,324 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 | | | | 284,884 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). | 0 | | | |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2013. | | | | |
| b Excess from 2014. | | | | |
| c Excess from 2015. | | | | |
| d Excess from 2016. | | | | |
| e Excess from 2017. | | | | |

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**

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-----------|
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | ▶ 3a | 6,023,000 |
| b <i>Approved for future payment</i> FIRST ARP CHURCH 317 S CHESTER ST GASTONIA, NC 28052 | N/A | PC | CAPITAL CAMPAIGN | 175,000 |
| WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989 | N/A | PC | CAPITAL CAMPAIGN | 1,500,000 |
| | | | | |
| Total | | | ▶ 3b | 1,675,000 |

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. . . . | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities. . . . | | | 14 | 1,960,697 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. | | | | | |
| b Not debt-financed property. | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income. | | | 14 | 7,744 | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 159,234 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e). . . | | 0 | | 2,127,675 | 0 |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | 13 | | 2,127,675 |

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

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

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

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|---|--|
| | | | |
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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 |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
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| | | | |
|------------------|--|------------|-------|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. | | |
| | ***** | 2018-11-15 | ***** |
| | Signature of officer or trustee | Date | Title |

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

| | | | | | |
|--|---|----------------------|------|---|--------------------------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's Signature | Date | Check if self-employed <input type="checkbox"/> | PTIN |
| | AMANDA ADAMS | | | | P00748038 |
| | Firm's name ► CHERRY BEKAERT LLP | | | | Firm's EIN ► 56-0574444 |
| Firm's address ► 1111 METROPOLITAN AVE STE 900 CHARLOTTE, NC 28204 | | | | | Phone no (704) 377-1678 |

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

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|--|---|---|---------------------------------------|
| B FRANK MATTHEWS II PO BOX 3746 GASTONIA, NC 280540038 | CHAIRMAN 4 00 | 53,000 | 0 | 0 |
| EUGENE R MATTHEWS II PO BOX 3746 GASTONIA, NC 280540038 | | | | |
| MARY M VAUGHN PO BOX 3746 GASTONIA, NC 280540038 | PRESIDENT/CEO/TREASURER 25 00 | 102,000 | 0 | 0 |
| HARRIET M JACKSON PO BOX 3746 GASTONIA, NC 280540038 | | | | |
| VANN M MATTHEWS II PO BOX 3746 GASTONIA, NC 280540038 | DIRECTOR 0 50 | 11,000 | 0 | 0 |
| DR RICHARD E RANKIN JR PO BOX 3746 GASTONIA, NC 280540038 | | 12,000 | 0 | 0 |
| | | | | |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| BETHLEHEM CHURCHPO BOX 551387 GASTONIA, NC 28055 | N/A | PC | MISSIONS OF MERCY FALL EVENT | 10,000 |
| BOYS AND GIRLS CLUBS OF GREATER GASTON PO BOX 23 GASTONIA, NC 28052 | N/A | PC | GENERAL SUPPORT | 40,000 |
| CANCER SERVICES OF GASTON COUNTY 306 S COLUMBIA ST GASTONIA, NC 28054 | N/A | PC | GENERAL SUPPORT | 5,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| CHARLOTTE NEUROSCIENCE FOUNDATION 300 BILLINGSLEY RD STE 108 CHARLOTTE, NC 28211 | N/A | PC | MEMORY CENTER CHARLOTTE | 50,000 |
| CHRIST SCHOOL 500 CHRIST SCHOOL RD ARDEN, NC 28704 | N/A | PC | SCHOLARSHIPS/ANNUAL LOYALTY FUND | 31,500 |
| CLARENDON HABITAT FOR HUMANITY PO BOX 639 MANNING, SC 29102 | N/A | PC | GENERAL SUPPORT | 7,500 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| COMMUNITY FOUNDATION OF GASTON COUNTY 1201 E GARRISON BLVD GASTONIA, NC 28054 | N/A | PC | GENERAL SUPPORT, DBC DAF FUND | 1,540,000 |
| CRISIS ASSISTANCE MINISTRY 805 W AIRLINE AVE STE B GASTONIA, NC 28052 | N/A | PC | GENERAL SUPPORT | 20,000 |
| CRUPO BOX 628222 ORLANDO, FL 32862 | N/A | PC | MISSIONARY SPONSORSHIP | 15,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| DALLAS HISTORIC COURTHOUSE FOUNDATION 210 N HOLLAND ST DALLAS, NC 28034 | N/A | PC | GENERAL SUPPORT | 20,000 |
| DANIEL STOWE BOTANICAL GARDEN 6500 S NEW HOPE RD BELMONT, NC 28012 | N/A | PC | ELECTRICAL PROJECT | 60,000 |
| FAMILY YMCA OF GREATER AUGUSTA 945 BROAD ST AUGUSTA, GA 30901 | N/A | PC | CAPITAL CAMPAIGN | 100,000 |
| Total ► 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|--|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| FIRST ARP CHURCH317 S CHESTER ST GASTONIA, NC 28052 | N/A | PC | CAPITAL CAMPAIGN | 75,000 |
| FIRST PRESBYTERIAN CHURCH 1621 E GARRISON BLVD GASTONIA, NC 28054 | N/A | PC | PARKING LOT PAVING AND LIGHTING, LOCAL MISSION | 280,000 |
| GASTON COUNTY FAMILY YMCA 2221 ROBINWOOD RD GASTONIA, NC 28054 | N/A | PC | WARLICK YMCA CAPITAL CAMPAIGN | 503,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|---|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| GASTON DAY SCHOOL 2001 GASTON DAY SCHOOL RD GASTONIA, NC 28056 | N/A | PC | 50TH ANNIVERSARY CAPITAL CAMPAIGN, SCHOLARSHIPS | 2,055,000 |
| GASTON LITERACY COUNCIL INC 116 DR MARTIN LUTHER KING JR WAY GASTONIA, NC 28052 | N/A | PC | MEET THE AUTHOR EVENT | 20,000 |
| GREATER GASTON DEVELOPMENT CORP 1212 SPRUCE ST BELMONT, NC 28012 | N/A | NC | GENERAL SUPPORT | 75,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| HEART SOCIETY OF GASTON COUNTY INC 1201 E GARRISON BLVD GASTONIA, NC 28054 | N/A | PC | GENERAL SUPPORT - MEDICINE COSTS | 5,000 |
| HIGHER EDUCATION WORKS FOUNDATION PO BOX 10463 RALEIGH, NC 27605 | N/A | PC | GENERAL SUPPORT | 40,000 |
| JUNIOR ACHIEVEMENT OF THE CENTRAL CAROLINAS 201 S TRYON ST STE LL100 CHARLOTTE, NC 28202 | N/A | PC | GENERAL SUPPORT | 10,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| LAKE CITY COMMUNITY THEATER INC PO BOX 726 LAKE CITY, SC 29560 | N/A | PC | DANCING WITH THE STARS EVENT | 7,500 |
| MERCER UNIVERSITY 1501 MERCER UNIVERSITY DR MACON, GA 31207 | N/A | NC | GENERAL SUPPORT | 5,000 |
| MERRIE WOODE FOUNDATION INC 100 MERRIE WOODE RD SAPPHIRE, NC 28774 | N/A | PC | GENERAL SUPPORT | 1,500 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|-------------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| MOUNT HOLLY FARMERS MARKET 226 S MAIN ST MOUNT HOLLY, NC 28120 | N/A | PC | GENERAL SUPPORT | 10,000 |
| MOUNT VERNON PRESBYTERIAN SCHOOL 471 MT VERNON HWY NE ATLANTA, GA 30328 | N/A | PC | "PIONEER TOMORROW" CAPITAL CAMPAIGN | 75,000 |
| MUSTARD TREE FOUNDATION 5110 OLD ELLIS POINT ROSWELL, GA 30076 | N/A | PC | CHARLOTTE AREA SCHOLARSHIPS | 25,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| NATIONAL MULTIPLE SCLEROSIS SOCIETY 1800 M ST NW STE 750 SOUTH WASHINGTON, DC 20036 | N/A | PC | GENERAL SUPPORT | 25,000 |
| NC BANKERS ASSOCIATION FOUNDATION PO BOX 19999 RALEIGH, NC 27619 | N/A | PC | CAMP CHALLENGE SCHOLARSHIPS | 10,000 |
| OAK RIDGE FOUNDATIONPO BOX 27310 OAK RIDGE, NC 27310 | N/A | PC | LEADERSHIP TRAINING WORKSHOP | 25,000 |
| Total ► 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| PHILANTHROPY ROUNDTABLE 1730 M ST NW STE 601 WASHINGTON, DC 20036 | N/A | PC | GENERAL SUPPORT | 10,000 |
| PRESBYTERIAN COLLEGE 503 S BROAD ST CLINTON, SC 29325 | N/A | PC | BELK AUDITORIUM | 250,000 |
| PREVENT CHILD ABUSE GASTON 615 W FRANKLIN BLVD GASTONIA, NC 28052 | N/A | PC | GENERAL SUPPORT | 10,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| THE SALVATION ARMYPO BOX 1094 GASTONIA, NC 28053 | N/A | PC | GENERAL SUPPORT | 20,000 |
| SHELTER OF GASTON COUNTY 330 DR MARTIN LUTHER KING JR WAY GASTONIA, NC 28052 | N/A | GOV | GENERAL SUPPORT | 20,000 |
| SOCKS INCPO BOX 269 GASTONIA, NC 28101 | N/A | PC | GENERAL SUPPORT | 20,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| UNITED WAY OF AIKEN COUNTY PO BOX 699 AIKEN, SC 29802 | N/A | PC | GENERAL SUPPORT | 15,000 |
| THE UNITED WAY OF GASTON COUNTY PO BOX 2597 GASTONIA, NC 28053 | N/A | PC | GENERAL SUPPORT | 20,000 |
| WOFFORD COLLEGE429 N CHURCH ST SPARTANBURG, SC 29303 | N/A | PC | GENERAL SUPPORT | 2,000 |
| Total ▶ 3a | | | | 6,023,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|-----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989 | N/A | PC | CAPITAL CAMPAIGN | 500,000 |
| YOUNG LIFE GASTON COUNTY 3801 WINGFIELD DR GASTONIA, NC 28056 | N/A | PC | GENERAL SUPPORT | 10,000 |
| Total ▶ 3a | | | | 6,023,000 |

