

HURRICANE FLORENCE EXTENDED DEADLINE

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

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

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation WAYMARK FOUNDATION		A Employer identification number 47-7150256
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD		B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 122,198,309.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual
		<input type="checkbox"/> Other (specify) _____
		(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	613,187.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash in	46,688.	46,688.		
4	Dividends and interest from securities	367,262.	367,262.		
5a	Gross rents	22,688.	22,688.		
b	Net rental income or (loss) 19,131.				
6a	Net gain or (loss) from sale of assets not on line 10	928,526			
b	Gross sales price for all assets on line 6a 14,123,524.				
7	Capital gain net income (from Part IV, line 2)		5,072,713.		
8	Net short-term capital gain.				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	132,607.	132,607.		
12	Total. Add lines 1 through 11	2,110,958.	5,641,958.		
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH. 2	39,281.			39,281.
b	Accounting fees (attach schedule) ATCH. 3	6,250.			6,250.
c	Other professional fees (attach schedule) [4]	1,037,662.	1,034,186.		3,476.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	20,695.	13,595.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,013.			4,013.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	212,573.	101,780.		109,364.
24	Total operating and administrative expenses. Add lines 13 through 23.	1,320,474.	1,149,561.		162,384.
25	Contributions, gifts, grants paid	7,534,000.			7,534,000.
26	Total expenses and disbursements. Add lines 24 and 25	8,854,474.	1,149,561.	0.	7,696,384.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-6,743,516			
b	Net investment income (if negative, enter -0-)		4,492,397.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	22,616,459.	4,057,704.	4,057,704.	
	3	Accounts receivable ▶ 2,695.				
		Less allowance for doubtful accounts ▶		2,695.	2,695.	
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule) [7.]		4,214,944.	4,193,532.	
	b	Investments - corporate stock (attach schedule) ATCH 8		12,569,369.	13,484,668.	
	c	Investments - corporate bonds (attach schedule) ATCH 9		3,605,831.	3,610,743.	
	11	Investments - land, buildings, and equipment basis ▶ 96,909,499.				
	Less accumulated depreciation (attach schedule) ▶ 8,831.	105,677,272.	96,900,668.	96,827,277.		
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 3,944.					
	Less accumulated depreciation (attach schedule) ▶		3,944.	3,944.		
15	Other assets (describe ▶ ATCH 12)	19,174.	17,746.	17,746.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	128,312,905.	121,372,901.	122,198,309.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" 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 . .	128,312,905.	121,372,901.		
	30	Total net assets or fund balances (see instructions)	128,312,905.	121,372,901.		
	31	Total liabilities and net assets/fund balances (see instructions)	128,312,905.	121,372,901.		

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	128,312,905.
2	Enter amount from Part I, line 27a	2	-6,743,516.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	121,569,389.
5	Decreases not included in line 2 (itemize) ▶ ATCH 13	5	196,488.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	121,372,901.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	5,072,713.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	7,500,000.	1,217,025.	6.162569
2015			
2014			
2013			
2012			
2 Total of line 1, column (d)			2 6.162569
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 3.081285
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 129,665,435.
5 Multiply line 4 by line 3.			5 399,536,160.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 44,924.
7 Add lines 5 and 6.			7 399,581,084.
8 Enter qualifying distributions from Part XII, line 4 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			8 7,700,328.

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	89,848.
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	
3 Add lines 1 and 2		3	89,848.
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	89,848.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	157,100.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,861.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	158,961.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	69,113.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 69,113. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> DE, SC, TX,		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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.		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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?		
If "Yes" to 6b, file Form 8870		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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?		

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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		1,125,555.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	16,159,704.
b	Average of monthly cash balances	1b	13,508,290.
c	Fair market value of all other assets (see instructions).	1c	101,972,042.
d	Total (add lines 1a, b, and c)	1d	131,640,036.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	131,640,036.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	1,974,601.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	129,665,435.
6	Minimum investment return. Enter 5% of line 5	6	6,483,272.

