

Form **990-PF**Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE BEIRNE CARTER FOUNDATION		A Employer identification number 54-1397827
Number and street (or P.O. box number if mail is not delivered to street address) 1802 BAYBERRY COURT, SUITE 401	Room/suite	B Telephone number (804) 521-0272
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23226		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 32,021,077.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,266.	1,266.		STATEMENT 1
4 Dividends and interest from securities		502,229.	502,229.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		782,712.			
b Gross sales price for all assets on line 6a 4,515,035.					
7 Capital gain net income (from Part IV, line 2)			782,712.		
8 Net short-term capital gain				15,000.	
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)		229,142.	229,142.		STATEMENT 3
11 Other income		1,515,349.	1,515,349.	15,000.	
12 Total. Add lines 1 through 11					
13 Compensation of officers, directors, trustees, etc		28,000.	14,000.		14,000.
14 Other employee salaries and wages		58,957.	0.		58,957.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		10,209.	5,105.		5,104.
b Accounting fees STMT 5		16,621.	8,311.		8,310.
c Other professional fees STMT 6		93,500.	93,500.		0.
17 Interest		6,751.	6,751.		0.
18 Taxes STMT 7		<93,700.>	18,620.		4,399.
19 Depreciation and depletion					
20 Occupancy		26,030.	0.		26,030.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		125,880.	116,189.		2,922.
24 Total operating and administrative expenses Add lines 13 through 23		272,248.	262,476.		119,722.
25 Contributions, gifts, grants paid		1,358,500.			1,358,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,630,748.	262,476.		1,478,222.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<115,399.>			
b Net investment income (if negative, enter -0-)			1,252,873.		
c Adjusted net income (if negative, enter -0-)				15,000.	

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			678,713.	1,248,575.	1,248,575.
	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					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other		STMT 11		25,384,220.	24,716,637.	30,733,321.
14 Land, buildings, and equipment: basis		39,181.				
Less: accumulated depreciation				39,181.	39,181.	39,181.
15 Other assets (describe)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				26,102,114.	26,004,393.	32,021,077.
17 Accounts payable and accrued expenses				4,500.	5,000.	
18 Grants payable						
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)	PAYROLL TAXES		1,086.	2,170.	
23 Total liabilities (add lines 17 through 22)			5,586.	7,170.		
Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			26,096,528.	25,997,223.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	0.	
30 Total net assets or fund balances			26,096,528.	25,997,223.		
31 Total liabilities and net assets/fund balances			26,102,114.	26,004,393.		

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	26,096,528.
2 Enter amount from Part I, line 27a	2	<115,399.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	16,860.
4 Add lines 1, 2, and 3	4	25,997,989.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	766.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,997,223.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

(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				
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	4,515,035.	3,732,323.	782,712.	
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			782,712.	
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		2 782,712.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 N/A

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	1,430,004.	28,103,923.	.050883
2015	1,480,872.	29,456,730.	.050273
2014	1,412,738.	30,444,216.	.046404
2013	1,440,821.	29,958,498.	.048094
2012	1,382,522.	28,813,243.	.047982

2 Total of line 1, column (d)	2 .243636
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 .048727
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4 30,243,281.
5 Multiply line 4 by line 3	5 1,473,664.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 12,529.
7 Add lines 5 and 6	7 1,486,193.
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 1,478,222.

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	25,057.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	25,057.
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	25,057.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,120.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	30,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	32,120.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	7,063.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 7,063. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
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"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.BCARTERFDN.ORG	X	
14 The books are in care of BRYAN BROTHERS, INC. Telephone no. (804) 285-7700 Located at 1802 BAYBERRY COURT, SUITE 401, RICHMOND, VA ZIP+4 23226		
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	16	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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.**

(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
ROSSIE CARTER HUTCHESON 1802 BAYBERRY COURT, SUITE 401 RICHMOND, VA 23226	PRESIDENT 5.00	12,000.	0.	0.
TALFOURD H. KEMPER, ESQ. 10 S. JEFFERSON ST., SUITE 1400 ROANOKE, VA 24038-4125	SECRETARY/TREASURER 1.00	8,000.	0.	0.
KENNETH C. LAUGHON PO BOX 8937 ROANOKE, VA 24014	VICE PRESIDENT 1.00	8,000.	0.	0.

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
PETER TOMS - 1802 BAYBERRY CT SUITE 401, RICHMOND, VA 23226	GRANT ADMINISTRATOR 20.00	58,987.	0.	0.

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

0

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
MANGHAM ASSOCIATES INC - 630 PETER JEFFERSON PKWY SUITE 250, CHARLOTTESVILLE, VA 2291	INVESTMENT MANAGEMENT	93,500.