TY 2017 Accounting Fees Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751**Accounting Fees Schedule**

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|---------------|----------------------------------|--------------------------------|--|
| TAX RETURN PREPARATION | 6,935 | 0 | | 5,110 |

TY 2017 Investments Corporate Bonds Schedule

Name: THE DAVID BELK CANNON FOUNDATION

EIN: 27-0004751

Investments Corporate Bonds Schedule

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| ABBVIE INC 3.2% 5/14/26 | 49,846 | 49,846 |
| AETNA INC. 2.8% 6/15/23 | 98,418 | 98,418 |
| ALEXANDRIA REAL ESTATE EQUITIES 3.95% 1/15/27 | 51,077 | 51,077 |
| ALLY AUTO RECV TR 2017-4 1.96% 7/15/22 | 74,231 | 74,231 |
| AMAZON.COM, INC. 3.15% 8/22/27 | 25,038 | 25,038 |
| AMC NETWORKS INC 4.75% 8/1/25 | 9,913 | 9,913 |
| AMERICAN EXPRESS CR CORP 2.6% 9/14/20 | 75,380 | 75,380 |
| AMERICAN INTL GROUP INC 4.875% 6/1/22 | 81,554 | 81,554 |
| AMERISOURCEBERGEN CORP 3.25% 3/1/25 | 50,274 | 50,274 |
| ANDEAVOR LOG LP/TESORO LOG FIN CORP 3.5% 12/1/22 | 19,962 | 19,962 |
| ARCHER DANIELS MIDLAND CO 2.5% 8/11/26 | 109,693 | 109,693 |
| ARGENTINA (REPUBLIC OF) DEB 6.875% 1/26/27 | 92,812 | 92,812 |
| AT&T INC. 3.8% 3/1/24 | 102,411 | 102,411 |
| AT&T INC. 3.9% 8/14/27 | 100,668 | 100,668 |
| BANK OF AMERICA CORPORATION 2.1984% 1/15/19 | 151,245 | 151,245 |
| BANK OF AMERICA CORPORATION 3.248% 10/21/27 | 153,810 | 153,810 |
| BANK OF AMERICA CORPORATION 4.125% 1/22/24 | 159,534 | 159,534 |
| BARCLAYS PLC 2.75% 11/8/19 | 200,446 | 200,446 |
| BP CAP MKTS PLC 2.315% 2/13/20 | 100,308 | 100,308 |
| BROADCOM CORP/BROADCOM CAYMAN 3% 1/15/22 | 79,322 | 79,322 |

Investments Corporate Bonds Schedule

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|--|-------------------------------|--------------------------------------|
| CAPITAL ONE FINANCIAL CORP 3.75% 3/9/27 | 75,800 | 75,800 |
| CARMAX AUTO OWNER TR 2017-4 2.33% 5/15/23 | 44,717 | 44,717 |
| CELGENE CORP 3.55% 8/15/22 | 51,502 | 51,502 |
| CENOVUS ENERGY INC 5.25% 6/15/37 | 37,281 | 37,281 |
| CHARTER COMMUNICATIONS OP 4.2% 3/15/28 | 59,554 | 59,554 |
| CHENIERE CORPUS CHRISTI HLDGS 5.125% 6/30/27 | 36,204 | 36,204 |
| CHESAPEAKE FDG II LLC 2017-2 1.99% 5/15/29 | 99,678 | 99,678 |
| CITIGROUP INC 4.5% 1/14/22 | 228,708 | 228,708 |
| COLUMBIA PPTY TR OPER PSHP 3.65% 8/15/26 | 97,672 | 97,672 |
| COMMONWEALTH EDISON COMPANY 2.95% 8/15/27 | 98,867 | 98,867 |
| CONCHO RESOURCES INC 3.75% 10/1/27 | 25,327 | 25,327 |
| COX COMMUNICATIONS INC 3.15% 8/15/24 | 29,546 | 29,546 |
| CSX CORP 2.6% 11/1/26 | 47,714 | 47,714 |
| CSX CORP 3.35% 11/1/25 | 81,337 | 81,337 |
| DBCG MTG TR 2017-BBG A 2.0892% 6/16/34 | 109,999 | 109,999 |
| DIAMOND 1/2 FIN CORP 6.02% 6/15/26 | 38,592 | 38,592 |
| DIGITAL REALTY TRUST, L.P. 3.7% 8/15/27 | 30,218 | 30,218 |
| DOMINION RESOURCES INC 2.85% 8/15/26 | 154,518 | 154,518 |
| DOW CHEMICAL COMPANY 3.5% 10/1/24 | 77,164 | 77,164 |
| DUKE ENERGY CORP 3.15% 8/15/27 | 148,916 | 148,916 |