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	6,483,272.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		89,848.
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	89,848.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,393,424.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,393,424.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	6,393,424.

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	7,696,384.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	3,944.
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	7,700,328.
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	7,700,328.

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				6,393,424.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only,				
b Total for prior years 20 15 , 20 14 , 20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016 7,439,149.				
f Total of lines 3a through e	7,439,149.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 7,700,328.				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount,				6,393,424.
e Remaining amount distributed out of corpus.	1,306,904.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,746,053.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(h)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0,746,053.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016 7,439,149.				
e Excess from 2017 1,306,904.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets.

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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

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

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

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

c Any submission deadlines

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

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

Recipient	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 ATCH 19				
Total			▶ 3a	7,534,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments .			14	46,688.	
4 Dividends and interest from securities			14	367,262.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	19,131.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	928,526.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 20 _____				132,607.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				1,494,214.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,494,214.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Schedule of Contributors

OMB No 1545-0047

2017

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

Name of the organization

WAYMARK FOUNDATION

Employer identification number

47-7150256

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization **WAYMARK FOUNDATION**Employer identification number
47-7150256**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EST. OF DENNISON A. ROYAL C/O M.F. ROYAL 1941 SAVAGE ROAD, STE 100A PMB 615 CHARLESTON, SC 29407	\$ 613,187.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WAYMARK FOUNDATION

