

EXTENDED TO NOVEMBER 15, 2018

2949133506702 8

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
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 KATHRYN & W H SCHWARZSCHILD FUND		A Employer identification number 54-6035733
Number and street (or P O box number if mail is not delivered to street address) C/O WILLIAMS MULLEN, P.O. BOX 1320		B Telephone number 804-420-6489
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23218-1320		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐
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) \$ 1,665,661.		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 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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		30,587.	30,587.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		76,357.			
b Gross sales price for all assets on line 6a 562,060.			76,357.		
7 Capital gain net income (from Part IV, line 2)					
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		4.	0.		STATEMENT 2
12 Total Add lines 1 through 11		106,948.	106,944.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		9,234.	9,234.		0.
b Accounting fees STMT 4		3,850.	3,850.		0.
c Other professional fees STMT 5		21,341.	21,341.		0.
17 Interest					
18 Taxes STMT 6		1,263.	1,263.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		25.	25.		0.
24 Total operating and administrative expenses Add lines 13 through 23		35,713.	35,713.		0.
25 Contributions, gifts, grants paid		78,420.			78,420.
26 Total expenses and disbursements Add lines 24 and 25		114,133.	35,713.		78,420.
27 Subtract line 26 from line 12.		<7,185.>			
a Excess of revenue over expenses and disbursements			71,231.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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	6,508.	3,241.	3,241.
	2 Savings and temporary cash investments	172,683.	169,899.	169,899.
	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 STMT 8	27,134.	27,045.	27,048.
	b Investments - corporate stock STMT 9	657,450.	646,962.	806,277.
	c Investments - corporate bonds STMT 10	192,913.	215,474.	216,182.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	453,883.	437,764.	443,014.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,510,571.	1,500,385.	1,665,661.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 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	1,510,571.	1,510,571.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	<10,186.>	
	30 Total net assets or fund balances	1,510,571.	1,500,385.	
31 Total liabilities and net assets/fund balances	1,510,571.	1,500,385.		

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	1,510,571.
2 Enter amount from Part I, line 27a	2	<7,185.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,503,386.
5 Decreases not included in line 2 (itemize) ▶ BOOK/TAX ADJUSTMENT ON INVESTMENTS	5	3,001.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,500,385.

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 OPPENHEIMER - SEE ATTACHED			
b CAPITAL GAINS DIVIDENDS			
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 558,101.		485,703.	72,398.
b 3,959.			3,959.
c			
d			
e			

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			72,398.
b			3,959.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	76,357.
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 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	76,167.	1,572,356.	.048441
2015	93,238.	1,672,909.	.055734
2014	78,070.	1,772,623.	.044042
2013	77,570.	1,724,489.	.044981
2012	72,720.	1,664,556.	.043687

2 Total of line 1, column (d)	2	.236885
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	.047377
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,606,164.
5 Multiply line 4 by line 3	5	76,095.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	712.
7 Add lines 5 and 6	7	76,807.
8 Enter qualifying distributions from Part XII, line 4	8	78,420.

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	1	712.
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	712.
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	712.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	591.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	591.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	121.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☒	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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?		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(c) (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. ☐ NONE		
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

N/A

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 ► N/A	X	
14 The books are in care of ► AUSTIN W. VERITY, IV, CIMA Telephone no. ► (703) 506-7400 Located at ► THE VERITY GRP, 8100 BOONE BLVD #410, VIENNA, VA ZIP+4 ► 22182		
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 ►		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? ☐ 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	N/A	
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?		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? ☐ 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.)	N/A	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2017)

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

N/A
☒

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.

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, 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
WILLIAM H. SCHWARZSCHILD, III P.O. BOX 1320 RICHMOND, VA 23218	PRES / SEC / DIRECTOR 1.00	0.	0.	0.
KATHRIN S. BROWN 399 RIVERSVILLE ROAD GREENWICH, CT 06831	VP / TREASURER / DIRECTOR 1.00	0.	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
NONE				

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

0

Form 990-PF (2017)

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.

Form 990-PF (2017)

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	1,476,724.
b	Average of monthly cash balances	1b	153,899.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,630,623.
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	1,630,623.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,459.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,606,164.
6	Minimum investment return Enter 5% of line 5	6	80,308.

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	80,308.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	712.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	79,596.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	79,596.
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	79,596.

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	78,420.
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	78,420.
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	712.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,708.

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				79,596.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			78,240.	
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: ▶ \$ 78,420.				
a Applied to 2016, but not more than line 2a			78,240.	
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				180.
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 1942(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				79,416.
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				

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

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
a Paid during the year				
AMERICAN HEART ASSOCIATION 4217 PARK PLACE COURT RICHMOND, VA 23060	NONE	501(C)3	GENERAL	500.
AMERICAN RED CROSS RICHMOND CHAPTER 420 EAST CARY ST RICHMOND, VA 23205	NONE	501(C)3	GENERAL	2,500.
ANTI-DEFAMATION LEAGUE 605 THIRD AVE. NEW YORK, NY 10158	NONE	501(C)3	GENERAL	200.
BETH AHABAH MUSEUM & ARCHIVE TRUST 1109 W FRANKLIN STREET RICHMOND, VA 23220	NONE	501(C)3	GENERAL	250.
BETH SHOLOM HOME OF VIRGINIA 1600 JOHN ROLFE PARKWAY HENRICO, VA 23238	NONE	501(C)3	GENERAL	500.
Total	SEE CONTINUATION SHEET(S)			78,420.
b Approved for future payment				
NONE				
Total				0.