Investments Corporate Bonds Schedule

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|-------------------------------|--------------------------------------|
| ENERGY TRANSFER PRTNRS LP 4.9% 2/1/24 | 158,625 | 158,625 |
| EQT CORPORATION 3% 10/1/22 | 4,947 | 4,947 |
| EQT CORPORATION 3.9% 10/1/27 | 39,765 | 39,765 |
| FORD MOTOR COMPANY 4.346% 12/8/26 | 104,258 | 104,258 |
| GENERAL ELECTRIC COMPANY 2.01% 1/14/19 | 125,405 | 125,405 |
| GENESIS ENERGY LP 6.75% 8/1/22 | 62,250 | 62,250 |
| GILEAD SCIENCES INC 3.65% 3/1/26 | 82,992 | 82,992 |
| GLENCORE FUNDING LLC 3% 10/27/22 | 24,756 | 24,756 |
| GOLDMAN SACHS GROUP INC 2.75% 9/15/20 | 150,750 | 150,750 |
| GOLDMAN SACHS GRP INC 2.5158% 11/15/18 | 150,929 | 150,929 |
| HCA INC 5.375% 2/1/25 | 56,925 | 56,925 |
| INTERNATIONAL BUSINESS MACHINES 3.45% 2/19/26 | 103,343 | 103,343 |
| JPMORGAN CHASE & CO 3.25% 9/23/22 | 153,578 | 153,578 |
| JPMORGAN CHASE & CO 3.625% 12/1/27 | 156,671 | 156,671 |
| KINDER MORGAN, INC. 7.75% 1/15/32 | 83,938 | 83,938 |
| KRAFT HEINZ FOODS CO 3.95% 7/15/25 | 82,630 | 82,630 |
| MORGAN STANLEY .01% 1/20/22 | 76,241 | 76,241 |
| MPLX LP 4.125% 3/1/27 | 20,485 | 20,485 |
| MYLAN NV 3.15% 6/15/21 | 50,316 | 50,316 |
| NBC UNIVERSAL INC 5.15% 4/30/20 | 74,579 | 74,579 |

Investments Corporate Bonds Schedule

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|-------------------------------|--------------------------------------|
| NEWELL RUBBERMAID INC 4.2% 4/1/26 | 52,221 | 52,221 |
| NEWS AMERICA INC 4% 10/1/23 | 78,426 | 78,426 |
| NISSAN AUTO REC TR 2017-B 1.95% 10/16/23 | 54,533 | 54,533 |
| ORACLE CORP 2.65% 7/15/26 | 73,121 | 73,121 |
| OSCAR US FUNDING TR 2017-7 2.45% 12/10/21 | 19,816 | 19,816 |
| OSCAR US FUNDING TR 2017-7 2.76% 12/10/24 | 29,606 | 29,606 |
| PETROBRAS GLOBAL FINANCE B.V. 7.375% 1/17/27 | 55,000 | 55,000 |
| POST HOLDINGS INC. 5.5% 3/1/25 | 56,925 | 56,925 |
| PPL CAPITAL FUNDING INC. 3.1% 5/15/26 | 48,937 | 48,937 |
| QUICKEN LOANS INC. 5.75% 5/1/25 | 56,926 | 56,926 |
| REPUBLIC SERVICES, INC 3.375% 11/15/27 | 20,150 | 20,150 |
| REYNOLDS AMERICAN INC. 4.85% 9/15/23 | 76,224 | 76,224 |
| ROGERS COMMUNICATIONS INC 4.1% 10/1/23 | 52,588 | 52,588 |
| SANTANDER DRIVE AUTO 2017-2 1.87% 12/15/20 | 149,894 | 149,894 |
| SHIRE ACQUISITIONS INVTS IRELAND 2.875% 9/23/23 | 49,177 | 49,177 |
| SIMON PROPERTY GROUP, L.P. 3.5% 9/1/25 | 81,898 | 81,898 |
| STARWOOD WAYPOINT HOMES 2017-1 2.4407% 1/22/35 | 100,108 | 100,108 |
| SUNCOR ENERGY INC. 3.6% 12/1/24 | 51,296 | 51,296 |
| SUNOCO LOGISTICS PARTNERS 4.25% 4/1/24 | 76,461 | 76,461 |
| THE CHEMOURS COMPANY 5.375% 5/15/27 | 15,525 | 15,525 |

Investments Corporate Bonds Schedule

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---|-------------------------------|--------------------------------------|
| THERMO FISHER SCIENTIFIC INC 2.95% 9/19/26 | 48,586 | 48,586 |
| TRICON AMERICAN HOMES TR 2.928% 1/18/36 | 99,498 | 99,498 |
| UNITED RENTALS (NORTH AMERICA) 5.75% 11/15/24 | 52,625 | 52,625 |
| VENTAS REALTY LP/VENTAS CAP CORP 3.1% 1/15/23 | 20,003 | 20,003 |
| VEREIT OPERATING PARTNERSHIP 3.95% 8/15/27 | 34,600 | 34,600 |
| VERIZON COMMUNICATIONS INC. 3.376% 2/15/25 | 69,261 | 69,261 |
| VISA INC 3.15% 12/14/25 | 81,784 | 81,784 |
| WELLS FARGO & CO 2.625% 7/22/22 | 99,462 | 99,462 |
| ZAYO GROUP LLC/ZAYO CAPITAL 5.75% 1/15/27 | 40,800 | 40,800 |
| ZIMMER HOLDINGS INC 3.55% 4/1/25 | 29,980 | 29,980 |

