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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 03-01-2017, and ending 02-28-2018

Name of foundation
Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

Number and street (or P O box number if mail is not delivered to street address)
American National Bank P O Box 191

City or town, state or province, country, and ZIP or foreign postal code
Danville, VA 245430191

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,878,487

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
54-6223108

B Telephone number (see instructions)
(434) 773-3320

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 not required to attach Sch B			
	3 Interest on savings and temporary cash investments	473,504	473,504	
	4 Dividends and interest from securities			
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	182,697		
	b Gross sales price for all assets on line 6a			
		3,950,683		
	7 Capital gain net income (from Part IV, line 2)		182,697	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	10a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	656,201	656,201	
	13 Compensation of officers, directors, trustees, etc	344,118	172,057	172,061
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	15,882	7,941	7,941
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	38	38	0
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
22 Printing and publications				
23 Other expenses (attach schedule)	250	250	0	
24 Total operating and administrative expenses. Add lines 13 through 23	360,288	180,286	180,002	
25 Contributions, gifts, grants paid	824,127		824,127	
26 Total expenses and disbursements. Add lines 24 and 25	1,184,415	180,286	1,004,129	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-528,214		
	b Net investment income (if negative, enter -0-)		475,915	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	1,657,169	893,003	893,003
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	4,984,800	5,158,134	4,915,168
	b	Investments—corporate stock (attach schedule)	11,232,361	11,409,809	14,071,690
	c	Investments—corporate bonds (attach schedule)	1,094,185	965,829	938,576
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	56,340	60,050	60,050
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,024,855	18,486,825	20,878,487	
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 (attach schedule)			
	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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	19,024,855	18,486,825	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions)	19,024,855	18,486,825	
31	Total liabilities and net assets/fund balances (see instructions) .	19,024,855	18,486,825		

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	19,024,855
2	Enter amount from Part I, line 27a	2	-528,214
3	Other increases not included in line 2 (itemize) ▶ _____	3	331
4	Add lines 1, 2, and 3	4	18,496,972
5	Decreases not included in line 2 (itemize) ▶ _____	5	10,147
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	18,486,825

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	182,697
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	915,386	19,682,334	0 046508
2015	1,004,989	20,520,363	0 048975
2014	910,618	21,630,376	0 042099
2013	983,336	21,247,454	0 046280
2012	1,007,850	20,278,012	0 049702
2 Total of line 1, column (d)			2 0 233564
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046713
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 19,711,442
5 Multiply line 4 by line 3			5 920,781
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,759
7 Add lines 5 and 6			7 925,540
8 Enter qualifying distributions from Part XII, line 4			8 1,004,129

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	4,759
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	4,759
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	4,759
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	23,241
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	23,241
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,482
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 18,482 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of AMERICAN NATIONAL BANK & TRUST CO Telephone no (434) 773-3320			

Located at **628 MAIN ST PO BOX 191 DANVILLE VA** ZIP+4 **245430191**


15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

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

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

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

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
AMERICAN NATIONAL BANK TRUST CO 628 MAIN ST DANVILLE, VA 24541	TRUSTEE 6 00	172,059	0	0
KIRK BIDGOOD 65 LAKE HURON DR DANVILLE, VA 24541	TRUSTEE 2 00	57,353	0	0
EDWARD F HODGES JR 549 MAIN ST DANVILLE, VA 24541	TRUSTEE 2 00	57,353	0	0
WILLIAM S WOODS 10851 NC-86 PROVIDENCE, NC 27315	TRUSTEE 2 00	57,353	0	0

2

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

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

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

0

3

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

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

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	19,985,184
b	Average of monthly cash balances.	1b	26,432
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,011,616
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	20,011,616
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	300,174
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	19,711,442
6	Minimum investment return. Enter 5% of line 5.	6	985,572

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	985,572
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	4,759
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,759
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	980,813
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	980,813
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	980,813

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,004,129
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,004,129
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	4,759
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	999,370

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				980,813
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 41,865				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	41,865			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,004,129				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				980,813
e Remaining amount distributed out of corpus	23,316			
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	65,181			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	41,865			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	23,316			
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. 23,316				

