

Form 990-PF

Department of the Treasury
Internal Revenue Service

921

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

DENTON FAMILY CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 632

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

HARRISONBURG, VA 22803

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

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

I Fair market value of all assets at end of year **J** Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) **MODIFIED CASH**

► \$ 1,746,849. (Part I, column (d) must be on cash basis.)

A Employer identification number

54-1349360

B Telephone number
5402340602C If exemption application is pending, check here ► 6D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,202.			
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	96,487.	96,487.	96,487.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	23,803.			
b	Gross sales price for all assets on line 6a	108,375.			
7	Capital gain net income (from Part IV, line 2)		23,803.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	41,691.	0.	41,691.	STATEMENT 2
12	Total. Add lines 1 through 11	164,183.	120,290.	138,178.	
13	Compensation of officers, directors, trustees, etc	37,000.	0.	0.	37,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	14,248.	0.	0.	14,248.
16a	Legal fees				
b	Accounting fees	STMT 3	8,891.	0.	8,891.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	3,597.	0.	3,597.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	16,981.	0.	16,963.
24	Total operating and administrative expenses Add lines 13 through 23		80,717.	0.	80,699.
25	Contributions, gifts, grants paid		107,800.		107,800.
26	Total expenses and disbursements. Add lines 24 and 25		188,517.	0.	188,499.
27	Subtract line 26 from line 12:		-24,334.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		120,290.		
c	Adjusted net income (if negative, enter -0-)			138,178.	

SCANNED OCT 19 2018

Operating and Administrative Expenses

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AUG 21 2018
MCGREGOR, UT

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 3

c Other professional fees

17 Interest

18 Taxes STMT 4

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 5

24 Total operating and administrative
expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.
Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

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	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		7,028.	67,962.	67,962.
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	86,310.	7,852.	7,852.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	1,558,941.	1,671,035.	1,671,035.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►	STATEMENT 9)	696.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,652,975.	1,746,849.	1,746,849.
Liabilities	17 Accounts payable and accrued expenses		497.	497.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		497.	497.	
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		1,652,478.	1,746,352.	
	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		1,652,478.	1,746,352.	
	31 Total liabilities and net assets/fund balances		1,652,975.	1,746,849.	

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	1,652,478.
2 Enter amount from Part I, line 27a	2	-24,334.
3 Other increases not included in line 2 (itemize) ►	3	118,208.
4 Add lines 1, 2, and 3	4	1,746,352.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,746,352.

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

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b SEE ATTACHED STATEMENT					
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 108,375.		84,572.	23,803.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					23,803.
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	23,803.	
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). 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?
If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

 Yes No

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	117,681.	1,608,813.	.073148
2015	99,138.	1,427,731.	.069437
2014	104,569.	1,373,298.	.076144
2013	103,442.	1,298,121.	.079686
2012	78,806.	1,297,834.	.060721

2 Total of line 1, column (d)

2 **.359136**

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 **.071827**

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5

4 **1,720,125.**

5 Multiply line 4 by line 3

5 **123,551.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **1,203.**

7 Add lines 5 and 6

7 **124,754.**

8 Enter qualifying distributions from Part XII, line 4

8 **188,499.**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

6a	372.
6b	0.
6c	0.
6d	0.

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

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 10 ►10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ►

Refunded ►

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?

	Yes	No
1a	X	
1b	X	
1c	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.

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

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

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

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

VAb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

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

1a	X
1b	X
1c	X
2	X
3	X
4a	X
4b	
5	X
6	X
7	X
8b	X
9	X
10	X

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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 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DENTONFAMILYFOUNDATION.NET
 13 No

14 The books are in care of ► LINDA DENTON Telephone no. ► 540-487-9501
 Located at ► PO BOX 65, PENN LAIRD, VA ZIP+4 ► 22846

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

16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

	Yes	No
16	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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

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

1a During the year, did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions

Organizations relying on a current notice regarding disaster assistance, check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?

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

a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No

If "Yes," list the years ► _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

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

► _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)

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

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?

	Yes	No
1b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
1c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4b	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<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"/>	<input checked="" type="checkbox"/> Yes <input 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	N/A ► <input type="checkbox"/>	
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?	N/A ► <input type="checkbox"/>	
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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A ► <input type="checkbox"/>	

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

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

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

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

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

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

►

0

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

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

0.

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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	1,719,654.
b	Average of monthly cash balances	1b	26,666.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,746,320.
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	1,746,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,195.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,720,125.
6	Minimum investment return. Enter 5% of line 5	6	86,006.

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	86,006.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,203.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,203.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,803.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	84,803.
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	84,803.

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	188,499.
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	188,499.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,203.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	187,296.