TY 2017 Investments Corporate Stock Schedule

Name: THE DAVID BELK CANNON FOUNDATION
EIN: 27-0004751

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| ABBOTTLABS | 351,152 | 351,152 |
| ABBVIE INCORPORATED | 1,934 | 1,934 |
| ABBVIE INCORPORATED | 9,671 | 9,671 |
| ACI WORLDWIDE | 96,121 | 96,121 |
| ACTIVISION BLIZZARD INCORPORATED | 2,026 | 2,026 |
| ACTIVISION BLIZZARD INCORPORATED | 6,332 | 6,332 |
| ADVANCEDDISP SVCS | 96,239 | 96,239 |
| ADVISORY RESEARCH MLP AND ENERGY INCOME FD CLASS I N/L | 121,801 | 121,801 |
| AETNA INCORPORATED | 207,268 | 207,268 |
| AGRIUM INCORPORATED | 1,150 | 1,150 |
| AIR LEASE CORPORATION CLASS A | 914 | 914 |
| ALLEGHANY CORPORATION | 2,384 | 2,384 |
| ALLERGAN PLC SHS | 7,361 | 7,361 |
| ALLIANT ENERGY CORPORATION | 2,301 | 2,301 |
| ALLIANZ SE SP ADR 1/10 SH | 2,300 | 2,300 |
| ALLSCRIPTSHEALTHCARE | 91,520 | 91,520 |
| ALLSTATE CORPORATION | 2,197 | 2,197 |
| ALPHABETINCORPORATED | 262,297 | 262,297 |
| ALTRAINDL MOTION | 142,632 | 142,632 |
| ALTRIA GROUP INCORPORATED | 2,999 | 2,999 |
| AMC NETWORKS INCORPORATED CLASS | 1,244 | 1,244 |
| AMDOCS LIMITED SHS | 2,554 | 2,554 |
| AMEREN CORPORATION | 1,239 | 1,239 |
| AMERICAN AIRLS GROUP INCORPORATED | 989 | 989 |
| AMERICAN ASSETS TR INCORPORATED REIT | 650 | 650 |
| AMERICAN ELEC PWR INCORPORATED | 1,324 | 1,324 |
| AMERICAN HOMES 4 RENT CLASS A REIT | 633 | 633 |
| AMERISOURCEBERGEN CORPORATION | 2,020 | 2,020 |
| AMETEK INCORPORATED | 2,101 | 2,101 |
| AMN HEALTHCARE SERVICES | 142,825 | 142,825 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------|------------------------|-------------------------------|
| ANADARKO PETE CORPORATION | 10,191 | 10,191 |
| ANDEAVOR | 2,515 | 2,515 |
| AON PLC SHS CL A | 1,608 | 1,608 |
| APACHE CORPORATION | 8,444 | 8,444 |
| APPLEINCORPORATED | 197,830 | 197,830 |
| APPLIED MATLS INCORPORATED | 5,111 | 5,111 |
| ARROW ELECTRS INCORPORATED | 2,331 | 2,331 |
| ASTRAZENECA PLC SPONSORED ADR | 2,776 | 2,776 |
| AT&T INCORPORATED | 2,994 | 2,994 |
| AUTODESK INCORPORATED | 9,749 | 9,749 |
| AXA SA SPONSORED ADR | 2,554 | 2,554 |
| AXALTA COATING SYSTEMS | 100,219 | 100,219 |
| BAE SYSTEMS PLC SPONSORED ADR | 2,015 | 2,015 |
| BANCORPSOUTHBK TUPELO | 224,239 | 224,239 |
| BANK NEW YORK MELLON CORPORATION | 5,386 | 5,386 |
| BASF SE SPONSORED ADR | 2,093 | 2,093 |
| BAXTER INTERNATIONAL INCORPORATED | 12,928 | 12,928 |
| BAXTER INTERNATIONAL INCORPORATED | 12,928 | 12,928 |
| BB&T CORPORATION | 845 | 845 |
| BCE INCORPORATED COM NEW | 3,314 | 3,314 |
| BELDEN INCORPORATED | 617 | 617 |
| BERKLEY W R CORPORATION | 1,361 | 1,361 |
| BERKSHIREHATHAWAY | 101,489 | 101,489 |
| BERRY GLOBAL GROUP INCORPORATED | 1,760 | 1,760 |
| BIOGEN INCORPORATED | 9,557 | 9,557 |
| BIOVERATIV INCORPORATED | 809 | 809 |
| BLACKROCK INCORPORATED | 1,027 | 1,027 |
| BMC STK HLDGS | 112,585 | 112,585 |
| BORGWARNER | 146,679 | 146,679 |
| BORGWARNER INCORPORATED | 1,737 | 1,737 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------|-------------------------------|
| BOSTON PROPERTIES INCORPORATED REIT | 2,861 | 2,861 |
| BOSTON SCIENTIFIC CORPORATION | 1,711 | 1,711 |
| BRIGHTHOUSE FINL | 78,402 | 78,402 |
| BRITISH AMERN TOB PLC SPONSORED ADR | 3,617 | 3,617 |
| BROADCOM LIMITED SHS | 13,873 | 13,873 |
| BROADRIDGE FINL SOLUTIONS | 12,228 | 12,228 |
| BROOKSAUTOMATION | 88,245 | 88,245 |
| BROWN & BROWN INCORPORATED | 12,093 | 12,093 |
| BRUKER CORPORATION | 446 | 446 |
| BRUNSWICK CORPORATION | 663 | 663 |
| BRUNSWICK CORPORATION | 74,547 | 74,547 |
| C H ROBINSON WORLDWIDE | 7,840 | 7,840 |
| CALLONPETE COMPANY DEL | 107,042 | 107,042 |
| CARDINAL HEALTH INCORPORATED | 1,103 | 1,103 |
| CBRE GROUP INCORPORATED CLASS | 8,662 | 8,662 |
| CBRE GROUP INCORPORATED CLASS | 8,662 | 8,662 |
| CBS CORPORATION NEW CLASS B | 590 | 590 |
| CEMEX SAB DE CV SPON ADR NEW | 938 | 938 |
| CENTENE CORPORATION DEL | 10,088 | 10,088 |
| CENTURYLINK INCORPORATED | 617 | 617 |
| CHARTER COMMUNICATIONS | 155,214 | 155,214 |
| CIMAREX ENERGY COMPANY | 197,900 | 197,900 |
| CIMAREX ENERGY COMPANY | 976 | 976 |
| CINTAS CORPORATION | 5,142 | 5,142 |
| CIRCOR INTERNATIONAL | 54,035 | 54,035 |
| CISCO SYSTEMS INCORPORATED | 2,107 | 2,107 |
| CITIGROUP INCORPORATED | 331,273 | 331,273 |
| CITRIX SYSTEMS INCORPORATED | 3,960 | 3,960 |
| CME GROUP INCORPORATED COM | 1,022 | 1,022 |
| COCA COLA COMPANY | 872 | 872 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------|------------------------|-------------------------------|
| COCA COLA EUROPEAN PARTNERS P SHS | 996 | 996 |
| COGNIZANT TECHNOLOGY | 568 | 568 |
| COLUMBIA SPORTSWEAR | 116,446 | 116,446 |
| COMCAST CORPORATION | 168,611 | 168,611 |
| COMCAST CORPORATION NEW | 15,459 | 15,459 |
| COMMONWEALTH BANK OF AUSTRALIA | 1,320 | 1,320 |
| COTY INCORPORATED | 67,606 | 67,606 |
| CREE INCORPORATED | 2,303 | 2,303 |
| CROWN HOLDINGS INCORPORATED | 1,463 | 1,463 |
| CSX CORPORATION | 11,002 | 11,002 |
| CSX CORPORATION | 11,002 | 11,002 |
| CUMMINS INCORPORATED | 1,413 | 1,413 |
| CURTISS WRIGHT CORPORATION | 1,097 | 1,097 |
| CVB FINL CORPORATION | 180,941 | 180,941 |
| D R HORTON INCORPORATED | 15,321 | 15,321 |
| D R HORTON INCORPORATED | 15,321 | 15,321 |
| DAIMLER AG REG SHS | 2,209 | 2,209 |
| DANA INCORPORATED | 130,921 | 130,921 |
| DAVITA INCORPORATED | 939 | 939 |
