

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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1804

For calendar year 2017 or tax year beginning **MAY 1, 2017**, and ending **APR 30, 2018**

Name of foundation: **CARUTHERS FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address): **4600 NORTH FAIRFAX DRIVE, SUITE 1000**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **ARLINGTON, VA 22203**

A Employer identification number: **51-0248560**

B Telephone number: **703-524-8811**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
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

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): **\$ 692,610.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	50,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	131.	131.		STATEMENT 1
4	Dividends and interest from securities	13,149.	13,149.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	8,467.			
b	Gross sales price for all assets on line 6a	113,575.			
7	Capital gain net income (from Part IV, line 2)		8,467.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	71,747.	21,747.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	4,875.	4,875.		0.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	8,025.	8,025.		0.
24	Total operating and administrative expenses Add lines 13 through 23	12,900.	12,900.		0.
25	Contributions, gifts, grants paid	61,000.			61,000.
26	Total expenses and disbursements Add lines 24 and 25	73,900.	12,900.		61,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<2,153.>			
b	Net investment income (if negative, enter -0-)		8,847.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,177.	48,301.	48,301.
	2 Savings and temporary cash investments	23,272.	22,656.	22,656.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	126,986.	75,708.	101,565.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	485,706.	501,292.	520,088.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	650,141.	647,957.	692,610.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	650,141.	647,957.		
30 Total net assets or fund balances	650,141.	647,957.		
31 Total liabilities and net assets/fund balances	650,141.	647,957.		

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	650,141.
2 Enter amount from Part I, line 27a	2	<2,153.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	647,988.
5 Decreases not included in line 2 (itemize) ▶ FOREIGN TAXES WITHHELD	5	31.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	647,957.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	113,575.	105,108.	8,467.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			8,467.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,467.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2016	107,477.	682,369.	.157506
2015	72,500.	743,064.	.097569
2014	120,500.	891,158.	.135217
2013	124,958.	895,523.	.139536
2012	136,781.	917,193.	.149130

2 Total of line 1, column (d)	2	.678958
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.135792
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	661,435.
5 Multiply line 4 by line 3	5	89,818.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88.
7 Add lines 5 and 6	7	89,906.
8 Enter qualifying distributions from Part XII, line 4	8	61,000.

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)

Table with 11 rows for excise tax calculations. Line 1: 177. Line 2: 0. Line 3: 177. Line 4: 0. Line 5: 177. Lines 6a-6d: 0. Line 7: 0. Line 8: 0. Line 9: 177. Line 10: 0. Line 11: 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. 1a: No, Yes (X). 1b: No, Yes (X). 1c: No, Yes (X). 2: No, Yes (X). 3: No, Yes (X). 4a: No, Yes (X). 4b: N/A. 5: No, Yes (X). 6: No, Yes (X). 7: No, Yes (X). 8a: VA. 8b: No, Yes (X). 9: No, Yes (X). 10: No, Yes (X).

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. 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. 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A. 14 The books are in care of JUSTIN MILLER Telephone no 703-524-8811 Located at 4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA ZIP+4 22203. 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A. 16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country.

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): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here. 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? 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? If "Yes," list the years. b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?

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

		Yes	No
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	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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	X
If "Yes" to 6b, file Form 8870			
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?	N/A	7b	

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'.

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	623,921.
b	Average of monthly cash balances	1b	47,587.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	671,508.
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	671,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,073.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	661,435.
6	Minimum investment return. Enter 5% of line 5	6	33,072.

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	33,072.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	177.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	177.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	32,895.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	32,895.
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	32,895.

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	61,000.
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	61,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,000.

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				32,895.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	91,359.			
b From 2013	81,266.			
c From 2014	76,372.			
d From 2015	35,395.			
e From 2016	73,405.			
f Total of lines 3a through e	357,797.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	61,000.			
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				32,895.
e Remaining amount distributed out of corpus	28,105.			
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	385,902.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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	91,359.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	294,543.			
10 Analysis of line 9:				
a Excess from 2013	81,266.			
b Excess from 2014	76,372.			
c Excess from 2015	35,395.			
d Excess from 2016	73,405.			
e Excess from 2017	28,105.			