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
BON SECOURS RICHMOND HEALTH CARE FOUNDATION 5857 BREMO RD RICHMOND, VA 23226	NONE	501(C)3	GENERAL	2,000.
BOY SCOUTS OF AMERICA 1325 WEST WALNUT HILL LANE IRVING, TX 75015	NONE	501(C)3	GENERAL	500.
BRUCE MUSEUM OF ARTS AND SCIENCE 1 MUSEUM DRIVE GREENWICH, CT 06830	NONE	501(C)3	GENERAL	1,920.
CENTRAL VIRGINIA FOODBANK 1415 RHOADMILLER ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,250.
CHILDREN'S HOSPITAL 2924 BROOK RD RICHMOND, VA 23220	NONE	501(C)3	GENERAL	500.
CHILDREN'S MUSEUM OF RICHMOND 2626 WEST BROAD ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,000.
CHILDSAVERS OF RICHMOND 200 NORTH 22ND ST. RICHMOND, VA 23223	NONE	501(C)3	GENERAL	1,000.
COLLEGIATE SCHOOLS 103 NORTH MOORELAND RD HENRICO, VA 23229	NONE	501(C)3	GENERAL	2,000.
COMMUNITY IDEA STATIONS 23 SESAME ST. NORTH CHESTERFIELD, VA 23235	NONE	501(C)3	GENERAL	250.
CONGREGATION BETH AHABAH 1111 WEST FRANKLIN ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	7,400.
Total from continuation sheets				74,470.