| DELTA AIR LINES INCORPORATED DEL | 840 | 840 |
| DENTSPLY SIRONA INCORPORATED | 4,213 | 4,213 |
| DEUTSCHE POST AG SPONSORED ADR | 2,052 | 2,052 |
| DEUTSCHE TELEKOM AG SPONSORED ADR | 2,185 | 2,185 |
| DEVON ENERGY | 113,974 | 113,974 |
| DIAGEO P L C SPON ADR NEW | 1,168 | 1,168 |
| DIAMONDBACK ENERGY INCORPORATED | 2,146 | 2,146 |
| DISCOVER FINL SVCS | 2,846 | 2,846 |
| DISCOVER FINL SVCS | 276,527 | 276,527 |
| DISCOVERY COMMUNICATNS NEW | 1,634 | 1,634 |
| DISNEY WALT COMPANY | 122,776 | 122,776 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------|-------------------------------|
| DOLBY LABORATORIES INCORPORATED | 2,170 | 2,170 |
| DOLLAR TREE INCORPORATED | 10,731 | 10,731 |
| DOMINION ENERGY INCORPORATED | 2,270 | 2,270 |
| DOUGLAS EMMETT INCORPORATED REIT | 1,314 | 1,314 |
| DOWDUPONT INCORPORATED | 1,994 | 1,994 |
| DTE ENERGY COMPANY | 10,946 | 10,946 |
| DTE ENERGY COMPANY | 1,204 | 1,204 |
| DUKE ENERGY CORPORATION NEW | 2,944 | 2,944 |
| DUKE REALTY CORPORATION COM | 707 | 707 |
| DXC TECHNOLOGY COMPANY | 2,562 | 2,562 |
| E TRADE FINANCIAL CORPORATION | 1,091 | 1,091 |
| EAST WEST BANCORP INCORPORATED | 2,372 | 2,372 |
| EASTGROUP PROPERTY | 86,612 | 86,612 |
| EASTMAN CHEMICAL | 80,504 | 80,504 |
| EATON CORPORATION PLC SHS | 2,607 | 2,607 |
| EBAY INCORPORATED | 1,698 | 1,698 |
| EDISON INTERNATIONAL | 759 | 759 |
| EMCOR GROUP | 89,108 | 89,108 |
| EMERSON ELEC COMPANY | 1,463 | 1,463 |
| ENERGEN CORPORATION | 1,842 | 1,842 |
| ENERSYS (ENS) ENTERGY | 627 | 627 |
| ENTEGRIS INCORPORATED | 95,918 | 95,918 |
| ENTERGY CORPORATION NEW | 1,953 | 1,953 |
| EQT CORPORATION | 1,423 | 1,423 |
| EQUITY RESIDENTIAL SH BEN INT REIT | 893 | 893 |
| ESCO TECHNOLOGIES | 98,810 | 98,810 |
| ESSEX PROPERTY TR INCORPORATED REIT | 724 | 724 |
| EVEREST RE GROUP LIMITED (BERMUDA) | 664 | 664 |
| EXPEDIA INCORPORATED DEL | 838 | 838 |
| EXXON MOBIL CORPORATION | 8,364 | 8,364 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| EXXON MOBIL CORPORATION | 1,924 | 1,924 |
| F M C CORPORATION COM NEW | 757 | 757 |
| FACTSET RESH SYSTEMS | 4,819 | 4,819 |
| FASTENAL COMPANY | 8,368 | 8,368 |
| FASTENAL COMPANY | 7,438 | 7,438 |
| FCB FINL HLDGS | 231,140 | 231,140 |
| FIDELITY NATL INFORMATION SVCS | 2,540 | 2,540 |
| FIFTH THIRD BANCORP | 2,124 | 2,124 |
| FIRST REP BK SAN FRANCISCO | 75,983 | 75,983 |
| FIRST TRUST DJ STOXX EUROPEAN DIV INDEX FUND | 147,567 | 147,567 |
| FLEX LIMITED ORD | 1,997 | 1,997 |
| FLUOR CORPORATION NEW | 2,686 | 2,686 |
| FORD MTR COMPANY DEL | 140,350 | 140,350 |
| FORUM ENERGY | 68,109 | 68,109 |
| FRANKLIN RES | 78,731 | 78,731 |
| FREEPORT-MCMORAN INCORPORATED CLASS | 4,816 | 4,816 |
| FULLERVH B COMPANY | 107,740 | 107,740 |
| GALLAGHER ARTHUR J & COMPANY | 949 | 949 |
| GAS NAT SDG S A ADR | 1,183 | 1,183 |
| GLACIER BANCORP | 117,776 | 117,776 |
| GLATFELTER | 76,970 | 76,970 |
| GLAXOSMITHKLINE PLC SPONSORED ADR | 2,838 | 2,838 |
| GOODYEARTIRE & RUBBER | 115,411 | 115,411 |
| GRAPHIC PACKAGING HLDG COMPANY | 1,298 | 1,298 |
| GREAT PLAINS ENERGY INCORPORATED | 419 | 419 |
| HANES BRANDS | 80,880 | 80,880 |
| HARRIS CORPORATION DEL | 2,691 | 2,691 |
| HARTFORDFINL SVCS GROUP | 140,419 | 140,419 |
| HASBRO INCORPORATED | 818 | 818 |
| HEWLETT PACKARD ENTERPRISE COMPANY | 718 | 718 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|------------------------|-------------------------------|
| HONEYWELLINTERNATIONAL | 101,064 | 101,064 |
| HORACE MANN EDUCATORS | 127,449 | 127,449 |
| HP INCORPORATED | 1,828 | 1,828 |
| HUBBELL INCORPORATED | 677 | 677 |
| HUNTINGTON BANCSHARES | 2,621 | 2,621 |
| HUNTINGTON INGALLS INDUSTRIES | 943 | 943 |
| IAC INTERACTIVE CORP | 2,079 | 2,079 |
| IBERIABANK CORPORATION | 213,125 | 213,125 |
| ICON PLC SHS | 673 | 673 |
| ICU MED INCORPORATED | 135,000 | 135,000 |
| IHS MARKIT LIMITED SHS | 4,064 | 4,064 |
| IMMUNOGEN INCORPORATED | 500 | 500 |
| IMPERIAL BRANDS PLC SPON ADR | 3,212 | 3,212 |
| INDEPENDENT BANK | 182,309 | 182,309 |
| INGERSOLL-RAND PLC SHS | 1,070 | 1,070 |
| INGEVITY CORPORATION | 107,114 | 107,114 |
| INSPERITY INCORPORATED | 112,406 | 112,406 |
| INTEL CORPORATION | 1,292 | 1,292 |
| IONIS PHARMACEUTICALS | 5,181 | 5,181 |
| IRON MTN INCORPORATED NEW | 1,811 | 1,811 |
| ISHARES TR MSCI ACWI ETF | 403,199 | 403,199 |
| ISHARES TR RUS 1000 GRW ETF | 8,126,592 | 8,126,592 |
| IVA INTERNATIONAL FUND CLASS I N/L | 13,941,113 | 13,941,113 |
| J & J SNACK FOODS | 101,726 | 101,726 |
| JABIL INCORPORATED | 473 | 473 |
| JANUS HENDERSON INTL OPPORTUNITIES FUND CLASS I | 14,064,026 | 14,064,026 |
| JAZZ PHARMACEUTICALS PLC | 673 | 673 |
| JOHNSON & JOHNSON | 1,257 | 1,257 |
| JOHNSON CONTROLS INTERNATIONAL PLC | 4,840 | 4,840 |
| JPMORGAN CHASE & CO | 277,295 | 277,295 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|------------------------|-------------------------------|
| JUNIPER NETWORKS | 145,835 | 145,835 |
| KEYCORP NEW (KEY) KILROY RLTY | 766 | 766 |
| KILROY RLTY CORPORATION REIT | 523 | 523 |
| KIMBERLY CLARK CORPORATION | 1,569 | 1,569 |
| KIMBERLY CLARK CORPORATION | 185,092 | 185,092 |
| KIMCO RLTY CORPORATION REIT | 545 | 545 |
| KLA-TENCOR CORPORATION | 630 | 630 |
| KLA-TENCOR CORPORATION | 10,507 | 10,507 |
| KNOLL INCORPORATED | 94,694 | 94,694 |
| L3 TECHNOLOGIES INCORPORATED | 6,925 | 6,925 |
| LA Z BOY INCORPORATED | 123,552 | 123,552 |