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) 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))	
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 <input type="checkbox"/> if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed DEBRA L CARLSON 628 MAIN ST 24541 PO BOX 191 DANVILLE, VA 245430191 (434) 773-3320	
b The form in which applications should be submitted and information and materials they should include REQUEST STATING PURPOSE AND NEED, COPY OF IRS DETERMINATION LETTER	
c Any submission deadlines JANUARY 15 FOR CONSIDERATION BY FEBRUARY OF SUCH YEAR	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	824,127
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	473,504	
4	Dividends and interest from securities. . . .					
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	182,697	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). . .		0		656,201	0
13	Total. Add line 12, columns (b), (d), and (e).			13		656,201

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-12-06 Date	***** Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Harry P Sakellaris		2018-12-05		P00629305
	Firm's name ▶ Clement & Wheatley				Firm's EIN ▶ 54-1139665
Firm's address ▶ 549 Main Street PO Box 8200 Danville, VA 245438200					Phone no (434) 793-8200

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)
APPLE INC	P		2017-03-15
WALT DISNEY CO	P		2017-03-16
AMER INT'L GROUP			2017-04-25
EXPRESS SCRIPTS			2017-04-28
EXPRESS SCRIPTS			2017-04-28
ABBOTT LAB			2017-05-09
ABBVIE INC			2017-05-09
BERKSH HATH NEW			2017-05-09
CISCO SYS INC			2017-05-09
E I DUPONT DE NEMOUR			2017-05-09

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,283		467	4,816
7,890		7,362	528
9,504		8,800	704
6,877		9,913	-3,036
5,632		6,507	-874
1,233		1,077	156
2,077		1,830	246
3,507		1,680	1,828
2,525		2,002	523
1,256		945	311

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			4,816
			528
			704
			-3,036
			-874
			156
			246
			1,828
			523
			311

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)
J P MORGAN CHASE			2017-05-09
MERCK & CO NEW			2017-05-09
MICROSOFT CORP			2017-05-09
PNC BANK CORP			2017-05-09
SCHLUMBERGER LTD			2017-05-09
TJX COMPANIES INC			2017-05-09
UNITED TECHNOLOGIES			2017-05-09
ALLERGAN PLC			2017-05-09
INGERSOLL-RAND PLC			2017-05-09
WALT DISNEY CO			2017-05-10

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,871		2,032	839
2,475		1,659	816
2,338		1,615	723
2,837		2,064	773
1,341		1,605	-264
1,730		1,429	302
1,083		525	558
2,702		3,476	-774
1,157		886	271
6,359		5,910	449

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			839
			816
			723
			773
			-264
			302
			558
			-774
			271
			449

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)
PRICELINE GROUP INC			2017-05-10
INGERSOLL-RAND PLC			2017-07-10
INGERSOLL-RAND PLC			2017-07-10
TRISURA GROUP LTD			2017-07-28
PERRIGO CO LTD			2017-08-14
PERRIGO CO LTD			2017-08-14
ABBVIE INC			2017-09-27
DOWDUPONT INC			2017-10-26
CVS HEALTH CORP			2017-11-08
GENERAL ELECTRIC CO			2017-12-15

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,652		4,879	2,773
10,378		7,703	2,675
3,766		2,329	1,437
39		31	8
5,134		9,880	-4,746
2,275		3,110	-836
6,268		4,251	2,017
14		9	5
10,002		15,302	-5,301
868		1,248	-381

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,773
			2,675
			1,437
			8
			-4,746
			-836
			2,017
			5
			-5,301
			-381

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)
GENERAL ELECTRIC CO			2017-12-15
ROCKWELL COLLINS			2018-01-26
WELLS FARGO & CO NEW			2018-02-07
WELLS FARGO & CO NEW			2018-02-07
EQT CORP			2018-02-14
NXP SEMICONDUCTORS			2018-02-14
MASTERCARD			2018-02-14
NXP SEMICONDUCTORS			2018-02-22
FANNIE MAE3% 12/1/35			2017-03-27
FANNIE MAE3% 12/1/35			2017-04-25

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)
6,959		9,860	-2,902
14,224		10,938	3,285
16,127		13,755	2,372
5,843		5,552	291
8,074		10,629	-2,556
12,217		8,347	3,870
7,045		3,762	3,284
7,798		4,929	2,869
731		768	-37
1,277		1,341	-65