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
COMMUNITIES IN SCHOOLS OF NOVA 2345 CRYSTAL DRVE, SUITE 700 ARLINGTON, VA 22202		PUBLIC	AIDING CHILDREN IN POVERTY	5,000.
PHOENIX HOUSE MID-ATLANTIC 200 N GLEBE ROAD ARLINGTON, VA 22203		PUBLIC	DRUG REHABILITATION	5,000.
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG, VA 24501		PUBLIC	EDUCATION/SCHOLARSHIPS	6,000.
EMERGING SCHOLARS 2009 14TH ST N ARLINGTON, VA 22201		PUBLIC	EDUCATION/SCHOLARSHIPS	10,000.
OFFENDER AID & RESTORATION 1400 N UHLE STREET #704 ARLINGTON, VA 22201		PUBLIC	WORKING WITH INCARCERATED INDIVIDUALS	10,000.
Total SEE CONTINUATION SHEET(S)				61,000.
b Approved for future payment				
NONE				
Total				0.

CARUTHERS FOUNDATION, INC.

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 6 SH DISCOVER FINANCIAL SERVICES COMMON	P	06/23/16	05/24/17
b 18 SH ENVISION HEALTHCARE CORP COMMON	P	03/09/17	05/24/17
c 13 SH HOST HOTELS & RESORTS INC	P	12/22/16	05/24/17
d 4 SH TIME WARNER INC	P	06/23/16	05/24/17
e 56 SH ISHARES MSCI EAFE INDEX FUND	P	02/06/17	05/24/17
f 21 SH ISHARES MSCI EAFE SMALL CAP INDEX	P	03/09/17	05/24/17
g 55 SH SABRE CORP	P	VARIOUS	06/01/17
h 42 SH HOST HOTELS & RESORTS INC	P	12/22/16	06/23/17
i 2 SH VAREX IMAGING CORP	P	12/22/16	08/02/17
j 32 SH ENVISION HEALTHCARE CORPORATION	P	03/09/17	11/15/17
k 42 SH HANESBRANDS INC COMMON	P	12/22/16	05/24/17
l 6 SH UNITED PARCEL	P	06/23/16	05/24/17
m 33 SH KROGER CO	P	06/23/17	11/22/17
n 40 SH DIEBOLD NIXDORF INC	P	10/03/17	12/29/17
o 90.935 SH CAMBRIAR INTL EQUITY FUNDS	P	04/17/14	05/24/17

(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 357.		325.	32.
b 998.		1,192.	<194.>
c 235.		247.	<12.>
d 393.		291.	102.
e 3,697.		3,335.	362.
f 1,220.		1,106.	114.
g 1,246.		1,367.	<121.>
h 786.		799.	<13.>
i 61.		54.	7.
j 908.		2,119.	<1,211.>
k 858.		925.	<67.>
l 627.		642.	<15.>
m 764.		745.	19.
n 656.		932.	<276.>
o 2,384.		2,242.	142.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			32.
b			<194.>
c			<12.>
d			102.
e			362.
f			114.
g			<121.>
h			<13.>
i			7.
j			<1,211.>
k			<67.>
l			<15.>
m			19.
n			<276.>
o			142.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

CARUTHERS FOUNDATION, INC.

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 10 SH ENBRIDGE INC	P	12/06/13	05/24/17
b 84.486 SH GOLDMAN SACHS ENHANCED INCOME FUND	P	04/03/12	05/24/17
c 104.338 SH LAZARD EMERGING MKTS PORTFOLIO	P	05/19/11	05/24/17
d 52.966 SH OPPENHEIMER DEVELOPING MKTS PORTFOLIO	P	06/28/11	05/24/17
e 249.176 SH PIMCO LOW DURATION FUND CLASS L	P	02/04/10	05/24/17
f 8 SH MCDONALDS CORP COMMON	P	12/06/13	05/23/17
g 28 SH CENTENE CORP	P	02/13/13	05/24/17
h 47 SH CHICAGO BRIDGE & IRON CO	P	07/31/14	05/24/17
i 36 SH CLEAN HARBORS INC COMMON	P	VARIOUS	05/24/17
j 190 SH DARLING INTERNATIONAL INC COMMON	P	VARIOUS	05/24/17
k 36 SH FLOWERVE CORP COMMON	P	VARIOUS	05/24/17
l 41 SH HANESBRANDS INC COMMON	P	12/06/13	05/24/17
m 3 SH HONEYWELL INTERNATIONAL INC	P	02/02/16	05/24/17
n 19 SH IDEX CORP COMMON	P	06/17/13	05/24/17
o 88 SH KNOWLES CORP COMMON	P	10/07/15	05/24/17

(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 395.		340.	55.
b 796.		800.	<4.>
c 1,900.		2,229.	<329.>
d 2,000.		1,858.	142.
e 2,454.		2,589.	<135.>
f 1,185.		772.	413.
g 2,088.		629.	1,459.
h 943.		2,807.	<1,864.>
i 2,097.		1,972.	125.
j 3,122.		2,807.	315.
k 1,771.		2,468.	<697.>
l 837.		719.	118.
m 395.		300.	95.
n 2,060.		1,025.	1,035.
o 1,540.		1,889.	<349.>

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

(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			55.
b			<4.>
c			<329.>
d			142.
e			<135.>
f			413.
g			1,459.
h			<1,864.>
i			125.
j			315.
k			<697.>
l			118.
m			95.
n			1,035.
o			<349.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

CARUTHERS FOUNDATION, INC.

