

For calendar year 2017, or tax year beginning 02-01-2017, and ending 01-31-2018

Name of foundation THE STONY POINT FOUNDATION C/O DIXON HUGHES GOODMAN LLP		A Employer identification number 13-3766973	
Number and street (or P.O. box number if mail is not delivered to street address) C/O DIXON HUGHES GOODMAN PO BOX 973		Room/suite	B Telephone number (see instructions) (843) 722-6443
City or town, state or province, country, and ZIP or foreign postal code CHARLESTON, SC 29402		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 15,717,089		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis )			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is <b>not</b> required to attach Sch. B				
	3 Interest on savings and temporary cash investments	41	41		
	4 Dividends and interest from securities	67,466	67,466		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	217,659			
	b Gross sales price for all assets on line 6a	1,008,768			
	7 Capital gain net income (from Part IV, line 2)		217,659		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	503	503		
	12 Total. Add lines 1 through 11	285,669	285,669		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	13,950	6,975		6,975
	c Other professional fees (attach schedule)	30,333	30,333		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,384	409		3,483
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,858	27,858		0
	24 Total operating and administrative expenses. Add lines 13 through 23	80,525	65,575		10,458
	25 Contributions, gifts, grants paid	594,360			594,360
	26 Total expenses and disbursements. Add lines 24 and 25	674,885	65,575		604,818
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-389,216			
	b Net investment income (if negative, enter -0-)		220,094		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	<b>1</b> Cash—non-interest-bearing . . . . .	47,228	58,106	58,106
	<b>2</b> Savings and temporary cash investments . . . . .	24,314	269,232	269,232
	<b>3</b> Accounts receivable ▶ <u>200,000</u>			
	Less allowance for doubtful accounts ▶ _____	200,000	200,000	200,000
	<b>4</b> Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	41,797	31,099	31,099
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	2,962,016	2,719,716	4,627,275
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____			
Less accumulated depreciation (attach schedule) ▶ _____				
<b>12</b> Investments—mortgage loans . . . . .				
<b>13</b> Investments—other (attach schedule) . . . . .				
<b>14</b> Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)	7,851,330	7,440,816	10,531,377	
<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	11,126,685	10,718,969	15,717,089	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	55,500	37,000	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .	55,500	37,000	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	11,071,185	10,681,969	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	0	0	
<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . . . .	11,071,185	10,681,969		
<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) .	11,126,685	10,718,969		

Part III Analysis of Changes in Net Assets or Fund Balances		
<b>1</b> 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)	<b>1</b>	11,071,185
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	-389,216
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	10,681,969
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	10,681,969

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	217,659
<b>3</b> 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		<b>3</b>	

**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	667,602	12,400,274	0 053838
2015	502,138	13,897,521	0 036131
2014	645,671	15,189,106	0 042509
2013	172,194	13,945,750	0 012347
2012	546,627	13,085,310	0 041774

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 186599
<b>3</b> 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	<b>3</b>	0 037320
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	<b>4</b>	13,386,563
<b>5</b> Multiply line 4 by line 3	<b>5</b>	499,587
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	2,201
<b>7</b> Add lines 5 and 6	<b>7</b>	501,788
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	604,818

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)**

<b>1a</b>	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>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	2,201
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	2,201
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	2,201
<b>6</b>	Credits/Payments		
<b>a</b>	2017 estimated tax payments and 2016 overpayment credited to 2017	<b>6a</b>	16,356
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	16,356
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	14,155
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input type="checkbox"/> 14,155 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<b>2</b>	No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
<b>b</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? <i>If "No," attach explanation</i> .	<b>8b</b>	Yes
<b>9</b> 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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

**Part VII-A Statements Regarding Activities** (continued)

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>DIXON HUGHES GOODMAN LLP</b> Telephone no <b>(843) 722-6443</b>			

Located at **525 EAST BAY STREET CHARLESTON SC** ZIP+4 **29403**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	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 <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> <b>1b</b>			
<b>c</b>	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? <input type="checkbox"/> <b>1c</b>			<b>No</b>
<b>2</b>	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))			
<b>a</b>	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>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/> <b>2b</b>			
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	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>b</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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>3b</b>			
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>			<b>No</b>
<b>b</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? <b>4b</b>			<b>No</b>

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

<b>5a</b>	During the year did the foundation pay or incur any amount to				
	<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?		<b>5b</b>		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	<b>No</b>	
	<i>If "Yes" to 6b, file Form 8870</i>				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>		