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.

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	9,278,827.
b	Average of monthly cash balances	1b	993,530.
c	Fair market value of all other assets	1c	20,431,482.
d	Total (add lines 1a, b, and c)	1d	30,703,839.
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	30,703,839.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	460,558.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,243,281.
6	Minimum investment return Enter 5% of line 5	6	1,512,164.

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	1,512,164.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	25,057.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	18,264.
c	Add lines 2a and 2b	2c	43,321.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,468,843.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	1,483,843.
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	1,483,843.

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	1,478,222.
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	1,478,222.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,478,222.

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				1,483,843.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,361,783.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 1,478,222.				
a Applied to 2016, but not more than line 2a			1,361,783.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				116,439.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,367,404.
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	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2017)

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

Recipient	If recipient is an individual, 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				
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	60,000.
ARMSTRONG PRIORITIES FRESHMAN ACADEMY C/O REV B P CAMPBELL, 1310 WHITBY ROAD RICHMOND, VA 23227	NONE	PC	GENERAL PURPOSES	2,500.
BEIRNE B CARTER CENTER FOR IMMUNOLOGY RESEARCH PO BOX 801386 CHARLOTTESVILLE, VA 22908	NONE	PC	PURCHASE NEW TECHNOLOGY, SUPPORT FACULTY, ASSIST WITH LOSS OF FUNDING	300,000.
BLUE RIDGE PBS 1215 MCNEIL DR SW ROANOKE, VA 24015	NONE	PC	GENERAL PURPOSES	5,000.
BOYS AND GIRLS CLUBS OF METRO RICHMOND 2409 BAINBRIDGE STREET RICHMOND, VA 23225	NONE	PC	CAPITAL CAMPAIGN	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,358,500.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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
	(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			14	1,266.		
4 Dividends and interest from securities			14	502,229.		
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			01	229,142.		
8 Gain or (loss) from sales of assets other than inventory			14	782,712.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,515,349.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,515,349.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

THE BEIRNE CARTER FOUNDATION

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 ST CG PER ATTACHED SCHEDULE				
b LT CG PER ATTACHED SCHEDULE				
c METROPOLITAN RE PARTNERS-DISTRIBUTION IN EXCESS O		P	06/25/08	12/31/17
d PRIVATE ADVISORS SMALL CO BUYOUT II-DISPOSITION			05/04/04	10/25/17
e THRU PA SM CO BO III: QSBS M.I. HOLDCO INC		P	12/08/08	11/15/17
f THRU TIFF PTRS V-US: QSBS PING IDENTITY CORP		P	12/15/08	
g THRU TIFF PTRS V-US: QSBS BOX NET, INC		P	01/08/08	04/06/17
h THRU TIFF PTRS V-US: QSBS BOX NET, INC		P	08/18/09	11/03/17
i ST CG THRU PASSTHROUGH ENTITIES		P		
j LT CG THRU PASSTHROUGH ENTITIES		P		
k CAPITAL GAINS DIVIDENDS				
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 70,880.		66,308.	4,572.
b 3,935,910.		3,624,611.	311,299.
c 57,992.			57,992.
d		41,404.	<41,404.>
e 400.			400.
f 38.			38.
g 254.			254.
h 1,168.			1,168.
i 73,862.			73,862.
j 374,498.			374,498.
k 33.			33.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			4,572.
b			311,299.
c			57,992.
d			<41,404.>
e			400.
f			38.
g			254.
h			1,168.
i			73,862.
j			374,498.
k			33.
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	782,712.
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	N/A

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
CAMP EASTER SEALS 900 CAMP EASTER SEALS RD NEW CASTLE, VA 24127	NONE	PC	ROPES COURSE	25,000.
CENTER IN THE SQUARE 20 CHURCH AVE SE ROANOKE, VA 24011	NONE	PC	EXHIBIT AREA	125,000.
CHESAPEAKE BAY FOUNDATION 1108 E. MAIN STREET SUITE 1600 RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES (HONORARIUM)	10,000.
CHIP OF ROANOKE VALLEY 1201 3RD ST SW ROANOKE, VA 24016	NONE	PC	COMPUTER EQUIPMENT	13,000.
COMMUNITY IDEA STATIONS 23 SESAME STREET RICHMOND, VA 23235	NONE	PC	GENERAL PURPOSES	5,000.
DEPAUL COMMUNITY RESOURCES 5650 HOLLINS ROAD ROANOKE, VA 24019	NONE	PC	OFFICE RENOVATIONS	25,000.
EPISCOPAL HIGH SCHOOL 122 N. QUAKER LANE ALEXANDRIA, VA 22302	NONE	PC	GENERAL PURPOSES	7,500.
FAMILY PROMISE OF GREATER ROANOKE 37 E CLAY ST SALEM, VA 24153	NONE	PC	HOUSING RESTORATION	25,000.
FAMILY SERVICE OF ROANOKE VALLEY 360 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PC	COMPUTER WORKSTATIONS	50,000.
FOUNDATION FOR HISTORIC CHRIST CHURCH, INC. 420 CHRIST CHURCH RD WEEMS, VA 22576	NONE	PC	GENERAL PURPOSES	2,500.
Total from continuation sheets				986,000.