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 5 SH MAXIM INTEGRATED PRODUCT COMMON	P	06/17/13	05/24/17
b 9 SH MURPHY USA INC	P	01/23/15	05/24/17
c 41 SH NEWFIELD EXPLORATION CO COMMON	P	VARIOUS	05/24/17
d 2 SH NOVARTIS A G ADR	P	12/06/13	05/24/17
e 47 SH OGE ENERGY CORP	P	VARIOUS	05/24/17
f 24 SH POLARIS INDUSTRIES INC	P	02/13/13	05/24/17
g 17 SH THOR INDUSTRIES INC COMMON	P	01/23/15	05/24/17
h 39 SH THE TIMKEN COMPANY	P	02/13/13	05/24/17
i 58 SH TRINITY INDUSTRIES	P	VARIOUS	05/24/17
j 86 SH WESTERN UNION COMPANY	P	04/17/14	05/24/17
k 5 SH INVESCO LTD COMMON	P	02/02/16	05/24/17
l 28 SH BROADRIDGE FINANCIAL SOLUTIONS	P	09/13/13	05/24/17
m 4 SH ABBOTT LABORATORIES COMMON	P	04/03/12	05/24/17
n 5 SH ANTHEM INC COMMON	P	01/23/15	05/24/17
o 6 SH GENERAL MOTORS CO COMMON	P	02/02/16	05/24/17

(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 235.		141.	94.
b 609.		629.	<20.>
c 1,403.		1,553.	<150.>
d 162.		157.	5.
e 1,643.		1,579.	64.
f 2,073.		2,040.	33.
g 1,567.		943.	624.
h 1,788.		1,542.	246.
i 1,533.		1,415.	118.
j 1,656.		1,324.	332.
k 155.		139.	16.
l 2,090.		858.	1,232.
m 174.		117.	57.
n 902.		708.	194.
o 200.		176.	24.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			94.
b			<20.>
c			<150.>
d			5.
e			64.
f			33.
g			624.
h			246.
i			118.
j			332.
k			16.
l			1,232.
m			57.
n			194.
o			24.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

CARUTHERS FOUNDATION, INC.

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 4 SH JOHNSON & JOHNSON	P	02/02/16	05/24/17
b 7 SH OMNICOM GROUP	P	01/23/15	05/24/17
c 5 SH PEPSICO INC	P	04/03/12	05/24/17
d 15 SH PFIZER INC	P	11/02/11	05/24/17
e 28 SH PULTE GROUP INC	P	02/02/16	05/24/17
f 25 SH UNILEVER PLC	P	01/23/15	05/24/17
g 9 SH VERIZON COMMUNICATIONS	P	07/31/14	05/24/17
h 8 SH WELLS FARGO & CO	P	01/23/15	05/24/17
i 26 SH AGCO CORPORATION	P	02/13/13	05/24/17
j 18 SH PENTAIR PLC	P	01/17/14	05/24/17
k 23 SH WESTROCK CO	P	01/23/15	05/24/17
l 82.16 SH FEDERATED SHORT TERM INCOME FUND	P	02/13/13	06/23/17
m 42.463 SH GOLDMAN SACHS ENHANCED	P	04/03/12	06/23/17
n 7.689 SH GUGGENHEIM FLOAT RATE	P	01/17/14	06/23/17
o 27.003 SH PRUDENTIAL SH/TERM CORP	P	02/13/13	06/23/17

(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 509.		413.	96.
b 581.		525.	56.
c 577.		334.	243.
d 482.		293.	189.
e 641.		457.	184.
f 1,357.		1,071.	286.
g 405.		460.	<55.>
h 424.		428.	<4.>
i 1,659.		1,397.	262.
j 1,198.		1,389.	<191.>
k 1,237.		1,203.	34.
l 700.		713.	<13.>
m 400.		402.	<2.>
n 200.		207.	<7.>
o 300.		312.	<12.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			96.
b			56.
c			243.
d			189.
e			184.
f			286.
g			<55.>
h			<4.>
i			262.
j			<191.>
k			34.
l			<13.>
m			<2.>
n			<7.>
o			<12.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3

CARUTHERS FOUNDATION, INC.