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				84,803.
2 Undistributed income, if any, as of the end of 2017			0.	
a Enter amount for 2016 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	16,159.			
b From 2013	40,990.			
c From 2014	36,862.			
d From 2015	29,139.			
e From 2016	37,980.			
f Total of lines 3a through e	161,130.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 188,499.			0.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount				84,803.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	264,826.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
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	16,159.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	248,667.			
10 Analysis of line 9:				
a Excess from 2013	40,990.			
b Excess from 2014	36,862.			
c Excess from 2015	29,139.			
d Excess from 2016	37,980.			
e Excess from 2017	103,696.			

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
a Paid during the year				
ALS ASSOCIATION 1275 K STREET NW WASHINGTON, DC 20005		PC	MEDICAL RESEARCH AND ASSISTANCE	500.
ALZHEIMER'S ASSOCIATION 225 N. MICHIGAN AVE FLOOR 17 CHICAGO, IL 60601		PC	MEDICAL RESEARCH AND ASSISTANCE	50.
ANICIRA VETERINARY CENTER 1992 MEDICAL AVENUE HARRISONBURG, VA 22801		PC	ANIMAL WELFARE	100.
AREA 4 SPECIAL OLYMPICS 21 SOUTHGATE COURT, SUITE 103 HARRISONBURG, VA 22801		PC	SPORTS FOR CHILDREN AND ADULTS WITH INTELLECTUAL DISABILITIES	32,700.
ARTS COUNCIL OF THE VALLEY 311 S MAIN ST HARRISONBURG, VA 22803		PC	PROMOTION OF THE ARTS IN THE SHENANDOAH VALLEY	500.
Total	SEE CONTINUATION SHEET(S)			► 3a 107,800.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	96,487.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	23,803.
9 Net income or (loss) from special events				02	41,691.
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.		161,981.
13 Total. Add line 12, columns (b), (d), and (e)				13	161,981.
(See worksheet in line 13 instructions to verify calculations.)					

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

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below? See instr

Signature of officer or trustee

8-22 10

Da'

PRESIDENT

Paid Preparer Use Only	Print/Type preparer's name RICHARD H. YANCEY, CPA	Preparer's signature RICHARD H. YANCEY	Date 8/22/18	Check <input type="checkbox"/> if self-employed	PTIN P00393042
	Firm's name ► YANCEY & BOWMAN, CPAS LLC			Firm's EIN ► 54-1989338	
	Firm's address ► 590 NEFF AVENUE, SUITE 3000 HARRISONBURG, VA 22801			Phone no. 540.433.3777	

DENTON FAMILY CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
54-1349360 PAGE 1 OF 1

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.)
1a	CAPITAL WORLD & INCOME BUILDER	P	VARIOUS	05/03/17
b	GOLDMAN SACKS TR	P	05/10/13	05/03/17
c	AT&T	P	VARIOUS	11/15/17
d	CONOCOPHILPS	P	06/22/12	11/15/17
e	JP MORGAN	P	11/09/12	11/15/17
f	PFIZER	P	VARIOUS	11/15/17
g	PROCTOER & GAMBLE	P	05/24/06	12/12/17
h				
i				
j				
k				
l				
m				
n				
o				
	(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	17,493.		17,705.	-212.
b	17,493.		19,556.	-2,063.
c	11,717.		9,074.	2,643.
d	10,031.		10,705.	-674.
e	24,362.		10,396.	13,966.
f	13,977.		8,809.	5,168.
g	13,302.		8,327.	4,975.
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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				-212.
b				-2,063.
c				2,643.
d				-674.
e				13,966.
f				5,168.
g				4,975.
h				
i				
j				
k				
l				
m				
n				
o				
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	23,803.
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). If (loss), enter "-0-" in Part I, line 8	}		3	0.

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DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ASBURY UNITED METHODIST CHURCH 205 S MAIN ST HARRISONBURG, VA 22801		PC	CHURCH CHURCH	100.
BLUE RIDGE AREA FOOD BANK PO BOX 937 VERONA, VA 24482		PC	FOOD BANK	1,500.
BOYS & GIRLS CLUB 901 CHICAGO AVE HARRISONBURG, VA 22802		PC	YOUTH SERVICES	500.
COLLINS CENTER 217 SOUTH LIBERTY STREET HARRISONBURG, VA 22801		PC	SEXUAL VIOLENCE AWARENESS AND PREVENTION	200.
COMMUNITY FOUNDATION 311 S MAIN ST, ST #2 HARRISONBURG, VA 22801		PC	MANAGE COMMUNITY CHARITIES	50,000.
EBENEZER UNITED METHODIST CHURCH 1589 STEEPLE DRIVE SUFFOLK, VA 23433		PC	CHURCH	100.
ELKTON AREA UNITED SERVICES 218 W SPOTSWOOD AVE ELKTON, VA 22827		PC	COMPREHENSIVE COMMUNITY SOCIAL SERVICES	750.
EXPLORE MORE DISCOVERY MUSEUM 150 SOUTH MAIN STREET HARRISONBURG, VA 22801		PC	MUSEUM FOR CHILDREN	400.
FINE EARTH CHARITY FUND 1126 NORTH MAIN STREET HARRISONBURG, VA 22802		PC	COMMUNITY CHARITY CLEARINGHOUSE	1,000.
FIRST PRESBYTERIAN CHURCH 17 COURT SQUARE HARRISONBURG, VA 22802		PC	CHURCH	150.
Total from continuation sheets				73,950.