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
GOOCHLAND FREE CLINIC 3001 RIVER RD W GOOCHLAND, VA 23063	NONE	PC	DENTAL EQUIPMENT	88,000.
HIGHLAND MEDICAL CENTER INC 120 JACKSON RIVER RD MONTEREY, VA 24465	NONE	PC	CLINICAL EQUIPMENT	25,000.
JAMES RIVER ASSOCIATION 4833 OLD MAIN STREET RICHMOND, VA 23231	NONE	PC	GENERAL PURPOSES	5,000.
JEFFERSON CENTER 541 LUCK AVE SW, STE 221 ROANOKE, VA 24016	NONE	PC	CAPITAL CAMPAIGN	50,000.
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND, VA 23228	NONE	PC	SPLENDOR UNDER GLASS	5,000.
MILL MOUNTAIN ZOO 2404 PROSPECT RD ROANOKE, VA 24014	NONE	PC	ANIMAL TRADING CARDS	1,500.
NORTH CROSS SCHOOL 4254 COLONIAL AVENUE ROANOKE, VA 24018	NONE	PC	GENERAL PURPOSES	10,000.
ORANGE COUNTY FREE CLINIC 13296 JAMES MADISON HWY ORANGE, VA 22960	NONE	PC	ASSIST IN FUNDING THE SALARY OF NURSE PRACTITIONER	5,000.
PRESERVATION VIRGINIA 204 W FRANKLIN ST RICHMOND, VA 23220	NONE	PC	CAPIAL IMPROVEMENTS	25,000.
REACH INC 510 MOUNTAIN AVE SW ROANOKE, VA 24016	NONE	PC	HOUSE RESTORATION	2,500.
Total from continuation sheets				

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
RESTORATION HOUSING 1116 MAIN STREET, SUITE B ROANOKE, VA 24015	NONE	PC	HOUSE RESTORATION	10,000.
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE, VA 24016	NONE	PC	GENERAL PURPOSES	5,000.
SCENIC VIRGINIA 4 E MAIN ST, SUITE 2A - RICHMOND, VA 23219	NONE	PC	GENERAL PURPOSES	17,500.
SHELTERING ARMS FOUNDATION 140 E SHORE DRIVE #200 GLEN ALLEN, VA 23059	NONE	PC	OPERATIONAL CHALLENGE GRANT	1,000.
SHIRLEY PLANTATION FOUNDATION 501 SHIRLEY PLANTATION RD CHARLES CITY, VA 23030	NONE	PC	TO DEVELOP AND IMPLEMENT A NEW WEB SITE	10,000.
SMART BEGINNINGS GREATER RICHMOND 8001 FRANKLIN FARMS DR RICHMOND, VA 23229	NONE	PC	OPERATIONAL SUPPORT	10,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 10 10TH ST NW #1050 ATLANTA, GA 30309	NONE	PC	FOR VIRGINIA PROGRAMMATIC PROJECTS	50,000.
ST. ANDREW'S SCHOOL 227 S. CHERRY STREET RICHMOND, VA 23220	NONE	PC	GENERAL PURPOSES	42,500.
ST. ANNE'S EPISCOPAL PARISH P O BOX 337 SCOTTSVILLE, VA 24590	NONE	PC	GENERAL PURPOSES	15,000.
ST. CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	15,000.
Total from continuation sheets				