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
CYSTIC FIBROSIS FOUNDATION 1500 FOREST AVE RICHMOND, VA 23229	NONE	501(C)3	GENERAL	500.
DAILY PLANET 517 WEST GRACE ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	500.
FAN FREE CLINIC 1010 NORTH THOMPSON ST. RICHMOND, VA 23230	NONE	501(C)3	GENERAL	500.
FRIENDS OF THE RICHMOND PUBLIC LIBRARY 101 EAST FRANKLIN ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	250.
GLAUCOMA FOUNDATION 80 MAIDEN LANE NEW YORK, NY 10038	NONE	501(C)3	GENERAL	250.
GREATER RICHMOND BAR FOUNDATION FOR CENTRAL VIRGINIA LEGAL AID SOCIETY 101 WEST BROAD STREET, SUITE 101 RICHMOND, VA 23220	NONE	501(C)3	GENERAL	250.
GREATER RICHMOND SCAN 103 EAST GRACE ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	250.
HAND WORKSHOP 1812 WEST MAIN STREET RICHMOND, VA 23220	NONE	501(C)3	GENERAL	250.
HISTORIC RICHMOND FOUNDATION 4 EAST MAIN ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	250.
JEFFERSON SCHOLARS PROGRAM P.O. BOX 400891 CHARLOTTESVILLE, VA 22904	NONE	501(C)3	GENERAL	1,000.
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
JEWISH COMMUNITY CENTER 5403 MONUMENT AVE RICHMOND, VA 23226	NONE	501(C)3	GENERAL	2,500.
JEWISH COMMUNITY FEDERATION 5403 MONUMENT AVE RICHMOND, VA 23226	NONE	501(C)3	GENERAL	1,500.
JEWISH FAMILY SERVICES 6718 PATTERSON AVE RICHMOND, VA 23226	NONE	501(C)3	GENERAL	1,000.
JUNIOR ACHIEVEMENT 7217 WEST BROAD ST RICHMOND, VA 23294	NONE	501(C)3	GENERAL	750.
LAWRENCEVILLE SCHOOL 2500 MAIN ST LAWRENCEVILLE, NJ 08648	NONE	501(C)3	GENERAL	500.
LEWIS GINTER BOTANICAL GARDEN 1800 LAKESIDE AVE RICHMOND, VA 23228	NONE	501(C)3	GENERAL	500.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DR CLARKSBURG, MD 20871	NONE	501(C)3	GENERAL	250.
MASSEY CANCER CENTER 1300 E MARSHALL STREET RICHMOND, VA 23298	NONE	501(C)3	GENERAL	2,500.
MAYMONT FOUNDATION 1700 HAMPTON ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,000.
MCV FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298	NONE	501(C)3	GENERAL	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
NATIONAL MULTIPLE SCLEROSIS SOCIETY 4200 INNSLAKE DRIVE RICHMOND, VA 23060	NONE	501(C)3	GENERAL	250.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE	501(C)3	GENERAL	1,400.
NYJTL - CARY LEEDS TENNIS CENTER 58-12 QUEENS BLVD, SUITE 1 WOODSIDE, NY 11377	NONE	501(C)3	GENERAL	2,000.
PERFORMING ARTS CENTER FOUNDATION 735 ANDERSON HILL ROAD PURCHASE, NY 10577-1402	NONE	501(C)3	GENERAL	1,000.
RICHMOND BALLET 407 EAST CANAL ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	750.
RICHMOND SPCA 2519 HERMITAGE RD RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,000.
RICHMOND SYMPHONY 612 EAST GRACE ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	11,500.
SCIENCE MUSEUM OF VA FOUNDATION 2500 WEST BROAD ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,000.
SHELTERING ARMS REHABILITATION 8254 ATLEE RD MECHANICSVILLE, VA 23116	NONE	501(C)3	GENERAL	250.
SMITH COLLEGE PARADISE RD NORTHAMPTON, MA 01063	NONE	501(C)3	GENERAL	1,000.
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 JOSEPH'S VILLA 8000 BROOK RD RICHMOND, VA 23227	NONE	501(C)3	GENERAL	500.
THE DOORWAYS 612 E MARSHALL ST. RICHMOND, VA 23219	NONE	501(C)3	GENERAL	500.
THE GARDEN CONVERVANCY PO BOX 219 COLD SPRING, NY 10516	NONE	501(C)3	GENERAL	1,500.
THE VIRGINIA HOME 1101 HAMPTON ST RICHMOND, VA 23220	NONE	501(C)3	GENERAL	500.
TUCKAHOE VOLUNTEER RESCUE SQUAD 1101 HORSEPEN RD RICHMOND, VA 23229	NONE	501(C)3	GENERAL	500.
UNITED WAY SERVICES 2001 MAYWILL ST RICHMOND, VA 23230	NONE	501(C)3	GENERAL	2,250.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	501(C)3	GENERAL	1,000.
UNIVERSITY OF VIRGINIA P.O. BOX 4002210 CHARLOTTESVILLE, VA 22904	NONE	501(C)3	GENERAL	2,500.
VALENTINE MUSEUM 1015 EAST CLAY ST RICHMOND, VA 23219	NONE	501(C)3	GENERAL	500.
VANDERBILT LAW SCHOOL 131 21ST AVE SOUTH NASHVILLE, TN 37203	NONE	501(C)3	GENERAL	750.
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
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL RD. RICHMOND, VA 23228	NONE	501(C)3	GENERAL	1,000.
VIRGINIA COMMONWEALTH UNIVERSITY 1111 WEST BROAD ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,250.
VIRGINIA HISTORICAL SOCIETY P.O. BOX 7311 RICHMOND, VA 23221	NONE	501(C)3	GENERAL	1,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 NORTH HAMILTON ST. RICHMOND, VA 23221	NONE	501(C)3	GENERAL	500.
VIRGINIA MUSEUM OF FINE ARTS 200 NORTH BOULEVARD RICHMOND, VA 23220	NONE	501(C)3	GENERAL	1,000.
VIRGINIA REPERTORY THEATER 114 W BROAD STREET RICHMOND, VA 23220	NONE	501(C)3	GENERAL	2,000.
VIRGINIA VOICE P.O. BOX 15546 RICHMOND, VA 23227	NONE	501(C)3	GENERAL	250.
WASHINGTON AND LEE UNIVERSITY 204 WEST WASHINGTON ST. LEXINGTON, VA 24450	NONE	501(C)3	GENERAL	500.
YMCA OF NORTH RICHMOND 4207 OLD BROOK RD RICHMOND, VA 23227	NONE	501(C)3	GENERAL	1,500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OPPENHEIMER	34,546.	3,959.	30,587.	30,587.	
TO PART I, LINE 4	34,546.	3,959.	30,587.	30,587.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRS REFUND	4.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,234.	9,234.		0.
TO FM 990-PF, PG 1, LN 16A	9,234.	9,234.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,850.	3,850.		0.
TO FORM 990-PF, PG 1, LN 16B	3,850.	3,850.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,341.	21,341.		0.
TO FORM 990-PF, PG 1, LN 16C	21,341.	21,341.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,263.	1,263.		0.
TO FORM 990-PF, PG 1, LN 18	1,263.	1,263.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCC REGISTRATION FEE	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	25.	25.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - GOVERNMENT BONDS - SEE ATTACHMENT #1	X		27,045.	27,048.
TOTAL U.S. GOVERNMENT OBLIGATIONS			27,045.	27,048.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,045.	27,048.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - EQUITIES - SEE ATTACHMENT #1	646,962.	806,277.
TOTAL TO FORM 990-PF, PART II, LINE 10B	646,962.	806,277.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - CORPORATE BONDS - SEE ATTACHMENT #1	215,474.	216,182.
TOTAL TO FORM 990-PF, PART II, LINE 10C	215,474.	216,182.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - MUTUAL FUNDS - SEE ATTACHMENT #1	COST	437,764.	443,014.
TOTAL TO FORM 990-PF, PART II, LINE 13		437,764.	443,014.