DENTON FAMILY CHARITABLE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST TEE PROGRAM 690 GARBERS CHURCH RD HARRISONBURG, VA 22801		PC	YOUTH GOLF PROGRAM	100.
FRIENDSHIP INDUSTRIES 801 FRIENDSHIP DRIVE HARRISONBURG, VA 22802		PC	EMPLOYMENT DISABLED PERSONS	500.
HARRISONBURG DOWNTOWN RENAISSANCE 212 SOUTH MAIN ST HARRISONBURG, VA 22801		PC	PROVIDES MONEY FOR DOWNTOWN RENAISSANCE FOR REVITALIZATION SPONSORSHIP-	2,000.
HARRISONBURG EDUCATION FUND 205 S MAIN ST HARRISONBURG, VA 22801		PC	EDUCATION	500.
HARRISONBURG ELKS 482 SOUTH MAIN STREET HARRISONBURG, VA 22801		PC	FRATERNAL ORGANIZATION	250.
HARRISONBURG RESCUE SQUAD 1700 RESERVOIR ST HARRISONBURG, VA 22801		PC	VOLUNTEER RESCUE SQUAD	1,000.
HARRISONBURG ROCKINGHAM CHILD DAY CARE CENTER 281 EAST MARKET STREET HARRISONBURG, VA 22801		PC	AFFORDABLE CHILD CARE	300.
HARRISONBURG-ROCKINGHAM FREE CLINIC 25 WEST WATER STREET HARRISONBURG, VA 22801		PC	PROVIDE AFFORDABLE, SUSTAINABLE HEALTH CARE SERVICES FOR LOW INCOME AND UNINSURED ADULTS	1,500.
HOSE COMPANY NO. 4 210 E ROCK STREET HARRISONBURG, VA 22802		PC	VOLUNTEER FIRE DEPARTMENT	100.
JMU ADMINISTRATION FINANCE SCHOLARSHIP 800 SOUTH MAIN STREET HARRISONBURG, VA 22801		PC	SCHOLARSHIPS	50.
<u>Total from continuation sheets</u>				

DENTON FAMILY CHARITABLE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JMU DUKE CLUB 800 SOUTH MAIN STREET HARRISONBURG, VA 22801		PC	COLLEGE SUPPORT	100.
JMU FOUNDATION 800 SOUTH MAIN STREET HARRISONBURG, VA 22807		PC	COLLEGE SUPPORT	100.
KERUS GLOBAL EDUCATION 245 NEWMAN AVE HARRISONBURG, VA 22801		PC	WORLD PUBLIC HEALTH & EDUCATION	100.
LIVING WATERS P O BOX 772 HARRISONBURG, VA 22803		PC	MINISTRIES	100.
MICHAEL JOHNSON 75 COURT SQUARE HARRISONBURG, VA 22801		PC	SCHOLARSHIP	2,000.
MULHENBERG LUTHERAN CHURCH 281 EAST MARKET ST HARRISONBURG, VA 22801		PC	CHURCH	800.
NEW CREATION 3501 S MAIN ST HARRISONBURG, VA 22801		PC	COMBAT HUMAN TRAFFICKING	200.
REDEEMER CLASSICAL SCHOOL 1688 INDIAN TRAIL ROAD KEEZLETOWN, VA 22832		PC	SCHOOL - NOT FOR PROFIT	600.
RISE 60 WEST MARKET STREET HARRISONBURG, VA 22801		PC	CHURCH	500.
RMH FOUNDATION HOPE FUND 2010 HEALTH CAMPUS DRIVE HARRISONBURG, VA 22801		PC	CANCER CARE	100.
Total from continuation sheets				