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
ST. CHRISTOPHER'S SCHOOL 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA 23226	NONE	PC	GENERAL PURPOSES	5,000.
ST. FRANCIS SERVICE DOGS 8232 ENON DRIVE ROANOKE, VA 24019	NONE	PC	GENERAL IMPROVEMENTS	10,000.
ST. JOHN'S CHURCH FOUNDATION 2401 E BROAD ST RICHMOND, VA 23223	NONE	PC	GENERAL PURPOSES	5,000.
TAUBMAN MUSEUM OF ART 110 SALEM AVE SE ROANOKE, VA 24011	NONE	PC	REPAIR AND UPDATE IT SYSTEMS IN THE MUSEUM	5,000.
THE DOORWAYS 612 E MARSHALL STREET RICHMOND, VA 23219	NONE	PC	CAPITAL CAMPAIGN	50,000.
THE NATURE CONSERVANCY VIRGINIA CHAPTER 490 WESTFIELD ROAD CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES	5,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 N. HAMILTON STREET RICHMOND, VA 23221	NONE	PC	GENERAL PURPOSES	10,000.
WEST END CENTER FOR YOUTH 1223 PATTERSON AVE SW ROANOKE, VA 24015	NONE	PC	FACILITY RENOVATIONS	20,000.
WESTMINSTER CANTERBURY FOUNDATION 1600 WESTBROOK AVENUE RICHMOND, VA 23227	NONE	PC	ANNUAL FELLOWSHIP FUND	45,000.
YMCA OF GREATER RICHMOND 1051 E CARY ST, STE 300 RICHMOND, VA 23219	NONE	PC	CAPITAL CAMPAIGN-NORTHSIDE YMCA	50,000.
Total from continuation sheets				

54-1397827

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
IRS	1,266.	1,266.	
TOTAL TO PART I, LINE 3	1,266.	1,266.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T INSURED DEPOSIT PROGRAM BENCHMARK-FREE ALLOCATION FUND III	946.	0.	946.	946.	
DIVIDENDS FROM PASSTHROUGH ENTITIES	4,367.	0.	4,367.	4,367.	
INTEREST FROM PASSTHROUGH ENTITIES	273,186.	0.	273,186.	273,186.	
VANGUARD 500 INDEX FUND	110,281.	0.	110,281.	110,281.	
VANGUARD ENERGY FUND ADMIRAL	2,995.	0.	2,995.	2,995.	
VANGUARD GLOBAL EQUITY FUND	22,865.	0.	22,865.	22,865.	
VANGUARD S/T BOND INDEX FUND	65,950.	0.	65,950.	65,950.	
VANGUARD TOTAL BOND MKT INDEX	16,678.	33.	16,645.	16,645.	
	4,994.	0.	4,994.	4,994.	
TO PART I, LINE 4	502,262.	33.	502,229.	502,229.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASSTHROUGH ENTITIES	229,142.	229,142.	
TOTAL TO FORM 990-PF, PART I, LINE 11	229,142.	229,142.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,209.	5,105.		5,104.
TO FM 990-PF, PG 1, LN 16A	10,209.	5,105.		5,104.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,700.	2,850.		2,850.
TAX PREPARATION FEE	9,334.	4,667.		4,667.
FINANCIAL STATEMENT PREP	1,587.	794.		793.
TO FORM 990-PF, PG 1, LN 16B	16,621.	8,311.		8,310.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	93,500.	93,500.		0.
TO FORM 990-PF, PG 1, LN 16C	93,500.	93,500.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PERSONAL PROPERTY TAX	45.	0.		0.
STATE REGISTRATION	25.	0.		0.
PAYROLL TAXES	4,399.	0.		4,399.
FOREIGN TAXES W/H BY PASS-THRU ENTITIES	18,620.	18,620.		0.
STATE CORPORATION TAX REFUNDS	<8,782.>	0.		0.
FORM 990PF AND FORM 990T TAX REFUNDS	<108,007.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<93,700.>	18,620.		4,399.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	5,094.	0.		2,547.
MISCELLANEOUS EXPENSE	170.	0.		0.
INSURANCE	3,852.	0.		0.
OTHER FROM PASS-THRU ENTITIES	115,814.	115,814.		0.
BANK FEES	200.	0.		0.
BOARD MEETING & TRAVEL EXPENSES	750.	375.		375.
TO FORM 990-PF, PG 1, LN 23	125,880.	116,189.		2,922.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 9

DESCRIPTION	AMOUNT
IRC SEC 1202 QUALIFIED SMALL BUS STOCK EXCLUSION	1,860.
PY DISTRIBUTIONS RECOVERED IN CY	15,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	16,860.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES . STATEMENT 10

DESCRIPTION	AMOUNT
CONTRIBUTIONS FROM PASS-THRU ENTITIES	158.
NON DEDUCTIBLE EXPENSES FROM PASS-THRU ENTITIES	608.
TOTAL TO FORM 990-PF, PART III, LINE 5	766.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE - EQUITIES & PARTNERSHIPS	COST	24,716,637.	30,733,321.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,716,637.	30,733,321.