**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
JOHN O DOWNING C/O DHG LLP PO BOX 273 CHARLESTON, SC 29402	TREASURER 1 00	0	0	0
FRANCES VS DOWNING C/O DHG LLP PO BOX 273 CHARLESTON, SC 29402	PRESIDENT 1 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	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
<b>1</b> PLEASE NOTE, THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT OTHER ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3)	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	4,189,114
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	133,536
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	9,267,769
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	13,590,419
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	13,590,419
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	203,856
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	13,386,563
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	669,328

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	669,328
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5.	<b>2a</b>	2,201
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	2,201
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	667,127
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	667,127
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	667,127

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	604,818
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	604,818
<b>5</b>	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).	<b>5</b>	2,201
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	602,617

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7				667,127
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			600,784	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012. . . . .				
<b>b</b> From 2013. . . . .				
<b>c</b> From 2014. . . . .				
<b>d</b> From 2015. . . . .				
<b>e</b> From 2016. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 604,818				
<b>a</b> Applied to 2016, but not more than line 2a			600,784	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2017 distributable amount. . . . .				4,034
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				663,093
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2013. . . . .				
<b>b</b> Excess from 2014. . . . .				
<b>c</b> Excess from 2015. . . . .				
<b>d</b> Excess from 2016. . . . .				
<b>e</b> Excess from 2017. . . . .				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**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.)**

**1 Information Regarding Foundation Managers:**

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

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

**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 email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>3a</b>	594,360
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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

<b>Sign Here</b>	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.		
	*****	2018-11-28	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	ROBERT P BRADHAM		2018-11-28		P00309866
	Firm's name <b>►</b> DIXON HUGHES GOODMAN LLP				Firm's EIN <b>►</b> 56-0747981
Firm's address <b>►</b> 525 EAST BAY STREET SUITE 100 CHARLESTON, SC 29403					Phone no (843) 722-6443

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e g , real estate, (a) 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 )
CHARLES SCHWAB - SHORT TERM			
CHARLES SCHWAB - LONG TERM			
JP MORGAN - SHORT TERM			
JP MORGAN - LONG TERM			
APOLLO GLOBAL MGMT			
APOLLO GLOBAL MGMT			
SPECIAL OPPORTUNITIES FUND			
TIGER GLOBAL LP			

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
98,203		98,112	91
228,222		165,436	62,786
124,889		194,234	-69,345
500,847		333,325	167,522
		2	-2
1,407			1,407
32,578			32,578
22,622			22,622

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) 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	
			91
			62,786
			-69,345
			167,522
			-2
			1,407
			32,578
			22,622

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)				
<b>a</b> <i>Paid during the year</i>				
ALFORD LAKE CAMP5 SALT MARSH WAY CAPE ELIZABETH, ME 04107		PUBLIC CHARITY	GENERAL SUPPORT	1,000
ATWILL MEMORIAL CHAPEL 932 N BIRCHWOOD DR NORTHPORT, MI 49670		PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE BELLE W BARUCH FOUNDATION 22 HOBCAW RD GEORGETOWN, SC 29440		PUBLIC CHARITY	GENERAL SUPPORT	2,000
<b>Total . . . . .</b> ▶ <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF THE LOW COUNTRY 10 PINCKNEY COLONY ROAD SUITE 103 BLUFFTON, SC 29909		PUBLIC CHARITY	GENERAL SUPPORT	5,000
CARING KIND 360 LEXINGTON AVE 3RD FLOOR NEW YORK, NY 10017		PUBLIC CHARITY	GENERAL SUPPORT	1,000
CENTER FOR AN AGRICULTURAL ECONOMY PO BOX 422 140 JUNCTION RD HARDWICK, VT 05843		PUBLIC CHARITY	GENERAL SUPPORT	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				594,360