Employer identification number

47-7150256

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

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

Name of organization **WAYMARK FOUNDATION**

Employer identification number

47-7150256

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

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NET OIL AND GAS INCOME	126,429.	126,429.
NET FRANCHISE TAX REFUND	6,178.	6,178.
TOTALS	<u>132,607.</u>	<u>132,607.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	39,281.			39,281.
TOTALS	<u>39,281.</u>			<u>39,281.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BOOKKEEPING AND COMPLIANCE	6,250.			6,250.
TOTALS	<u>6,250.</u>			<u>6,250.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
APPRAISAL SERVICES	73,850.	73,850.	
INVESTMENT MANAGEMENT SERVICES	940,164.	940,164.	
PHILANTHROPIC CONSULTING SVCS	3,476.		3,476.
CONSULTING SERVICES	20,172.	20,172.	
TOTALS	<u>1,037,662.</u>	<u>1,034,186.</u>	<u>3,476.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2017	7,100.	
FOREIGN TAX PAID	3,130.	3,130.
PROPERTY TAXES	10,465.	10,465.
TOTALS	<u>20,695.</u>	<u>13,595.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	101,556.		101,556.
ADMINISTRATIVE SET-UP FEE	4,500.		4,500.
BANK CHARGES	255.	255.	
HOA FEES & UTILITIES	12,405.	12,405.	
AMORTIZATION EXPENSE	1,429.		
OFFICE SUPPLIES	3,203.		
POSTAGE/DELIVERY SERVICE	105.		3,203.
PROPERTY INSURANCE	35,591.	35,591.	105.
PROPERTY MAINTENANCE	52,084.	52,084.	
REGISTERED AGENT	1,445.	1,445.	
TOTALS	<u>212,573.</u>	<u>101,780.</u>	<u>109,364.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL HOME LN MTG CORP - 4.0	171,219.	169,241.
FEDERAL HOME LN MTG 04/01/2031	229,837.	227,369.
FEDERAL HOME LN MTG 05/01/2031	219,940.	217,266.
FEDERAL HOME LN MTG 06/01/2042	238,054.	236,459.
FEDERAL NATIONAL MORTGAGE ASSO	257,071.	257,262.
FEDERAL NATL MG ASSN - 3.500%	252,945.	251,548.
FEDERAL NATL MTG ASSN - 4.000%	207,818.	204,519.
FEDERAL NATL MTG ASSN - 4.500%	239,389.	236,435.
FHLM MULTICLASS MTG PARTN - 2.	147,118.	146,517.
FNMA - POOL #AE0375 - 4.000% -	217,198.	214,338.
US T BILL - 0.000% - 02/01/201	99,273.	99,895.
US T NOTE - 1.625% - 02/15/202	1,367,089.	1,369,350.
US T NTS - 1.375% - 12/15/2019	249,570.	247,540.
US T NTS NOTE - 2.125% - 02/29	69,593.	69,308.
US T NOTE-2.250% - 08/15/2027	248,830.	246,485.
US OBLIGATIONS TOTAL	<u>4,214,944.</u>	<u>4,193,532.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC	18,810.	29,690.
ARCH CAP GROUP LTD NON CUM DEP	1,575.	1,596.
AERCAP HOLDING N.V	31,414.	32,513.
AIA GROUP LTD HK	31,714.	34,777.
ALABAMA POWER CO PFD CL A - 5.	784.	824.
ALIBABA GROUP HOLDING LTD	32,903.	32,072.
ALLSTATE CORP 6.625% SER D	782.	765.
ALLSTATE CORP NEW MONEY SER F	802.	798.