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			(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	
			-2,902
			3,285
			2,372
			291
			-2,556
			3,870
			3,284
			2,869
			-37
			-65

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)
W VA 1 23 5/1/17			2017-05-01
FNMA 5% 5/11/17			2017-05-11
FANNIE MAE3% 12/1/35			2017-05-25
FFCB 2 45% 10/17/22			2017-05-25
COP 5 75% 020119			2017-06-21
FANNIE MAE3% 12/1/35			2017-06-26
FHLMC STEP% 3/28/22			2017-06-28
FANNIE MAE3% 12/1/35			2017-07-25
FHLMC STEP% 4/28/22			2017-07-28
COP 5 75% 020119			2017-08-01

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
60,000		60,000	0
100,000		104,071	-4,071
1,541		1,619	-78
50,000		49,950	50
57,407		57,942	-534
3,877		4,074	-196
250,000		250,000	0
782		821	-40
50,000		50,027	-27
6,350		6,415	-65

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			0
			-4,071
			-78
			50
			-534
			-196
			0
			-40
			-27
			-65

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)
FANNIE MAE3% 12/1/35			2017-08-25
FHLMC 2 1% 5/25/22			2017-08-25
FFCB 2 34% 1/26/23			2017-09-14
FANNIE MAE3% 12/1/35			2017-09-25
FHLMC STEP% 3/29/22			2017-09-29
FHLB 2 125% 9/2/26			2017-10-24
FANNIE MAE3% 12/1/35			2017-10-25
FHLMC 5 125 111717			2017-11-17
FANNIE MAE3% 12/1/35			2017-11-27
POTASH 3 25 120117			2017-12-01

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,464		3,640	-175
100,000		100,000	0
50,000		50,169	-169
2,115		2,222	-107
100,000		99,900	100
236,400		250,000	-13,600
783		823	-40
200,000		213,971	-13,971
2,546		2,675	-129
100,000		100,237	-237

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-175
			0
			-169
			-107
			100
			-13,600
			-40
			-13,971
			-129
			-237

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)
SUNTRUST 5 45 120117			2017-12-01
FANNIE MAE3% 12/1/35			2017-12-26
WLS FRGO 1 5 011618			2018-01-16
FANNIE MAE3% 12/1/35			2018-01-25
COMCAST 5 875 021518			2018-02-15
FANNIE MAE3% 12/1/35			2018-02-26
ANALOG DEVICES			2017-03-01
ANALOG DEVICES			2017-03-01
ENBRIDGE INC NPV			2017-03-22
ENBRIDGE INC NPV			2017-03-22

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
50,000		51,600	-1,600
2,629		2,762	-133
60,000		59,577	423
877		922	-44
60,000		64,450	-4,450
2,353		2,473	-119
24,401		19,659	4,742
45,793		32,489	13,304
26		26	0
20		20	0

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,600
			-133
			423
			-44
			-4,450
			-119
			4,742
			13,304
			0
			0

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)
ENBRIDGE INC NPV			2017-03-22
NORFOLK SOUTHERN			2017-04-24
COCA COLA COMPANY			2017-05-08
COCA COLA COMPANY			2017-05-08
COCA COLA COMPANY			2017-05-08
COCA COLA COMPANY			2017-05-08
WEYERHAEUSER CO			2017-05-25
NATL GRID PLC NPV			2017-06-30
APPLE INC			2017-08-07
APPLE INC			2017-08-07

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4		4	0
51,151		39,279	11,872
21,467		18,791	2,676
3,722		3,513	209
476		459	17
47,219		49,134	-1,916
18,337		15,939	2,397
16		19	-3
30,690		18,554	12,136
63,742		38,784	24,958

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			0
			11,872
			2,676
			209
			17
			-1,916
			2,397
			-3
			12,136
			24,958

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)
MICROSOFT CORP			2017-08-23
MICROSOFT CORP			2017-08-23
SOUTHERN COMPANY			2017-09-01
SOUTHERN COMPANY			2017-09-01
GLAXOSMITHKLINE PLC			2017-10-30
GLAXOSMITHKLINE PLC			2017-10-30
GLAXOSMITHKLINE PLC			2017-10-30
MDU RESOURCES			2017-11-09
MDU RESOURCES			2017-11-09
MDU RESOURCES			2017-11-09