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 20.305 SH PIMCO LOW DURATION FUND	P	02/04/10	06/23/17
b 50 SH CHICAGO BRIDGE & IRON CO	P	VARIOUS	06/23/17
c 3 SH CENTENE CORP	P	02/13/13	06/23/17
d 1337.326 SH CAMBIAR INTL EQUITY FUNDS	P	VARIOUS	07/28/17
e 33 SH PULTE GROUP INC	P	02/02/16	08/29/17
f 10 SH SCOTTS CO CL A	P	06/23/16	08/29/17
g 16 SH NOVARTIS A G ADR	P	VARIOUS	10/03/17
h 4 SH THOR INDUSTRY INC	P	01/23/15	10/03/17
i 9 SH SCHLUMBERGER LTD	P	04/20/15	12/15/17
j 29 SH FLOWSERVE CORP	P	10/09/15	12/15/17
k 76 SH KNOWLES CORP	P	10/07/15	12/15/17
l 47 SH NEWFIELD EXPLORATION	P	01/23/15	12/15/17
m CAPITAL GAINS DIVIDENDS			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 200.		211.	<11.>
b 677.		2,692.	<2,015.>
c 251.		67.	184.
d 36,736.		31,761.	4,975.
e 835.		538.	297.
f 943.		689.	254.
g 1,383.		1,273.	110.
h 515.		222.	293.
i 560.		840.	<280.>
j 1,200.		1,353.	<153.>
k 1,115.		1,631.	<516.>
l 1,321.		1,381.	<60.>
m 2,206.			2,206.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<11.>
b			<2,015.>
c			184.
d			4,975.
e			297.
f			254.
g			110.
h			293.
i			<280.>
j			<153.>
k			<516.>
l			<60.>
m			2,206.
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	8,467.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOORWAYS FOR WOMEN AND FAMILIES 4600 FAIRFAX DRIVE ARLINGTON, VA 22203		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	25,000.
Total from continuation sheets				25,000.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

CARUTHERS FOUNDATION, INC.

Employer identification number

51-0248560

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

Employer identification number

CARUTHERS FOUNDATION, INC.

51-0248560

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<p>PRESTON CARUTHERS</p> <p>3800 NORTH MILITARY ROAD</p> <p>ARLINGTON, VA 22207</p>	<p>\$ <u>50,000.</u></p>	<p>Person <input checked="" type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>
		<p>\$ _____</p>	<p>Person <input type="checkbox"/></p> <p>Payroll <input type="checkbox"/></p> <p>Noncash <input type="checkbox"/></p> <p>(Complete Part II for noncash contributions)</p>

Name of organization

Employer identification number

CARUTHERS FOUNDATION, INC.

51-0248560

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

CARUTHERS FOUNDATION, INC.