ALLSTATE CORP PFD SER C - 6.75	1,114.	1,093.
ALLSTATE CORP SER E PFD STK 6.	2,355.	2,310.
ALLSTATE CORP SUB DE FIXED TO	799.	787.
ALLSTATE PFD SER A - 5.625%	801.	794.
ALTRIA GROUP INC	52,067.	52,272.
AMERICAN ELECTRIC POWER INC	12,385.	14,199.
AMERICAN FINANCIAL GROUP SUBOR	1,123.	1,101.
ANGLO AMERICAN PLC UK	24,207.	28,099.
ANHEUSER BUSCH COS INC	27,391.	26,105.
ARCH CAPITAL GROUP LTD PFD - 5	2,154.	2,412.
ASAHI GROUP HLDGS LTD	16,264.	16,028.
ASML HOLDING NV NY REG SHS	42,324.	44,498.
ASSA ABLOY AB SWEDEN	34,142.	31,447.
ASTRAZENECA	31,117.	36,019.
AT&T INC GLOBAL 66 5.35000% 11	790.	835.
AT&T, INC	59,858.	58,592.
AXIS CAPITAL HOLDINGS LTD SER	874.	908.
BAE SYSTEMS	21,880.	19,865.
BANK OF NY MELLON PFD SER C -	3,896.	3,897.
BAYER AG GERMANY	25,655.	24,352.
BB&T CORP PFD SER G - 5.200%	4,094.	4,202.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BB&T CORP PFD SHS SER H - 5.62	932.	999.
BB&T CORP SHS PFD SER E - 5.62	2,354.	2,374.
BBH LIMITED DURATION FUND CLAS	479,217.	478,277.
BCE INC	44,714.	48,202.
BDO UNIBANK INC PHILIPPINES	12,821.	14,974.
BP PLC SPONSORED ADR	25,120.	30,220.
BRITISH AMERICAN TOBACCO PLC	14,106.	14,336.
BROADCOM LIMITED	26,900.	28,516.
CAN IMPERIAL BK OF COMMERCE	21,793.	24,158.
CAPITAL ONE FINANCIAL CO 6.7%	1,751.	1,716.
CAPITAL ONE FINANCIAL CO 6.2%	1,880.	1,973.
CAPITAL ONE FINANCIAL PFD SER	2,770.	2,801.
CHARLES SCHWAB 5.95% SER D PFD	465.	486.
CHARLES SCHWAB CORP PFD STK SE	4,867.	5,000.
CHEVRON CORP	40,463.	45,319.
CITIGROUP INC PFD SER D - 6.87	5,233.	5,364.
CITIGROUP INC PFD SER J - 7.12	2,003.	2,020.
CITIGROUP NON CUM PFD SER L -	3,271.	3,240.
CK HUTCHISON HLDGS	27,941.	27,305.
COCA-COLA BOTTLERS JAPAN INC	16,712.	15,963.
COLOPLAST A/S - B	16,841.	16,555.
CREDIT SUISSE GROUP ADR	19,505.	22,098.
CROWN CASTLE INTL	31,540.	38,187.
DAIFUKU CO LTD	20,501.	23,764.
DAIKIN KOGYO INDUSTRIES	39,276.	45,219.
DDR CORP 6.375% CLASS A	802.	842.
DIGITAL REALTY TR PFD SER H -	1,136.	1,093.
DOMINION ENERGY INC	38,903.	42,232.
DOMINION RES SRS A 5.250% - 07	2,979.	3,247.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DOUBLELINE TOTAL RETURN BOND	479,217.	473,427.
DTE ENERGY CO JR PFD - 6.000%	776.	803.
DTE ENERGY COMPANY JUNIOR SUB	763.	815.
DTE ENERGY PFD SHARES - 5.25%	801.	822.
DUKE ENERGY CO	34,026.	36,251.
DUKE ENERGY CORP PFD - 5.125%	971.	963.
ENERGY ARK INC 1M BD PFD - 4.	1,495.	1,633.
ENERGY ARKANSAS INC PFD - 4.9	502.	530.
ENERGY ARKANSAS PFD - 4.75% -	522.	548.
ENERGY CORP NEW ORLEANS - 5.5	600.	615.
ENERGY LA LLC PFD - 4.875% -	1,196.	1,291.
ENERGY LOUISIANA LLC PFD - 4.	513.	546.
ENERGY MISS INC PFD 4.90%	1,454.	1,610.
EXXON MOBIL CORP	41,547.	42,071.
FANUC CORP JP	31,330.	36,272.
FIDELITY ADVISOR FLOATING RATE	159,739.	159,407.
FIRST REPUBLIC BANK - 5.125% S	805.	813.