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
41,250		16,706	24,544
33,420		18,442	14,978
20,472		17,913	2,559
42,918		45,321	-2,403
17,530		22,355	-4,825
11,015		13,054	-2,038
61,006		70,566	-9,560
13,179		16,693	-3,515
295		283	13
18,681		13,847	4,835

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			24,544
			14,978
			2,559
			-2,403
			-4,825
			-2,038
			-9,560
			-3,515
			13
			4,835

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)
MDU RESOURCES			2017-11-09
GENERAL ELECTRIC CO			2017-12-15
UNILEVER PLC ADR			2018-01-05
UNILEVER PLC ADR			2018-01-05
INTEL CORP			2018-01-08
INTEL CORP			2018-01-08
INTEL CORP			2018-01-08
SIEMENS A G SPON ADR			2018-01-16
GAMESTOP CORP NEW			2018-01-17
GAMESTOP CORP NEW			2018-01-17

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
68,713		60,513	8,200
49,596		87,255	-37,659
24,310		21,258	3,052
62,581		53,786	8,794
37,280		22,179	15,101
1,128		874	254
64,405		48,634	15,771
93,808		77,680	16,128
13,243		27,873	-14,630
3,779		7,933	-4,154

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			8,200
			-37,659
			3,052
			8,794
			15,101
			254
			15,771
			16,128
			-14,630
			-4,154

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)
GAMESTOP CORP NEW			2018-01-17
GAMESTOP CORP NEW			2018-01-17
WELLS FARGO & CO NEW			2018-02-07
WELLS FARGO & CO NEW			2018-02-07
WEYERHAEUSER CO			2018-02-14
WEYERHAEUSER CO			2018-02-14
APPLE INC			2017-03-15
WALT DISNEY CO			2017-03-16
WALT DISNEY CO			2017-03-16
AMER INT'L GROUP			2017-04-25

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
26,557		39,336	-12,779
20,782		30,244	-9,462
92,903		79,239	13,663
40,199		38,201	1,999
1,999		1,694	305
42,657		36,997	5,659
35,451		2,624	32,827
44,895		33,804	11,091
8,112		7,015	1,098
29,345		26,580	2,765

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-12,779
			-9,462
			13,663
			1,999
			305
			5,659
			32,827
			11,091
			1,098
			2,765

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)
AMER INT'L GROUP			2017-04-25
AMER INT'L GROUP			2017-04-25
EXPRESS SCRIPTS			2017-04-28
EXPRESS SCRIPTS			2017-04-28
EXPRESS SCRIPTS			2017-04-28
WALT DISNEY CO			2017-05-10
PRICELINE GROUP INC			2017-05-10
PRICELINE GROUP INC			2017-05-10
INGERSOLL-RAND PLC			2017-07-10
INGERSOLL-RAND PLC			2017-07-10

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
12,415		11,474	941
22,157		19,269	2,888
20,454		24,336	-3,882
21,996		27,922	-5,926
24,604		30,574	-5,969
33,805		29,115	4,690
30,607		19,991	10,616
5,739		3,882	1,857
29,115		18,581	10,533
31,135		21,581	9,554

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			(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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			941
			2,888
			-3,882
			-5,926
			-5,969
			4,690
			10,616
			1,857
			10,533
			9,554

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)
INGERSOLL-RAND PLC			2017-07-10
TRISURA GROUP LTD			2017-07-28
TRISURA GROUP LTD			2017-07-28
PERRIGO CO LTD			2017-08-14
PERRIGO CO LTD			2017-08-14
PERRIGO CO LTD			2017-08-14
PERRIGO CO LTD			2017-08-14
ABBVIE INC			2017-09-27
ABBVIE INC			2017-09-27
ABBVIE INC			2017-09-27

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)
34,533		22,564	11,969
245		180	65
20		29	-10
9,618		18,510	-8,892
9,358		13,280	-3,922
10,203		14,068	-3,865
13,777		18,839	-5,062
35,431		22,001	13,430
9,228		5,610	3,618
7,835		5,393	2,442