| LABORATORY CORPORATION AMER | 2,074 | 2,074 |
| LANCASTER COLONY | 54,268 | 54,268 |
| LEAR CORPORATION COM NEW | 707 | 707 |
| LEGG MASON INCORPORATED | 8,858 | 8,858 |
| LEIDOS HLDGS INCORPORATED | 969 | 969 |
| LIBERTY BROADBAND CORPORATION | 340 | 340 |
| LIBERTY BROADBAND CORPORATION | 766 | 766 |
| LIBERTY INTERACTIVE CORPORATION LBT VEN | 705 | 705 |
| LIBERTY INTERACTIVE CORPORATION QVC GP | 2,882 | 2,882 |
| LIBERTY MEDIA CORPORATION | 229 | 229 |
| LIBERTY MEDIA CORPORATION | 1,785 | 1,785 |
| LIBERTY MEDIA CORPORATION | 376 | 376 |
| LIBERTY MEDIA CORPORATION | 873 | 873 |
| LINCOLN NATL CORPORATION IND | 15,374 | 15,374 |
| LINCOLN NATL CORPORATION IND | 15,374 | 15,374 |
| LIONS GATE ENTMNT CORPORATION CLASS B | 1,397 | 1,397 |
| LITHIAMTRS INCORPORATED | 77,241 | 77,241 |
| LITTELFUSE INCORPORATED | 100,888 | 100,888 |
| LKQ CORPORATION | 2,603 | 2,603 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| LOCKHEED MARTIN CORPORATION | 1,284 | 1,284 |
| LOEWS CORPORATION | 129,177 | 129,177 |
| LOEWS CORPORATION | 1,751 | 1,751 |
| LOGMEIN INCORPORATED | 916 | 916 |
| LOWES COMPANIES INCORPORATED | 9,294 | 9,294 |
| MACOM TECH SOLUTIONS | 109,334 | 109,334 |
| MANPOWERGROUP INCORPORATED | 2,522 | 2,522 |
| MARATHON PETE CORPORATION | 1,518 | 1,518 |
| MARKEL CORPORATION | 6,835 | 6,835 |
| MARSH & MCLENNAN COMPANIES | 1,628 | 1,628 |
| MARSH & MCLENNAN COMPANIES | 152,769 | 152,769 |
| MARVELL TECHNOLOGY GROUP LIMITED ORD | 988 | 988 |
| MASCO CORPORATION | 8,788 | 8,788 |
| MASCO CORPORATION | 2,636 | 2,636 |
| MASCO CORPORATION | 8,788 | 8,788 |
| MASTERCARD INCORPORATED CLASS | 15,136 | 15,136 |
| MATADOR RES COMPANY | 183,978 | 183,978 |
| MATTHEWS ASIA DIVIDEND FUND INVESTOR CLASS N/L | 154,974 | 154,974 |
| MCCORMICK & COMPANY | 5,911 | 5,911 |
| MCDONALDS CORPORATION | 1,377 | 1,377 |
| MCKESSON CORPORATION | 2,027 | 2,027 |
| MCKESSON CORPORATION | 936 | 936 |
| MEDTRONIC PLC SHS | 184,352 | 184,352 |
| MEDTRONIC PLC SHS | 2,423 | 2,423 |
| MERCK & COMPANY INCORPORATED | 1,125 | 1,125 |
| METHODE ELECTRS | 86,215 | 86,215 |
| METLIFE INCORPORATED | 1,062 | 1,062 |
| METLIFE INCORPORATED | 193,898 | 193,898 |
| MGE ENERGY INCORPORATED | 67,517 | 67,517 |
| MICHELIN COMPAGNIE GENERALE DE ADR | 1,723 | 1,723 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------|-------------------------------|
| MICROSEMI CORPORATION | 826 | 826 |
| MICROSOFT CORPORATION | 267,569 | 267,569 |
| MICROSOFT CORPORATION | 1,112 | 1,112 |
| MINERALS TECHNOLOGIES | 119,799 | 119,799 |
| MKS INSTRUMENT | 119,070 | 119,070 |
| MOLSON COORS BREWING | 102,341 | 102,341 |
| MOODYS CORPORATION | 886 | 886 |
| MORGAN STANLEY COM NEW | 15,741 | 15,741 |
| MORGAN STANLEY COM NEW (MS | 15,741 | 15,741 |
| MORGAN STANLEYCOM NEW | 240,732 | 240,732 |
| MSA SAFETY INCORPORATED | 28,682 | 28,682 |
| MUELLERWTR PRODUCTS | 90,467 | 90,467 |
| MUNICH RE GROUP UNSPONSORED ADR | 2,865 | 2,865 |
| MURPHY USA INCORPORATED | 109,290 | 109,290 |
| NATIONAL GRID PLC SPONSORED ADR NE | 2,235 | 2,235 |
| NATIONAL OILWELL VARCO INCORPORATED | 1,117 | 1,117 |
| NATUS MEDICAL | 115,364 | 115,364 |
| NAVIENT CORPORATION | 866 | 866 |
| NESTLE S A SPONSORED ADR | 1,806 | 1,806 |
| NET GEAR INCORPORATED | 87,538 | 87,538 |
| NETAPP INCORPORATED | 1,272 | 1,272 |
| NETEASE INCORPORATED | 690 | 690 |
| NETSCOUT SYSTEMS | 79,475 | 79,475 |
| NEWFIELD EXPL COMPANY | 1,072 | 1,072 |
| NIELSEN HLDGS PLC SHS EUR | 3,604 | 3,604 |
| NIELSEN HLDGS PLC SHS EUR | 619 | 619 |
| NOMAD FOODS LIMITED USD ORD SHS | 659 | 659 |
| NOVARTIS A G SPONSORED ADR | 1,847 | 1,847 |
| NOW INCORPORATED | 585 | 585 |
| NUANCE COMMUNICATIONS | 1,602 | 1,602 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------|------------------------|-------------------------------|
| NUCOR CORPORATION | 2,162 | 2,162 |
| NUCOR CORPORATION | 6,358 | 6,358 |
| OCCIDENTAL PETE CORPORATION DEL | 2,062 | 2,062 |
| OMNICOM GROUP INCORPORATED | 437 | 437 |
| ON SEMICONDUCTOR CORPORATION | 1,277 | 1,277 |
| ONE GAS INCORPORATED | 66,667 | 66,667 |
| ORACLE CORPORATION | 4,728 | 4,728 |
| ORKLA A S SPON ADR A | 1,650 | 1,650 |
| PACCAR INCORPORATED | 640 | 640 |
| PARKER HANNIFIN CORPORATION | 599 | 599 |
| PARKER HANNIFIN CORPORATION | 167,847 | 167,847 |
| PARSLEY ENERGY INCORPORATED CLASS | 1,443 | 1,443 |
| PAYCHEX INCORPORATED | 4,698 | 4,698 |
| PEBBLEBROOKHOTEL TR | 185,850 | 185,850 |
| PEMBINA PIPELINE CORPORATION | 1,376 | 1,376 |
| PENTAIR PLC SHS | 1,554 | 1,554 |
| PEOPLES UNITED FINANCIAL | 1,122 | 1,122 |
| PEPSICO INCORPORATED | 1,199 | 1,199 |
| PEPSICO INCORPORATED | 173,764 | 173,764 |
| PEPSICO INCORPORATED | 11,992 | 11,992 |
| PFIZER INCORPORATED | 242,565 | 242,565 |
| PFIZER INCORPORATED | 2,318 | 2,318 |
| PHILIP MORRIS | 241,410 | 241,410 |
| PHILIP MORRIS INTERNATIONAL | 2,641 | 2,641 |
| PHYSICIANS RLTY TR REIT | 116,935 | 116,935 |
| PINNACLE WEST CAP CORPORATION | 2,385 | 2,385 |
| PIONEER NAT RES COMPANY | 1,210 | 1,210 |
| PLEXUS CORPORATION | 93,509 | 93,509 |
| PNC FINL SVCSGROUP | 161,893 | 161,893 |
| PORTLAND GENERAL ELEC | 70,193 | 70,193 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------|-------------------------------|
| POWERSHARES EXCHANGE TRADED FD TR | 18,578,238 | 18,578,238 |
| PPG INDUSTRIES INCORPORATED | 701 | 701 |
| PPL CORPORATION | 3,497 | 3,497 |