GATX CORP PREFERRED - 5.625% -	1,309.	1,366.
GE CAPITAL CORP PFD - 4.700% -	2,955.	2,920.
GE CAPITAL CORP PFD 01/29/2053	2,981.	2,957.
GE CAPITAL CORP PFD 10/15/2052	2,987.	2,938.
GENERAL MILLS INC	22,921.	23,182.
GEORGIA PWR CO 5.00% 10/1/2077	2,388.	2,433.
GLAXOSMITHKLINE PLC	39,118.	34,264.
GOLDMAN SACHS GP PFD - 6.375%	3,201.	3,284.
GOLDMAN SACHS GROUP PFD SER J	6,799.	6,840.
GOLDMAN SACHS GROUP PFD SHS SE	1,585.	1,643.
HAIER ELECTRONICS CO LTD	22,737.	24,545.
HARTFORD FINL SVCS GRP PFD - 7	2,369.	2,282.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ICICI BK LTD ADS	33,136.	36,721.
ING GROUP N V SPONSORED ADR	36,515.	36,588.
INTEGRYS ENERGY GROUP INC PFD	2,272.	2,353.
ISHARES CORE MSCI EAFE ETF	486,274.	512,198.
ISHARES FLOATING RATE NOTE FUN	998,820.	997,597.
J P MORGAN CHASE PFD SER T- 6.	3,650.	3,623.
JD.COM, INC	36,653.	35,166.
JP MORGAN CHASE PFD SER Y - 6.	3,558.	3,624.
JPM NON-CUM PFD SER W - 6.300%	2,084.	2,137.
JPMORGAN CHASE & CO NON CUM PF	809.	836.
KBC GROEP NV	22,213.	22,287.
KEYCORP 6.125% DEP PFD SERIES	3,329.	3,441.
KEYENCE CORPORATION, FIRST SECT	44,603.	47,067.
KIMBERLY CLARK CORP	20,698.	20,271.
KIMCO REALTY CORP PFD SER K -	843.	854.
KIMCO REALTY CORP PFD SER M -	792.	798.
KIMCO REALTY DEP SH REPSTG PFD	788.	792.
KIMCO RLTY CORP PFD SER J - 5.	838.	876.
KION GROUP AG GERMANY	26,507.	25,239.
KUBOTA CORP	34,765.	36,639.
LONZA GROUP AG SWITZERLAND	15,963.	16,211.
LOOMIS SAYLES BOND FUND	798,694.	771,230.
MACQUARIE GROUP LTD ADR	18,165.	19,780.
MAGNA INTERNATIONAL INC	32,278.	35,079.
MERCK & CO INC	26,697.	23,183.
MERCK KGAA	15,825.	15,627.
MFS EMERGING MARKETS DEBT FUND	159,739.	160,271.
MORGAN STANLEY PFD K	3,103.	3,279.
MORGAN STANLEY PFD SER A	1,497.	1,449.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY PFD SER E - 7.1	4,359.	4,344.
MORGAN STANLEY PFD SER F - 6.8	2,263.	2,275.
MORGAN STANLEY PFD SER G - 6.6	3,357.	3,365.
NASPERS LTD SA	27,730.	34,008.
NATIONAL GRID TRANSCO PLC	37,360.	33,757.
NATIONAL RETAIL PROP INC PFD S	1,525.	1,606.
NATIONAL RETAIL PROP PFD SER E	874.	895.
NESTLE S.A	26,521.	27,424.
NEW YORK COMMUNITY BANCORP SER	783.	772.
NEXTERA ENERGY CAP HLDS 5.25%	1,500.	1,611.
NEXTERA ENERGY CAP PFD SER I -	1,681.	1,773.
NEXTERA ENERGY CAP PFD SER J -	1,528.	1,622.
NXP SEMICONDUCTORS	47,292.	49,178.
OCCIDENTAL PETROLEUM CORP	31,092.	34,841.
ONEX CORP	50,162.	46,975.
PARTNERS GROUP NPV	42,704.	43,185.
PEOPLES UNITED FINANCIAL INC	825.	878.
PEPSICO INC	11,958.	13,431.
PHILIP MORRIS INTL	43,411.	44,584.
PIMCO INCOME FUND	479,217.	480,766.
PING AN INSURANCE GROUP CO	43,382.	56,652.
PNC FINANCIAL SERVICES PFD SER	8,123.	8,037.
PPL CAPITAL PFD SER B - 5.900%	841.	844.
PPL CORPORATION	26,957.	23,213.
PRINCIPAL FUNDS INC-CAP SECS F	92,925.	95,652.
PROCTER GAMBLE CO	23,100.	24,073.
