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Form 990-PF

Department of the Treasury
Internal Revenue Service

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.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

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

Name of foundation THE LOUISE R LESTER FOUNDATION		A Employer identification number 54-2036566	
Number and street (or P.O. box number if mail is not delivered to street address) 3130 CHAPARRAL DRIVE NO 108		B Telephone number (see instructions) (540) 595-7876	
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, VA 24018		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,866,637		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ 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)	13,555,111			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	237,174	237,148		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	206,239			
b Gross sales price for all assets on line 6a	2,788,500			
7 Capital gain net income (from Part IV, line 2)		512,372		
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)				
12 Total. Add lines 1 through 11	13,998,524	749,520	0	
13 Compensation of officers, directors, trustees, etc	56,250	28,125	0	28,125
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	28,458	0	0	28,458
b Accounting fees (attach schedule)	6,623	2,755	0	3,868

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

Assets

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing	22,384	54,213	54,213
2	Savings and temporary cash investments	10,568	1,283,427	1,283,427
3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	309,142	8,365,171	9,142,692
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	0	4,334,125	4,382,287
14	Land, buildings, and equipment basis ▶ _____ 4,373 Less accumulated depreciation (attach schedule) ▶ 355	0	4,018	4,018
15	Other assets (describe) _____			

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a FIDELITY ACCT 5827 PUBLICLY TRADED SECURITIES			
b BB&T SCOTT & STRINGFELLOW ACCT 5834 PUBLICLY TRADED SECURITIES	D		
c BB&T SCOTT & STRINGFELLOW ACCT 2639 PUBLICLY TRADED SECURITIES	P		
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 540,381		3,017	537,364
b 651,661		640,429	11,232
c 1,596,458		1,632,682	-36,224
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			537,364
b			11,232
c			-36,224
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	512,372
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	20,550	418,917	0 049055
2015	17,500	387,645	0 045144
2014	15,100	306,289	0 049300
2013	25,972	257,782	0 100752
2012	10,000	154,196	0 064853

2 Total of line 1, column (d)	2	0 309104
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 061821
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,730,099
5 Multiply line 4 by line 3	5	539,703
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,606
7 Add lines 5 and 6	7	546,309
8 Enter qualifying distributions from Part XII, line 4	8	193,039

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)	}	1	13,212
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			

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 LRLFOUNDATION.ORG	13	Yes	
14	The books are in care of THE FOUNDATION Telephone no (540) 595-7876			

Located at **3130 CHAPARRAL DRIVE NO 108 ROANOKE VA**ZIP+4 **24018**

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			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		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? ☐ 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)? ☐ 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐ 2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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). ☐ Yes ☒ No 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017? 4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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)?		5b		
	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?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?		7b		

Part VIII

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ELAINE R ZOPP 3130 CHAPARRAL DRIVE STE 108 ROANOKE, VA 24018	PRESIDENT 5 00	0	0	1,785
BARRY ROBERTSON 3130 CHAPARRAL DRIVE STE 108 ROANOKE, VA 24018	VICE PRESIDENT 1 00	0	0	491
J LEE OSBORNE 3130 CHAPARRAL DRIVE STE 108 ROANOKE, VA 24018	SECRETARY 1 00	0	0	0
B J ROBERTSON 3130 CHAPARRAL DRIVE STE 108 ROANOKE, VA 24018	EXECUTIVE DIRECTOR 35 00	56,250	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	7,541,415
b	Average of monthly cash balances.	1b	1,319,414
c	Fair market value of all other assets (see instructions).	1c	2,216
d	Total (add lines 1a, b, and c).	1d	8,863,045
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	8,863,045
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	132,946
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,730,099
6	Minimum investment return. Enter 5% of line 5.	6	436,505

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	436,505
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	13,212
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	13,212
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	423,293
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	423,293
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	423,293

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	193,039
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	193,039
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	193,039

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				423,293
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 180				
b From 2013. 13,139				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	13,319			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 193,039				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				193,039
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))	13,319			13,319
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				216,935
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV

- | | |
|----------------|--|
| Part XV | Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.) |
|----------------|--|