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			(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	
			11,969
			65
			-10
			-8,892
			-3,922
			-3,865
			-5,062
			13,430
			3,618
			2,442

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)
DOWDUPONT INC			2017-10-26
CVS HEALTH CORP			2017-11-08
CVS HEALTH CORP			2017-11-08
CVS HEALTH CORP			2017-11-08
GENERAL ELECTRIC CO			2017-12-15
GENERAL ELECTRIC CO			2017-12-15
GENERAL ELECTRIC CO			2017-12-15
ROCKWELL COLLINS			2018-01-26
WELLS FARGO & CO NEW			2018-02-07
WELLS FARGO & CO NEW			2018-02-07

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
39		25	14
17,050		19,610	-2,561
18,191		25,323	-7,132
20,204		28,069	-7,864
14,838		22,316	-7,478
15,830		26,990	-11,161
17,901		29,801	-11,899
87,689		67,434	20,255
92,202		78,641	13,560
42,654		40,533	2,121

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			14
			-2,561
			-7,132
			-7,864
			-7,478
			-11,161
			-11,899
			20,255
			13,560
			2,121

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)
EQT CORP			2018-02-14
EQT CORP			2018-02-14
EQT CORP			2018-02-14
NXP SEMICONDUCTORS			2018-02-14
NXP SEMICONDUCTORS			2018-02-14
MASTERCARD			2018-02-14
MASTERCARD			2018-02-14
NXP SEMICONDUCTORS			2018-02-22
NXP SEMICONDUCTORS			2018-02-22

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)
14,200		18,695	-4,495
14,722		23,803	-9,081
16,575		26,615	-10,040
29,437		20,112	9,325
22,805		16,016	6,789
24,995		13,346	11,649
14,594		8,120	6,474
9,307		6,047	3,260
38,110		22,972	15,138

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	
			-4,495
			-9,081
			-10,040
			9,325
			6,789
			11,649
			6,474
			3,260
			15,138

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Red Cross1105 Rose Hill Drive Charlottesville, VA 22903	NONE	PC	To provide immediate relief to those who experience a disaster, such as home fire and help families install smoke alarms in local homes	5,000
Averett University420 West Main Street Danville, VA 24541	NONE	PC	To help fund renovations for a 3rd floor Student Study Lounge in the Main Hall To include purchasing of new furniture, group pods for studying	35,000
Boys & Girls Club of the Danville Area 123 Foster Street Danville, VA 24541	NONE	PC	To assist with BGCDAs Foster Street Club gym lighting and games room upgrades	22,500
Total ▶ 3a				824,127

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i>				
Community Foundation of the Dan River Region 541 Loyal St Danville, VA 24541	NONE	PC	To support the Wayles R Harrison Memorial Fund	20,000
Danville Area Choral Arts Society 29 Old Farm Road Danville, VA 24541	NONE	PC	Funds will be used to purchase music, compensate music director, accompanist and instrumentalists for 2018 concert year	2,000
Danville Community College 1008 South Main Street Danville, VA 24541	NONE	PC	To continue offsetting the costs of childcare for student parents using the services of the Families First Children's Center in DCC's Carrington Child Development Center	25,000
Total ▶ 3a				824,127

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Danville Musuem of Fine Arts and History 975 Main Street Danville, VA 24541	NONE	PC	To purchase 1/4 page advertising in Star Tribune, Danville Register & Bee, Evince, & Showcase for 8 major exhibits in 2018	8,990
Danville-Pittsylvania County Cancer Association Inc 223 Riverview Dr Suite J Danville, VA 24541	NONE	PC	Assist cancer clients with travel reimbursement for gas expenses to their cancer-related doctor and chemotherapy and radiation appointments	20,000
Danville-Pittsylvania County Chamber Foundation P O Box 99 Blairs, VA 24527	NONE	PC	To assist with the Young Entrepreneurs Academy (YEA'),	10,000
Total ▶ 3a				824,127