PRUDENTIAL FINL INC PFD - 5.70	1,372.	1,340.
PS BUSINESS PARKS INC	1,585.	1,591.
PUBLIC STORAGE 5.875% CUM SER	1,610.	1,645.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PUBLIC STORAGE INC	21,094.	21,109.
PUBLIC STORAGE PFD 5.15% SER F	796.	801.
PUBLIC STORAGE PFD G 5.05% 12/	470.	474.
PUBLIC STORAGE PFD SER U - 5.6	479.	478.
PUBLIC STORAGE PFD SER W - 5.2	858.	875.
PUBLIC STORAGE PFD SER X - 5.2	857.	875.
PUBLIC STORAGE PFD SER Y - 6.3	1,296.	1,250.
PUBLIC STORAGE SER D CUM PFD S	1,421.	1,576.
PUBLIC STORAGE SERIES Z CUM 6.	963.	952.
PUBLIC SVC ENTERPRISE GROUP IN	13,881.	15,965.
QWEST CORP SR NOTES 6.500% - 0	1,812.	1,644.
QWEST CORPORATION 6.125% NOTES	1,223.	1,078.
REALTY INCOME CORP	10,444.	9,750.
REGIONS FINANCIAL CORP NEW MON	2,078.	2,132.
REINSURANCE GROUP OF AMERICA I	1,227.	1,232.
REINSURANCE GRP OF AMER 6.20%	1,109.	1,046.
RENAISSANCERE HOLDINGS LTD PFD	1,785.	1,811.
ROCHE HOLDING LTD ADR	17,552.	17,369.
ROHM CO	17,142.	17,172.
SANOFI-AVENTIS SPONSORED ADR	18,538.	18,662.
SCE TRUST IV PFD K	2,325.	2,273.
SCE TRUST VI PFD 5.00%	801.	769.
SENIOR HSG PPTYS TR PFD - 5.62	1,477.	1,541.
SENIOR HSG PPTYS TR PFD - 6.25	1,095.	1,155.
SHIRE LTD	17,177.	17,566.
SINGAPORE TELECOMMUNICATIONS	29,343.	28,637.
SOFTBANK GROUP CORP	35,811.	34,761.
SOUTHERN CO PFD	1,125.	1,145.
SOUTHERN CO	16,673.	16,303.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SOUTHERN CO GAS CAPITAL PFD -	1,519.	1,645.
SOUTHERN CO PFD SER A - 6.250%	479.	486.
STATE STREET CORP NEW MONEY PF	1,921.	1,950.
STATE STREET CORP NON CUM PFD	3,603.	3,546.
STERIS PLC	22,272.	22,392.
STIFEL FINL CORP SER B 5.200%	800.	798.
SUNCOR ENERGY INC	33,396.	35,912.
TAIWAN SEMICONDUCTOR MFG CO LT	25,297.	26,684.
TCF FINL CORP NON CUM PERP DEP	790.	798.
TEMPLETON GLOBAL BD	239,608.	235,436.
TENCENT HOLDINGS LTD HK	50,719.	59,571.
THALES SA	24,522.	25,795.
THE COCA-COLA CO	41,476.	46,064.
TORCHMARK CAP TR III PFD C	469.	482.
TORONTO DOMINION	39,130.	41,123.
TOTAL FINA ELF S.A	66,484.	70,924.
UNILEVER PLC AMER	45,324.	42,833.
UNITED PARCEL SERVICE	10,757.	11,438.
US BANCORP PFD SER B - FLOAT %	666.	632.
US BANCORP PFD STK - 6.500%	7,991.	7,761.
VANGUARD FTSE EMERGING MARKETS	1,220,065.	1,446,166.
VANGUARD GROWTH ETF	1,100,114.	1,265,850.
VANGUARD MID-CAP ETF	1,942,953.	2,197,877.
VANGUARD SM-CAP ETF	1,151,772.	1,293,251.
VENTAS INC	18,714.	17,823.
VENTAS RLTY LP PFD STK - 5.450	1,210.	1,183.
VERIZON COMMUNICATIONS	56,458.	62,352.
VERIZON PFD - 5.900% - 02/15/2	1,841.	1,847.
VODAFONE GROUP PLC	43,883.	55,538.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VOLKWAGEN AG ORD NPV	2,431.	2,431.
VOLKWAGEN AG PRF	21,454.	20,987.
VORNADO REALTY TR PFD M	1,615.	1,700.
WEBSTER FINL CORP PFD STK SER	952.	966.
WELLS FARGO PERP PFD SER X CL	1,553.	1,609.