Part XV

- 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- BJ ROBERTSON EXECUTIVE DIRECTOR
3130 CHAPARRAL DRIVE STE 108
ROANOKE, VA 24018
(540) 595-7876
LRLESTERFOUNDATION@GMAIL COM
-
- b** The form in which applications should be submitted and information and materials they should include
- INFORMATION ON THE LOUISE R LESTER FOUNDATION'S GRANT PROCESS IS LOCATED ON THE FOUNDATION'S WEBSITE,
WWW LRLFOUNDATION ORG
-
- c** Any submission deadlines
- GRANT SUBMISSION DEADLINES ARE POSTED ON THE FOUNDATION'S WEBSITE AT WWWWWW LRLFOUNDATION ORG
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
- GUIDELINES ON GRANT RESTRICTIONS AND OTHER REQUIREMENTS ARE POSTED ON THE FOUNDATION'S WEBSITE AT
WWW LRLFOUNDATION ORG

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	128,400
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	237,174	
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	206,239	
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		443,413	0
13	Total. Add line 12, columns (b), (d), and (e).			13		443,413

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

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

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-05-14	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JEFFREY G BARBOUR		2018-05-14		P01331383
	Firm's name ► BROWN EDWARDS & COMPANY LLP				Firm's EIN ► 54-0504608
Firm's address ► 319 MCCLANAHAN STREET SW ROANOKE, VA 24014					Phone no (540) 345-0936

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FIRST BAPTIST CHURCH OF MARTINSVILLE 23 STARLING AVENUE MARTINSVILLE, VA 24112		CHURCH	DONATION FOR GENERAL SUPPORT	3,000
ADULT CARE CENTER OF ROANOKE VALLEY 2321 ROANOKE BLVD SALEM, VA 24153		PC	DONATION TO FUND SUE NUTTER SCHOLARSHIP	10,000
BRADLEY FREE CLINIC OF ROANOKE VALLEY INC 1240 THIRD STREET SW ROANOKE, VA 24016		PC	DONATION FOR WELLNESS ADVOCATE PROGRAM TO COMBAT OBESITY	6,200
CHIP OF ROANOKE VALLEY 1201 THIRD STREET ROANOKE, VA 24016		PC	DONATION TO SUPPORT HOME VISITATION SERVICES FOR UNDERPRIVILEGED	10,000
FEEDING AMERICA SOUTHWEST VIRIGNIA 1025 ELECTRIC ROAD SALEM, VA 24153		PC	DONATION FOR FOOD BANK	10,000
Total ► 3a				128,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROANOKE CITY SCHOOLS EDUCATION FOUNDATION INC 5937 COVE ROAD ROANOKE, VA 24019		PC	DONATION FOR KILN MACHINE FOR ARTS PROJECTS	3,200
ST FRANCIS SERVICE DOGS 8232 ENON DR ROANOKE, VA 24019		PC	DONATION SUPPORTING SERVICE DOG TRAINING	10,000
HARVEST WORSHIP CENTER 21225 JEB STUART HWY STUART, VA 24171		CHURCH	DONATION FOR GENERAL SUPPORT	3,000
SPENCER-PENN SCHOOL PRESERVATION ORGANIZATION INC PO BOX 506 SPENCER, VA 24165		PC	DONATION FOR HE UPDATES, LIGHTS/HVAC IMPROVEMENTS	10,000
SHEPHERD'S CENTER OF THE GREENBRIER VALLEY PO BOX 54 LEWISBURG, WV 24901		PC	DONATION FOR GENERAL OPERATING SUPPORT	10,000
Total 3a				128,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EAGLES WINGS CHRISTIAN LOVE IN ACTION PO BOX 426 WASHINGTON, NC 27889		PC	DONATION FOR SUPPORT OF SOUTH COUNTY PROJECT	10,000
BEAUFORT COUNTY COMMUNITY COLLEGE FOUNDATION 5537 US HIGHWAY 264 EAST WASHINGTON, NC 27889		PC	DONATION FOR SCHOLARSHIPS & ACADEMIC/WORKFORCE DEVELOPMENT	10,000
FRANKIE LEMMON FOUNDATION INC 2336901 STONEHENGE DRIVE NO 102 RALEIGH, NC 27615		SO-DP	DONATION FOR NEW IPADS FOR FRANKIE LEMON SCHOOL & DEVELOPMENT CENTER	10,000
GODS PIT CREW INC 2499 NORTH MAIN ST DANVILLE, VA 24540		PC	DONATION FOR PURCHASE OF EQUIPMENT FOR WAREHOUSE OPERATIONS	10,000
YOUNG LIFE420 N CASCADE AVENUE COLORADO SPRINGS, CO 80903		CHURCH	DONATION FOR GENERAL OPERATING SUPPORT FOR YOUNG LIFE OF GREENBRIER CO WV	3,000
Total ► 3a				128,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE GREATER GREENBIER VALLEY COMMUNITY FOUNDATION INC PO BOX 1682 LEWISBURG, WV 24901		PC	DONATION FOR BOB ZOPP MEMORIAL SCHOLARSHIP	10,000
Total  3a				128,400