DENTON FAMILY CHARITABLE FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RMH WHITE ROSE GIVING CIRCLE 2010 HEALTH CAMPUS DRIVE <u>HARRISONBURG, VA 22801</u>		PC	HOSPITAL - NOT FOR PROFIT	1,000.
ROBERTA WEBB CHILD CARE CENTER 100 MOUNT CLINTON PIKE <u>HARRISONBURG, VA 22802</u>		PC	AFFORDABLE CHILD CARE	250.
SALVATION ARMY 185 ASHBY AVE <u>HARRISONBURG, VA 22801</u>		PC	FEED HUNGRY	2,000.
SHENANDOAH VALLEY SCHOLAR'S INTIATIVE PO BOX 2734 <u>HARRISONBURG, VA 22803</u>		PC	STUDENT SUPPORT AND EDUCATION	500.
SKYLINE LITERACY 160 NORTH MAIN STREET <u>HARRISONBURG, VA 22802</u>		PC	ADULT LITERACY	500.
SLOAN KETTERING CANCER CENTER 1275 YORK AVENUE <u>NEW YORK, NY 10065</u>		PC	MEDICAL RESEARCH	100.
SPCA 2170 OLD FURNACE ROAD <u>HARRISONBURG, VA 22803</u>		PC	ANIMAL WELFARE	100.
SPOTSWOOD GARDEN CLUB 8717 BEACON HILL <u>HARRISONBURG, VA 22802</u>		PC	HISTORIC PRESERVATION	100.
ST. PAULS UNITED METHODIST CHURCH PO BOX 356 <u>CAROLINA BEACH, NC 28428</u>		PC	CHURCH	50.
ST. STEPHENS U.C.C. 358 SOUTH MAIN <u>HARRISONBURG, VA 22801</u>		PC	CHURCH	700.
Total from continuation sheets				

DENTON FAMILY CHARITABLE FOUNDATION

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT

1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO SECURITIES	96,487.	0.	96,487.	96,487.	96,487.
TO PART I, LINE 4	96,487.	0.	96,487.	96,487.	96,487.

FORM 990-PF

OTHER INCOME

STATEMENT

2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	41,691.	0.	41,691.
TOTAL TO FORM 990-PF, PART I, LINE 11	41,691.	0.	41,691.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,891.	0.	0.	8,891.
TO FORM 990-PF, PG 1, LN 16B	8,891.	0.	0.	8,891.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX 990-PF	742.	0.	0.	742.
OTHER TAXES & LICENSES	25.	0.	0.	25.
PAYROLL TAXES	2,830.	0.	0.	2,830.
TO FORM 990-PF, PG 1, LN 18	3,597.	0.	0.	3,597.

DENTON FAMILY CHARITABLE FOUNDATION

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FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOLF TOURNAMENT EXPENSES	11,464.	0.	0.	11,464.
VOLUNTEER RECOGNITION	532.	0.	0.	532.
ADVERTISING	3,269.	0.	0.	3,269.
OFFICE SUPPLIES	440.	0.	0.	440.
MISCELLANEOUS	1,258.	0.	0.	1,258.
GIFTS	18.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	16,981.	0.	0.	16,963.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION	AMOUNT
CHANGE IN FMV ADJUSTMENT ON INVESTMENTS FOR 2017	118,208.
TOTAL TO FORM 990-PF, PART III, LINE 3	118,208.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK	7,852.	7,852.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,852.	7,852.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	1,671,035.	1,671,035.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,671,035.	1,671,035.

DENTON FAMILY CHARITABLE FOUNDATION

54-1349360

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL TAX DEPOSITS	696.	0.	0.
TO FORM 990-PF, PART II, LINE 15	696.	0.	0.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 10

TAX DUE FROM FORM 990-PF, PART VI	831.
LATE PAYMENT INTEREST	12.
LATE PAYMENT PENALTY	17.
TOTAL AMOUNT DUE	860.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/18	831.	831.	4	17.
DATE FILED	08/31/18		831.		
TOTAL LATE PAYMENT PENALTY					17.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/18	831.	831.	.0500	108	12.
DATE FILED	08/31/18		843.			
TOTAL LATE PAYMENT INTEREST						12.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
TERRI DENTON PO BOX 632 HARRISONBURG, VA 22803	EXECUTIVE DIRECTOR 5.00	24,000.	14,248.	0.
E WARRENN DENTON III PO BOX 65 PENN LAIRD, VA 22846	SECRETARY/TREASURER 0.00	0.	0.	0.
MELISA MICHELSON 410 NEFF AVENUE HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
KATHY ARMENTROUT 3281 PRESTON SHORE DR HARRISONBURG, VA 22801	DIRECTOR 0.00	0.	0.	0.
LINDA DENTON PO BOX 65 PENN LAIRD, VA 22846	DIRECTOR 1.00	13,000.	0.	0.
JAYME DENTON PO BOX 675880 RANCHO SANTA FE, CA 92067	DIRECTOR/ADVISORY BOARD 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		37,000.	14,248.	0.