| PRAXAIR INCORPORATED | 122,816 | 122,816 |
| PROCTER AND GAMBLE COMPANY | 1,286 | 1,286 |
| PROCTER AND GAMBLE COMPANY | 197,542 | 197,542 |
| PUBLIC STORAGE REIT | 1,045 | 1,045 |
| QORVO INCORPORATED | 466 | 466 |
| QTS RLTY TR INCORPORATED | 139,191 | 139,191 |
| QUALCOMM INCORPORATED | 1,344 | 1,344 |
| QUANEX BUILDING PRODUCTS | 69,264 | 69,264 |
| RED ELECTRICA CORPORACION SA | 1,741 | 1,741 |
| REGENCY CTRS CORPORATION REIT | 1,453 | 1,453 |
| REGIONS FINL CORPORATION NEW | 1,313 | 1,313 |
| REINSURANCE GROUP AMER INCORPORATED | 2,651 | 2,651 |
| ROBERT HALF INTERNATIONAL | 1,666 | 1,666 |
| ROCHE HLDG LIMITED SPONSORED ADR | 1,802 | 1,802 |
| ROGERS COMMUNICATIONS | 1,936 | 1,936 |
| ROGERS CORPORATION | 140,870 | 140,870 |
| ROPER TECHNOLOGIES INCORPORATED | 4,662 | 4,662 |
| ROYAL BK CDA MONTREAL QUE | 1,388 | 1,388 |
| ROYAL DUTCH SHELL PLC SPONS ADR A | 3,135 | 3,135 |
| RSP PERMIAN INCORPORATED | 1,180 | 1,180 |
| SANOFI SPONSORED ADR | 1,290 | 1,290 |
| SCHWAB CHARLES CORPORATION NEW | 7,962 | 7,962 |
| SCOR SPONSORED ADR | 1,386 | 1,386 |
| SEAGATE TECHNOLOGY PLC SHS | 7,406 | 7,406 |
| SELECT ENERGY SVCS | 93,936 | 93,936 |
| SELECTIVE INS GROUP | 155,555 | 155,555 |
| SIEMENS A G SPONSORED ADR | 1,255 | 1,255 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---------------------------------------|------------------------|-------------------------------|
| SINGAPORE EXCHANGE LIMITED ADR | 919 | 919 |
| SINGAPORE TELECOMMUNICATNS | 1,042 | 1,042 |
| SKYWORKS SOLUTIONS INCORPORATED | 570 | 570 |
| SL GREEN RLTY CORPORATION REIT | 1,716 | 1,716 |
| SLM CORPORATION | 1,198 | 1,198 |
| SONIC HEALTHCARE LIMITED SPONSORED | 1,037 | 1,037 |
| SOUTHERN COMPANY | 1,250 | 1,250 |
| SOUTHWEST AIRLS COMPANY | 6,545 | 6,545 |
| SOUTHWEST AIRLS COMPANY | 1,047 | 1,047 |
| SPIRIT AEROSYSTEMS HLDGS INCORPORATED | 1,134 | 1,134 |
| SSE PLC SPONSORED ADR | 1,250 | 1,250 |
| STANDEX INTERNATIONAL | 102,869 | 102,869 |
| STANLEY BLACK & DECKER | 1,527 | 1,527 |
| STATE STR CORPORATION | 1,367 | 1,367 |
| STATOIL ASA SPONSORED ADR | 2,099 | 2,099 |
| STEEL DYNAMICS INCORPORATED | 2,027 | 2,027 |
| STERICYCLE INCORPORATED | 11,082 | 11,082 |
| SUNTRUST BKS INCORPORATED | 2,648 | 2,648 |
| SVENSKA HANDELSBANKEN AB | 1,336 | 1,336 |
| SWISSCOM AG SPONSORED ADR | 2,288 | 2,288 |
| SYNCHRONY FINL | 1,429 | 1,429 |
| SYSCO CORPORATION | 6,073 | 6,073 |
| SYSCO CORPORATION | 11,174 | 11,174 |
| T MOBILE US INCORPORATED | 6,351 | 6,351 |
| TAIWAN SEMICONDUCTOR MFG | 991 | 991 |
| TD AMERITRADE HLDG CORPORATION | 1,534 | 1,534 |
| TE CONNECTIVITY LIMITED REG SHS | 9,504 | 9,504 |
| TE CONNECTIVITY LIMITED REG SHS | 11,405 | 11,405 |
| TEGNA INCORPORATED | 41,508 | 41,508 |
| TEKLA HEALTHCARE OPPORTUNITY FD SHS | 100,661 | 100,661 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--|------------------------|-------------------------------|
| TELUS CORPORATION | 1,288 | 1,288 |
| TENNECO INCORPORATED | 761 | 761 |
| TERNA RETE ELETTRICA NAZIONALE ADR | 2,740 | 2,740 |
| TEXAS INSTRS INCORPORATED | 1,984 | 1,984 |
| TEXTRON INCORPORATED | 1,245 | 1,245 |
| THERMO FISHERSCIENTIFIC | 162,158 | 162,158 |
| TIMKEN COMPANY | 1,278 | 1,278 |
| TJX COMPANIES | 189,239 | 189,239 |
| TORCHMARK CORPORATION | 726 | 726 |
| TOTAL S A SPONSORED ADR | 3,040 | 3,040 |
| TWENTY FIRST CENTY FOX | 40,296 | 40,296 |
| TWITTER INCORPORATED | 8,163 | 8,163 |
| UNIBAIL-RODAMCO SE ADR REP JCE 08 | 2,522 | 2,522 |
| UNILEVER PLC SPON ADR NEW | 1,826 | 1,826 |
| UNITED CONTL HLDGS INCORPORATED | 876 | 876 |
| UNITED CONTL HLDGS INCORPORATED | 1,550 | 1,550 |
| UNITED PARCEL SERVICE | 1,787 | 1,787 |
| UNITED TECHNOLOGIES | 271,469 | 271,469 |
| UNITEDHEALTH GROUP INCORPORATED | 17,416 | 17,416 |
| UNIVERSAL HLTH SVCS INCORPORATED CLASS | 1,247 | 1,247 |
| UNUM GROUP (UNM) VALVOLINE | 1,482 | 1,482 |
| US ECOLOGY INCORPORATED | 126,480 | 126,480 |
| V F CORPORATION | 164,058 | 164,058 |
| VALIDUS HOLDINGS LIMITED COM SHS | 563 | 563 |
| VALVOLINE INCORPORATED | 1,253 | 1,253 |
| VANTIV INCORPORATED | 119,519 | 119,519 |
| VERISK ANALYTICS | 102,432 | 102,432 |
| VERIZON COMMUNICATIONS | 3,176 | 3,176 |
| VERTEX PHARMACEUTICALS | 7,043 | 7,043 |
| VINCI S A ADR | 1,585 | 1,585 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------------|-------------------------------|--------------------------------------|
| VODAFONE GROUP PLC NEW SPONSORED ADR | 3,445 | 3,445 |
| WABCO HLDGS INCORPORATED | 1,148 | 1,148 |
| WATERS CORPORATION | 4,443 | 4,443 |
| WEATHERFORD INTERNATIONAL PLC | 2,027 | 2,027 |
| WEC ENERGY GROUP INCORPORATED | 1,262 | 1,262 |
| WELLS FARGO COMPANY NEW | 1,274 | 1,274 |
| WELLTOWER INCORPORATED REIT | 2,615 | 2,615 |
| WESCO INTERNATIONAL INCORPORATED | 1,022 | 1,022 |
| WESTERN DIGITAL CORPORATION | 7,953 | 7,953 |
| WESTERN DIGITAL CORPORATION | 5,965 | 5,965 |
| WESTERN UN COMPANY | 12,033 | 12,033 |
| WESTPAC BKG CORPORATION | 1,633 | 1,633 |
| WESTROCK COMPANY | 1,201 | 1,201 |
| WHIRLPOOL CORPORATION | 47,725 | 47,725 |
| WILLIS TOWERS WATSON PUB LIMITED | 10,699 | 10,699 |
| WOLVERINE WORLD WIDE | 166,732 | 166,732 |
| XCEL ENERGY INCORPORATED | 1,973 | 1,973 |
| XL GROUP LIMITED | 844 | 844 |
| ZIMMER BIOMET HLDGS INCORPORATED | 724 | 724 |
| ZIONS BANCORPORATION | 10,166 | 10,166 |
| ZIONS BANCORPORATION | 10,166 | 10,166 |