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Danville Science Center IncP O Box 167 Danville, VA 24543	NONE	PC	To support the Science Center Out-of-Time School programming to engage underrepresented middle school students in Danville and Pittsylvania County through STEM education	17,500
Danville Speech & Hearing Center P O Box 1687 Danville, VA 24543	NONE	PC	Funds to be used for painting exterior of the building	6,278
The Danville Community Orchestra Inc Danville Symphony Orchestra P O Box 11491 Danville, VA 24543	NONE	PC	Funds will be used to provide a portion of funding needs for 2018, 12 month lease for rehearsal hall and conductor honorarium, & travel expense reimbursement (4 concerts)	15,000
Total ▶ 3a				824,127

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Diamond Fever Girls Fastpitch Softball Organization Inc PO Box 11 Ringgold, VA 24586	NONE	PC	Funds to be used to upgrade the facility 6 benches for Dugouts, infield dirt and labor for 3 fields, 4 foul poles, 4 sets of benches, 3 pitching rubbers, sidewalk replacement/addition (concrete and labor)	11,500
Free Clinic of Danville IncP O Box 665 Danville, VA 24543	NONE	PC	To support the Nurse Practitioner's services and costs, patient health testing supplies/materials, new electronic documentation support with maintenance cost for patient electronic charting	50,000
Future of the Piedmont Foundation 628 Main St Danville, VA 24541	NONE	PC	To maintain ongoing efforts to improve economic health of the Danville Region	25,000
Total ► 3a				824,127

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
God's Storehouse IncP O Box 48 Danville, VA 24543	NONE	PC	Funds will be used for purchase of food-\$25,000 and \$10,000 towards replacement of the roof (Raise the Roof Campaign)	35,000
House of Hope IncP O Box 1197 Danville, VA 24543	NONE	PC	Funds to be used for installation, labor, and replacement of ceiling tiles throughout the shelter	1,150
Kids & Pros IncP O Box 2093 Buford, GA 30515	NONE	PC	To provide Danville-Pitts County youth & their families with free, 3-day, non contact character based football camp & community event To be held at Dan Daniel Memorial Park July 16-18, 2018	2,500
Total 3a				824,127

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Olde Dominion Agricultral Complex ODAF ODAC 19783 US Hwy 29 Suite G Chatham, VA 24531	NONE	PC	To assist with Farmers Market improvements, to refurbish and expand the market "barn building"	15,000
Salvation ArmyPO BOX 309 Danville, VA 24543	NONE	PC	1/24 share of annual distribution	32,742
Hampden-SydneyP O Box 127 HampdenSydney, VA 23943	NONE	PC	3/24 share of annual distribtution	98,226
Total ▶ 3a				824,127

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sweet BriarP O Box 1051 Sweet Briar, VA 24595	NONE	PC	9/24 share of annual distribution	294,677
First Presbyterian Church 937 Main Street Danville, VA 24541	NONE	PC	1/24 share of annual distribution	32,742
Danville Life Saving & First Aid Crew 202 Christopher Lane Danville, VA 24541	NONE	PC	Annual Distribution for Period 3/1/2017-2/28/2018	38,322
Total ▶ 3a				824,127

TY 2017 Investments Corporate Bonds Schedule

Name: Alexander Berkeley Carrington Jr &
 Ruth Simpson Carrington Charitable Trust
EIN: 54-6223108

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate Bonds	965,829	938,576

TY 2017 Investments Corporate Stock Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stocks	11,409,809	14,071,690

TY 2017 Investments Government Obligations Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

**US Government Securities - End
of Year Book Value:**

5,158,134

**US Government Securities - End
of Year Fair Market Value:**

4,915,168

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust
EIN: 54-6223108

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Accrued Income	AT COST	60,050	60,050

TY 2017 Legal Fees Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CLEMENT & WHEATLEY, FOR PREPARATION OF IRS FORM 990-PF	15,882	7,941		7,941

TY 2017 Other Decreases Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Description	Amount
Excise tax	6,000
Accrued interest purchased	3,583
ADR fees	564

TY 2017 Other Expenses Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX SERVICE FEE	250	250		0
	0	0		0

TY 2017 Other Increases Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Description	Amount
Rounding and unlocated difference	331

TY 2017 Taxes Schedule

Name: Alexander Berkeley Carrington Jr &
Ruth Simpson Carrington Charitable Trust

EIN: 54-6223108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	38	38		0