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)				
<b>a</b> Paid during the year				
THE CHARLESTON GAILLARD CENTER 95 CALHOUN ST CHARLESTON, SC 29401		PUBLIC CHARITY	GENERAL SUPPORT	1,000
CHARLESTON HORTICULTURAL SOCIETY 46 WINDERMERE BLVD CHARLESTON, SC 29407		PUBLIC CHARITY	GENERAL SUPPORT	135
CHARLESTON LIBRARY SOCIETY 164 KING STREET CHARLESTON, SC 29401		PUBLIC CHARITY	GENERAL SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
CHESAPEAKE BAY FOUNDATION 3663 MARLIN BAY COURT VIRGINIA BEACH, VA 23455		PUBLIC CHARITY	GENERAL SUPPORT	5,000
CIRCUS SMIRKUS1 CIRCUS ROAD GREENSBORO, VT 05841		PUBLIC CHARITY	GENERAL SUPPORT	5,000
COASTAL CONSERVATION LEAGUE 328 EAST BAY STREET PO BOX 1765 CHARLESTON, SC 29402		PUBLIC CHARITY	GENERAL SUPPORT	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
COLLETON COUNTY ARTS COUNCIL 334 WICHMAN ST WALTERBORO, SC 29488		PUBLIC CHARITY	GENERAL SUPPORT	250
COLLETON COUNTY MEMORIAL LIBRARY 600 HAMPTON ST WALTERBORO, SC 29488		PUBLIC CHARITY	GENERAL SUPPORT	9,200
COLLETON COUNTY SCHOOL DISTRICT 213 N JEFFRIES BLVD WALTERBORO, SC 29488		PUBLIC CHARITY	GENERAL SUPPORT	2,000
<b>Total . . . . .</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
COLLETON MUSEUM 506 E WASHINGTON ST WALTERBORO, SC 29488		PUBLIC CHARITY	GENERAL SUPPORT	250
COPLEY HEALTH SYSTEMS INC 528 WASHINGTON HIGHWAY MORRISVILLE, VT 05661		PUBLIC CHARITY	GENERAL SUPPORT	5,000
CRAFTSBURY COMMUNITY CARE CENTER 1784 EAST CRAFTSBURY ROAD CRAFTSBURY, VT 05826		PUBLIC CHARITY	GENERAL SUPPORT	500
<b>Total . . . . .</b> ► <b>3a</b>				594,360

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)				
<b>a</b> Paid during the year				
CRAFTSBURY SAPLINGSPO BOX 87 CRAFTSBURY, VT 05826		PUBLIC CHARITY	GENERAL SUPPORT	2,500
DARDEN SCHOOL FOUNDATION 100 DARDEN BOULEVARD CHARLOTTESVILLE, VA 22903		PUBLIC CHARITY	GENERAL SUPPORT	50,000
DOCTORS WITHOUT BORDERS 40 RECTOR ST 16TH FLOOR NEW YORK, NY 10006		PUBLIC CHARITY	GENERAL SUPPORT	10,010
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> Paid during the year				
ETV ENDOWMENT OF SC 401 E KENNEDY ST STE B1 SPARTANBURG, SC 29302		PUBLIC CHARITY	GENERAL SUPPORT	2,500
FAIRBANKS MUSEUM & PLANETARIUM 1302 MAIN STREET JOHNSONBURY, VT 05819		PUBLIC CHARITY	GENERAL SUPPORT	1,000
FUTURES AND OPTIONS 120 BROADWAY SUITE 1019 NEW YORK, NY 10271		PUBLIC CHARITY	GENERAL SUPPORT	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> Paid during the year				
GILMAN FUND5407 ROLAND AVENUE BALTIMORE, MD 21210		PUBLIC CHARITY	GENERAL SUPPORT	5,000
GREEN HEART PROJECT 1102-B KING STREET CHARLESTON, SC 29403		PUBLIC CHARITY	GENERAL SUPPORT	10,000
GREEN MOUNTAIN FARM TO SCHOOL 194 MAIN STREET 301 NEWPORT, VT 05855		PUBLIC CHARITY	GENERAL SUPPORT	10,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
GREEN POND BAPTIST CHURCH 12295 GREEN POND HWY GREEN POND, SC 29446		PUBLIC CHARITY	GENERAL SUPPORT	500
GREENSBORO ASSOCIATIONPO BOX 59 GREENSBORO, VT 05841		PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE GREENSBORO FREE LIBRARY 53 WILSON STREET GREENSBORO, VT 05841		PUBLIC CHARITY	GENERAL SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360