WELLS FARGO PFD NON-CUM - 5.85	4,895.	4,968.
WELLS FARGO PFD SER R - 6.625%	3,536.	3,492.
WELLS FARGO PREF Y	2,383.	2,464.
WELLTOWER INC	18,426.	17,728.
WIRECARD AG GERMANY	27,401.	33,639.
WR BERKLEY CORP PFD - 5.625% -	1,230.	1,261.
WR BERKLEY CORP PFD C	765.	785.
WR BERKLEY CORP PFD D	2,021.	2,126.
TOTALS	<u>12,569,369.</u>	<u>13,484,668.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC - 1.800% - 05/14/20	75,129.	74,963.
ACE INA HOLDINGS - 2.300% - 11	75,352.	74,881.
ACTAVIS FUNDING BD - 3.800% -	50,236.	50,903.
ACTAVIS FUNDING SCS NOTE - 2.3	50,348.	50,040.
AETNA INC NEW UNSECD SR NT - 1	100,069.	99,843.
AMERICAN TOWER CORP - 3.400% -	76,691.	75,850.
ANHEUSER BUSCH - 2.150% - 02/0	50,460.	50,058.
BANK OF NOVA SCOTIA SR GLBL NT	125,525.	124,693.
CAPITAL ONE NATL ASSN - 2.350%	75,192.	74,774.
CELGENE - 3.450% - 12/15/2027	75,171.	74,945.
CELGENE CORP - 2.250% - 05/15/	25,142.	24,966.
CITIBANK CREDIT CARD - 5.350%	102,836.	100,361.
CITIGROUP COML MTG - 1.410% -	79,914.	79,502.
CITIGROUP INC - 3.200% - 10/21	71,150.	74,414.
COMM MORTGAGE - 2.840% - 04/10	75,938.	75,556.
CVS HEALTH CORP SR - 2.250% -	50,365.	49,849.
EOG RESOURCES INC - 5.625% - 0	54,003.	52,315.
FIDELITY NATL INFO SVCS - 3.62	43,864.	43,154.
FORD CR AUTO LEASE - 1.880% -	100,324.	99,805.
FORD MTR CR CO LLC - 2.145% -	50,218.	50,001.
GENERAL MTRS FINL COINC NOTE -	80,810.	82,471.
GM FINL AUTOMOBILE LEASING - 1	49,834.	49,834.
GOLDMAN SACHS GROUP INC - 3.85	75,302.	77,000.
HSBC HLDGS PLC - 4.041% - 03/1	100,157.	104,214.
HSBC USA INC - 1.700% - 03/05/	75,056.	74,978.
JPMORGAN CHASE & CO NOTE - 2.95	118,909.	122,780.
KINDER MORGAN ENERGY - 5.950%	77,909.	75,349.
MAGELLAN MIDSTREAM PARTNERS LP	82,221.	79,443.
MORGAN STANLEY - 3.625% - 01/2	99,392.	102,345.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEWELL RUBBERMAID - 2.875% - 1	76,513.	75,602.
PPL CAP FDG INC - 1.900% - 06/	75,047.	74,934.
PRUDENTIAL FINL INC MTN - 5.37	82,252.	80,311.
SANTANDER DRIVE - 2.440% - 04/	75,539.	75,158.
SIMON PPTY GROUP - 3.500% - 09	127,177.	127,965.
SUNTRUST BK ATLANTA GA - 2.250	50,079.	49,923.
SYNCHRONY FINANCIAL - 2.600% -	50,415.	50,095.
SYNCHRONY FINL - 3.700% - 08/0	72,779.	73,944.
TORONTO-DOMINION BANK - 1.450%	124,725.	124,550.
TOYOTA MTR CR CORP - 2.150% -	100,835.	99,684.
UNITEDHEALTH GROUP INC NOTE -	124,844.	128,449.
US BK NATL ASSN CINCINNATI OHI	99,273.	99,217.
WELLS FARGO - 4.300% - 07/22/2	130,183.	133,100.
WESTPAC BKG CORP - 2.850% - 05	96,551.	97,597.
WISCONSIN ENERGY CORP - 1.650%	75,051.	74,926.
COMM MORTGAGE SER 2014	77,051.	76,001.
TOTALS	<u>3,605,831.</u>	<u>3,610,743.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
START-UP COSTS	17,746.	17,746.
TOTALS	<u>17,746.</u>	<u>17,746.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