TY 2017 Accounting Fees Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROWN EDWARDS ACCOUNTING FEES	6,108	2,755	0	3,353
HARRIS, HARVEY, NEAL ACCOUNTING FEES	515	0	0	515

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

TY 2017 Depreciation Schedule

Name: THE LOUISE R LESTER FOUNDATION

EIN: 54-2036566

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2017-04-21	1,273		SL	5 000000000000	170	0	0	
FURNITURE	2017-07-28	3,100		SL	7 000000000000	185	0	0	

TY 2017 Investments Corporate Stock Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BB&T SCOTT & STRINGFELLOW 2639 - STOCKS	8,365,171	9,142,692

TY 2017 Investments - Other Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BB&T SCOTT & STRINGFELLOW 2639 - MUTUAL FUNDS	AT COST	4,334,125	4,382,287

**TY 2017 Land, Etc.
Schedule****Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	1,273	170	1,103	1,103
FURNITURE	3,100	185	2,915	2,915

TY 2017 Legal Fees Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOOD RODGERS ATTORNEY FEES	28,458	0	0	28,458

TY 2017 Other Expenses Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTERNET SERVICE	1,320	0	0	0
MOVING EXPENSES	381	0	0	0
ADVERTISING & MARKETING	420	0	0	0
MEALS & ENTERTAINMENT	284	0	0	0
INSURANCE	462	0	0	0
BANK CHARGES	88	0	0	0
OFFICE SUPPLIES	1,087	0	0	0

TY 2017 Other Liabilities Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Description	Beginning of Year - Book Value	End of Year - Book Value
FICA PAYABLE	0	-388
MEDICARE PAYABLE	0	-91

TY 2017 Other Professional Fees Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVISORY FEE BB&T S&S ACCT 2639	55,099	55,099	0	0
FIDELITY ACCT 5827	75	75	0	0

**TY 2017 Substantial Contributors
Schedule****Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566**Name****Address**

LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305

388 WAKE ROBIN TRAIL
LEWISBURG, WV 249015151

TY 2017 Taxes Schedule**Name:** THE LOUISE R LESTER FOUNDATION**EIN:** 54-2036566

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2016 FORM 990PF TAXES	113	0	0	0
2017 FORM 990PF ESTIMATED TAXES	500	0	0	0
FOREIGN TAXES PAID	961	961	0	0
PAYROLL TAXES	3,825	1,913	0	1,912

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491135009828	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
Name of the organization THE LOUISE R LESTER FOUNDATION				Employer identification number 54-2036566	
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 other 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 33¹ 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 <i>exclusively</i> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization THE LOUISE R LESTER FOUNDATION	Employer identification number 54-2036566
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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
<u>1</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 12,914,658	Person ☒
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 28,641	Person ☐
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 120,763	Person ☐
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☒ (Complete Part II for noncash contributions)
<u>4</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 194,921	Person ☐
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☒ (Complete Part II for noncash contributions)
<u>5</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 201,468	Person ☐
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☒ (Complete Part II for noncash contributions)
<u>6</u>	LOUISE R LESTER TRUST UA 112498 & AMENDED 12100 72704 & 121305	\$ 94,567	Person ☐
	388 WAKE ROBIN TRAIL		Payroll ☐
	LEWISBURG, WV249015151		Noncash ☒ (Complete Part II for noncash contributions)

Name of organization THE LOUISE R LESTER FOUNDATION	Employer identification number 54-2036566
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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
2	2072 465 SHS DREYFUS AMT-FREE MUNI BOND FUND	\$ 28,641	2017-04-26
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
3	110,000 UNITS GENERAL ELECTRIC CAP CORP INTERNOTES	\$ 120,763	2017-04-26
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
4	200,000 UNITS BANK OF AMERICA CORP INTERNOTES	\$ 194,921	2017-04-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
5	200,000 UNITS FEDERAL FARM CREDIT BANK BOND	\$ 201,468	2017-04-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
6	100,000 UNITS NATURAL RURALS UTILITIES COOP INTERNOTES	\$ 94,567	2017-04-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization

THE LOUISE R LESTER FOUNDATION

Employer identification number

54-2036566

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	
(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	
(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	
(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	