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)				
<b>a</b> <i>Paid during the year</i>				
HANDS ACROSS THE SEA PO BOX 55071 SUITE 85043 BOSTON, MA 85043		PUBLIC CHARITY	GENERAL SUPPORT	3,015
HOPEFUL HORIZONSPO BOX 1775 BEAUFORT, SC 29901		PUBLIC CHARITY	GENERAL SUPPORT	3,000
HOME RUN HITTERS INTERNATIONAL 1919 NORTH LOOP WEST SUITE 275 HOUSTON, TX 77008		PUBLIC CHARITY	GENERAL SUPPORT	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
THE HOTCHKISS FUND 11 INTERLAKEN ROAD LAKEVILLE, CT 06039		PUBLIC CHARITY	GENERAL SUPPORT	15,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029		PUBLIC CHARITY	GENERAL SUPPORT	5,500
THE KOSSOYE PROJECT 480 ROBINWOOD DR NE BAINBRIDGE ISLAND, WA 98110		PUBLIC CHARITY	GENERAL SUPPORT	500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
LEELANAU CHILDREN'S CENTER 111 N FIFTH STREET LELAND, MI 49654		PUBLIC CHARITY	GENERAL SUPPORT	5,000
LEELANAU CONSERVANCY 101 1ST STREET LELAND, MI 49654		PUBLIC CHARITY	GENERAL SUPPORT	7,500
LOWCOUNTRY FOOD BANK 2864 AZALEA DR CHARLESTON, SC 29405		PUBLIC CHARITY	GENERAL SUPPORT	6,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
LOWCOUNTRY OPEN LAND TRUST 43 WENTWORTH ST CHARLESTON, SC 29401		PUBLIC CHARITY	GENERAL SUPPORT	15,000
MACCULLOCH HALL HISTORICAL MUSEUM 46 MACCULLOCH AVENUE MORRISTOWN, NJ 07960		PUBLIC CHARITY	GENERAL SUPPORT	500
THE MADEIRA SCHOOL 8328 GEORGETOWN PIKE MCLEAN, VA 22102		PUBLIC CHARITY	GENERAL SUPPORT	32,500
<b>Total . . . . .</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
MEDICAL UNIVERSITY OF SOUTH CAROLINA FOUNDATION 18 BEE ST MSC 450 CHARLESTON, SC 29425		PUBLIC CHARITY	GENERAL SUPPORT	125,000
MILL REEF FUND487 GOODWYN STREET MEMPHIS, TN 38111		PUBLIC CHARITY	GENERAL SUPPORT	10,000
MONTANA LAND RELIANCEPO BOX 355 HELENA, MT 59624		PUBLIC CHARITY	GENERAL SUPPORT	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
MUNSON HEALTHCARE REGIONAL FOUNDATION 210 BEAUMONT PL TRAVERSE CITY, MI 49684		PUBLIC CHARITY	GENERAL SUPPORT	2,000
THE NATURE CONSERVANCY IN SC PO BOX 5475 COLUMBIA, SC 29250		PUBLIC CHARITY	GENERAL SUPPORT	5,000
THE NATURE CONSERVANCY IN VERMONT 27 STATE STREET SUITE 4 MONTPELIER, VT 05602		PUBLIC CHARITY	GENERAL SUPPORT	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				594,360

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)				
<b>a</b> Paid during the year				
NEMOURS WILDLIFE FOUNDATION 161 NEMOURS PLANTATION DRIVE YEMASSEE, SC 29945		PUBLIC CHARITY	GENERAL SUPPORT	1,000
NORTHERN FOREST CENTER 18 N MAIN ST 204 CONCORD, NH 03301		PUBLIC CHARITY	GENERAL SUPPORT	5,000
NORTHERN RIVERS LAND TRUST PO BOX 112 HARDWICK, VT 05843		PUBLIC CHARITY	GENERAL SUPPORT	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
NORTHERN WOODLANDSPO BOX 471 CORINTH, VT 05039		PUBLIC CHARITY	GENERAL SUPPORT	2,500
NORTHPORT COMMUNITY ARTS CENTER 104 S WING STREET NORTHPORT, MI 49670		PUBLIC CHARITY	GENERAL SUPPORT	1,000
THE PECK SCHOOL247 SOUTH STREET MORRISTOWN, NJ 07960		PUBLIC CHARITY	GENERAL SUPPORT	500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360