TO RECORD PASS-THROUGH K-1 ACTIVITY
PRIOR PERIOD ADJUSTMENT

195,988.
500.

TOTAL

196,488.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,581,355.		PUBLICLY-TRADED SECURITIES 3,467,341.					114,014.	
3,058,169.		LAND - EUREKA PROPERTIES 1,817,080.				P	03/06/2011 1,241,089.	06/15/2017
4,850,000.		LAND - KIAWAH - 31 EUGENIA 2,381,247.				P	03/06/2011 2,468,753.	06/30/2017
1,600,000.		LAND - KIAWAH - 40 EUGENIA 1,214,531.				P	03/06/2011 385,469.	01/12/2017
834,882.		LAND - NORTH FORT WORTH - NE 170,612.				P	03/06/2011 664,270.	04/08/2017
199,118.		K-1 PASS-THROUGH CAPITAL GAINS					199,118.	
TOTAL GAIN (LOSS)					<u>5,072,713.</u>	

ATTACHMENT 14FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

CONTROLLED ENTITY'S NAME: BLUE MAPLE GROUP LLC
CONTROLLED ENTITY'S ADDRESS: 1941 SAVAGE RD STE 100A PMB 615
CITY, STATE & ZIP: CHARLESTON, SC 29407
EIN: 46-0640266
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT REAL ESTATE

CONTROLLED ENTITY'S NAME: BASSWOOD35 LAND LLC
CONTROLLED ENTITY'S ADDRESS: 1941 SAVAGE RD STE 100A PMB 615
CITY, STATE & ZIP: CHARLESTON, SC 29407
EIN:
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT REAL ESTATE

CONTROLLED ENTITY'S NAME: SPRUCE GROUP LLC
CONTROLLED ENTITY'S ADDRESS: 1941 SAVAGE RD STE 100A PMB 615
CITY, STATE & ZIP: CHARLESTON, SC 29407
EIN: 37-1698590
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT REAL ESTATE

CONTROLLED ENTITY'S NAME: ELM GROUP LLC
CONTROLLED ENTITY'S ADDRESS: 1941 SAVAGE RD STE 100A PMB 615
CITY, STATE & ZIP: CHARLESTON, SC 29407
EIN: 61-1689482
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INVESTMENT REAL ESTATE

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

DONOR ADVISED FUND STMT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, THE FOUNDATION
TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE
FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS A
QUALIFYING DISTRIBUTION.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

DONOR ADVISED FUND STMT

DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, ALTHOUGH THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED, THE FUNDS ARE REQUIRED TO BE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2)(B), AS DETERMINED AT THE DISCRETION OF THE DONOR ADVISED FUND.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CHARLES D ROYAL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC, TREAS 38.00	0.	0.	0.
MICHAEL F ROYAL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CHAIR, TRUSTEE 2.00	0.	0.	0.
SUSANNAH R WHELAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE, VICE CHAIRMAN 2.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
PARETO ASSET MANAGEMENT 1941 SAVAGE RD STE 100A PMB 615 CHARLESTON, SC 29407	INVESTMENT MGT	851,245.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	106,056.
DUNAWAY ASSOCIATES LP 550 BAILEY AVE #400 FORT WORTH, TX 76107	CONSULTING	88,863.
BANK OF AMERICA, N.A. 1901 MAIN STREET COLUMBIA, SC 29201-2434	INVESTMENT MGT	79,391.
TOTAL COMPENSATION		<u>1,125,555.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 19RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

NATIONAL CHRISTIAN CHARITABLE FOUNDATION INC

N/A

11625 RAINWATER DR, STE 500

PC

ALPHARETTA, GA 30009

GENERAL & UNRESTRICTED

7,534,000

TOTAL CONTRIBUTIONS PAID

7,534,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>ATTACHMENT 20</u>				
<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
NET OIL AND GAS INCOME			01	126,429.
NET FRANCHISE TAX REFUND			01	6,178.
TOTALS				<u>132,607.</u>