TY 2017 Investments Government Obligations Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751**US Government Securities - End
of Year Book Value:**

21,690,106

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

21,690,106

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

0

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

0

TY 2017 Investments - Other Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751**Investments Other Schedule 2**

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-------------------------------------|------------------------------|-------------------|--------------------------------------|
| ASPECT US INSTITUTIONAL FUND LTD | FMV | 1,769,637 | 1,769,637 |
| ASSETS HELD IN INVESTMENT POOL | FMV | 6,853,412 | 6,853,412 |
| ENTERPRISE PRODUCTS PARTNERS LP | FMV | 1,697 | 1,697 |
| GOLDMAN SACHS MID MKT LENDING CORP | FMV | 335,343 | 335,343 |
| HWY 49 - ST. STEPHENS CHURCH RD LLC | AT COST | 25,076 | 25,076 |
| KFBSF PRIVATE EQUITY FUND III, LP | FMV | 66,701 | 66,701 |
| LINCOLN COUNTY - ORCHARD ROAD LLC | AT COST | 30,896 | 30,896 |
| MAGELLAN MIDSTREAM PRTNRS LP | FMV | 1,206 | 1,206 |
| MARSHALL WACE EUREKA FUND PLC | FMV | 2,664,123 | 2,664,123 |
| THIRD POINT OFFSHORE FUND | FMV | 2,654,938 | 2,654,938 |
| WSC SEARCH & ACQUIRE FUND | FMV | 82,367 | 82,367 |
| YORK EUROPEAN OPP. UNIT TR CLASS B | FMV | 1,695,816 | 1,695,816 |

TY 2017 Legal Fees Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|---------------|----------------------------------|--------------------------------|--|
| GENERAL GOVERNANCE AND COUNSEL | 37,334 | 9,334 | | 33,574 |

TY 2017 Other Decreases Schedule

Name: THE DAVID BELK CANNON FOUNDATION

EIN: 27-0004751

| Description | Amount |
|----------------------------------|--------|
| K-1 INCOME NOT RECORDED ON BOOKS | 7,744 |

TY 2017 Other Expenses Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| DUES AND SUBSCRIPTIONS | 11,375 | 0 | | 11,375 |
| INSURANCE | 3,634 | 0 | | 3,634 |
| OFFICE EXPENSES | 7,901 | 0 | | 7,901 |

TY 2017 Other Income Schedule

Name: THE DAVID BELK CANNON FOUNDATION

EIN: 27-0004751

Other Income Schedule

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|------------------------|-----------------------------------|--------------------------|---------------------|
| PASSTHROUGH K-1 INCOME | 7,744 | 8,391 | 7,744 |

TY 2017 Other Increases Schedule

Name: THE DAVID BELK CANNON FOUNDATION

EIN: 27-0004751

| Description | Amount |
|--|-----------|
| UNREALIZED APPRECIATION OF INVESTMENTS | 5,949,999 |

TY 2017 Other Professional Fees Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|---------------|----------------------------------|--------------------------------|--|
| INVESTMENT MANAGEMENT FEES | 146,063 | 146,063 | | 0 |
| POOLED FUND FEES | 50,279 | 50,279 | | 0 |

TY 2017 Taxes Schedule**Name:** THE DAVID BELK CANNON FOUNDATION**EIN:** 27-0004751

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------|--------|--------------------------|------------------------|---|
| EXCISE TAX | 50,000 | 0 | | 0 |