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)				
<b>a</b> <i>Paid during the year</i>				
PETHEY GREENE PROGRAM9 MERCER ST PRINCETON, NJ 08540		PUBLIC CHARITY	GENERAL SUPPORT	7,500
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET 10TH FLOOR NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL SUPPORT	20,000
READING POWER INC 736 N WESTERN AVE SUITE 226 LAKE FOREST, IL 60045		PUBLIC CHARITY	GENERAL SUPPORT	3,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> Paid during the year				
ROPER ST FRANCIS FOUNDATION 125 DOUGHTY ST SUITE 790 CHARLESTON, SC 29403		PUBLIC CHARITY	GENERAL SUPPORT	10,000
SHAKER VILLAGE OF PLEASANT HILL 3501 LEXINGTON RD HARRODSBURG, KY 40330		PUBLIC CHARITY	GENERAL SUPPORT	500
SHARE OUR STRENGTH NO KID HUNGRY 1030 15TH ST NW SUITE 1100 W WASHINGTON, DC 20005		PUBLIC CHARITY	GENERAL SUPPORT	15,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
THE SHELBURNE MUSEUM 6000 SHELBURNE ROAD SHELBURNE, VT 05482		PUBLIC CHARITY	GENERAL SUPPORT	11,000
ST JOHNSBURY ATHENAEUM 1171 MAIN STREET ST JOHNSBURY, VT 05819		PUBLIC CHARITY	GENERAL SUPPORT	1,000
STERLING COLLEGE 125 W COOPER AVENUE STERLING, KS 67579		PUBLIC CHARITY	GENERAL SUPPORT	2,500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
TROUT UNLIMITED 1777 N KENT STREET SUITE 100 ARLINGTON, VA 22209		PUBLIC CHARITY	GENERAL SUPPORT	25,000
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37235		PUBLIC CHARITY	GENERAL SUPPORT	5,000
VERMONT FARM FUNDPO BOX 343 WAITSFIELD, VT 05673		PUBLIC CHARITY	GENERAL SUPPORT	10,000
<b>Total . . . . .</b> ▶ <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602		PUBLIC CHARITY	GENERAL SUPPORT	10,000
THE VERMONT WOMEN'S FUND 3 COURT STREET MIDDLEBURY, VT 05753		PUBLIC CHARITY	GENERAL SUPPORT	3,000
WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN, MD 21620		PUBLIC CHARITY	GENERAL SUPPORT	20,000
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

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)				
<b>a</b> <i>Paid during the year</i>				
WONDER ARTS VERMONT 165 WILSON AVE GREENSBORO, VT 05841		PUBLIC CHARITY	GENERAL SUPPORT	5,000
WOUNDED WARRIOR PROJECT PO BOX 758517 TOPEKA, KS 66675		PUBLIC CHARITY	GENERAL SUPPORT	500
NATIONAL PUBLIC LIBRARY FOUNDATION OF TENNESSEE 615 CHURCH ST NASHVILLE, TN 37219		PUBLIC CHARITY	GENERAL SUPPORT	500
<b>Total . . . . . ▶</b> <b>3a</b>				594,360

**TY 2017 Accounting Fees Schedule****Name:** THE STONY POINT FOUNDATION

C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973**Accounting Fees Schedule**

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	13,950	6,975		6,975

**TY 2017 Investments Corporate Stock Schedule**

**Name:** THE STONY POINT FOUNDATION  
C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHARLES SCHWAB - SECURITIES	245,782	398,620
JP MORGAN - SECURITIES	2,473,934	4,228,655



**TY 2017 Other Assets Schedule**

**Name:** THE STONY POINT FOUNDATION  
C/O DIXON HUGHES GOODMAN LLP  
**EIN:** 13-3766973

**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LUXOR CAPITAL PARTNERS	71,898	71,898	40,168
GREENLIGHT CAPITAL OFFSHORE	1,009,405	1,009,405	1,415,231
CDK GLOBAL SELECT FUND D USD	93,615	93,615	884,597
TIGER GLOBAL PVT INVT VI, LP	2,395,625	2,372,708	2,295,259
LANDSOWNE UK EQUITY FUND LTD	1,000,000	1,000,000	1,765,486
APOLLO GLOBAL MGMT	63,820	62,352	62,352
CHILDRENS INVESTMENT FUND	1,600,000	1,480,000	2,593,336
SPECIAL OPP FUND V	316,967	524,993	724,209
HOUND PARTNERS LONG FUND	1,300,000	825,845	750,739

**TY 2017 Other Expenses Schedule**

**Name:** THE STONY POINT FOUNDATION  
C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973

**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS	27,858	27,858		0

## TY 2017 Other Income Schedule

**Name:** THE STONY POINT FOUNDATION  
 C/O DIXON HUGHES GOODMAN LLP  
**EIN:** 13-3766973

### Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	503	503	503

**TY 2017 Other Liabilities Schedule****Name:** THE STONY POINT FOUNDATION

C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973

Description	Beginning of Year - Book Value	End of Year - Book Value
PENDING TRANSACTIONS JPM 3271	55,500	37,000

**TY 2017 Other Professional Fees Schedule**

**Name:** THE STONY POINT FOUNDATION  
C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	30,333	30,333		0

**TY 2017 Taxes Schedule****Name:** THE STONY POINT FOUNDATION

C/O DIXON HUGHES GOODMAN LLP

**EIN:** 13-3766973

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NEW YORK TAX	3,483	0		3,483
FOREIGN TAX	409	409		0
FEDERAL TAXES	4,492	0		0