51-0248560

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	131.	131.	
TOTAL TO PART I, LINE 3	131.	131.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	15,355.	2,206.	13,149.	13,149.	
TO PART I, LINE 4	15,355.	2,206.	13,149.	13,149.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	4,875.	4,875.		0.
TO FORM 990-PF, PG 1, LN 16B	4,875.	4,875.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T WEALTH INVESTMENT FEES	8,023.	8,023.		0.
BB&T WEALTH ADR FEES	2.	2.		0.
TO FORM 990-PF, PG 1, LN 23	8,025.	8,025.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
11 SH PEPSICO INC	734.	1,110.
31 SH ABBOTT LABORATORIES	909.	1,802.
35 SH PFIZER INC	685.	1,281.
20 SH POLARIS INDUSTRIES	1,605.	2,096.
119 SH DARLING INTERNATIONAL	1,370.	2,040.
23 SH CENTENE CORPORATION	837.	2,497.
20 SH AGCO CORPORATION	1,074.	1,254.
39 SH THE TIMKEN COMPANY	1,542.	1,667.
61 SH TRINITY INDUSTRIES	1,276.	1,944.
21 SH BROADRIDGE FINANCIAL SOLUTION	643.	2,251.
40 SH QUALCOMM INC	2,414.	2,040.
87 SH HANESBRANDS INC	1,525.	1,607.
9 SH NOVARTIS A G ADR	708.	690.
33 SH CLEAN HARBORS INC	1,609.	1,511.
14 SH IDEX CORP	755.	1,871.
22 SH PENTAIR PLC	1,698.	1,480.
1 SH ALPHABET INC CL C	533.	1,017.
21 SH MAXIM INTEGRATED PRODUCTS INC	592.	1,145.
25 SH MICROSOFT CORP	959.	2,338.
18 SH VISA INC	945.	2,284.
88 SH WESTERN UNION COMPANY	1,355.	1,738.
20 SH WESTROCK CORP	1,046.	1,183.
49 SH OGE ENERGY CORP	1,470.	1,611.
27 SH MURPHY USA INC	1,888.	1,689.
15 SH OMNICOM GROUP COMMON	1,126.	1,105.
11 SH THOR INDS INC	610.	1,168.
6 SH AMERICAN EXPRESS CO	509.	593.
27 SH WELLS FARGO & CO	1,445.	1,403.
7 SH ANTHEM INC	991.	1,652.
18 SH UNITED PARCEL SERVICES B	1,875.	2,043.
15 SH FACEBOOK INC-A	1,243.	2,580.
31 SH VERIZON COMMUNICATIONS INC	1,584.	1,530.
38 SH GENERAL MOTORS	1,124.	1,396.
21 SH COCA-COLA	870.	907.
24 SH MONSTER BEVERAGE CORP	1,078.	1,320.
30 SH INVESCO LTD	831.	869.
10 SH JOHNSON & JOHNSON CO	1,082.	1,265.
25 SH MERCK & CO INC	1,341.	1,472.
46 SH CISCO SYSTEMS	1,259.	2,037.
30 SH ORACLE CORP	1,126.	1,370.
3 SH AMAZON.COM INC	2,302.	4,698.
8 SH TIME WARNER INC	583.	758.
8 SH YUM! BRANDS INC	457.	697.
12 SH YUM CHINA HOLDINGS INC	285.	513.
15 SH CVS COMMON	1,198.	1,048.
70 SH DANONE SPONS ADR	866.	1,135.
11 SH PROCTER AND GAMBLE	921.	796.

22 SH DISCOVER FINANCIAL SERVICES	1,192.	1,568.
3 SH FACTSET RESEARCH SYSTEMS INC	525.	567.
17 SH SEI INVESTMENTS	809.	1,075.
34 SH ENBRIDGE INC	1,157.	1,029.
20 SH ABBVIE INC	1,231.	1,931.
4 SH AMGEN INC	662.	698.
11 SH CERNER CORP	592.	641.
2 SH REGENERON PHARMACUETICALS INC	729.	607.
7 SH VARIAN MED SYS	558.	809.
28 SH NOVO-NORDISK A S ADR	1,496.	1,314.
7 SH DEERE & COMPANY	731.	947.
15 SH EXPEDITORS INTL WASH INC	807.	958.
10 SH HONEYWELL INTERNATIONAL INC	1,077.	1,447.
22 SH KAR AUCTION SERVICES	988.	1,144.
24 SH ROBERT HALF INTL	955.	1,459.
15 SH ALIBABA GROUP HOLDING	1,308.	2,678.
1 SH ALPHABET INC CL A	821.	1,019.
12 SH AUTODESK INC	695.	1,511.
3 SH AUTOMATIC DATA PROCESSING	290.	354.
10 SH ACCENTURE PLC IRELAND PLC	1,175.	1,512.
12 SH CROWN CASTLE INTL CORP	1,047.	1,210.
15 SH LOWE'S COMPANIES INC	1,109.	1,237.
15 SH OCCIDENTAL PETROLEUM CO. COMMON	957.	1,159.
13 SH NASDAQ INC COMMON	907.	1,148.
13 SH MEDTRONIC PLC COMMON	1,012.	1,042.
TOTAL TO FORM 990-PF, PART II, LINE 10B	75,708.	101,565.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
10,527.724 SH STERLING CAPITAL SHORT DURATION BOND FUND	COST	98,293.	89,801.
598.887 SH LAZARD EMERGING MKTS PORTFOLIO	COST	10,222.	11,870.
9092.722 SH FEDERATED SHORT TERM INCOME FD	COST	78,056.	76,743.
1567.751 SH PIMCO LOW DURATION FUND	COST	16,226.	15,301.
2790.664 SH PRUDENTIAL SH/TRM CORP BD FUND	COST	32,087.	30,111.
288.903 SH OPPENHEIMER DEVELOPING MKTS	COST	8,909.	12,616.
4939.177 SH GOLDMAN SACHS ENHANCED INCOME FUND	COST	46,546.	46,428.
704.947 SH STERLING CAPITAL SPECIAL OPPORTUNITIES	COST	15,415.	17,623.
1192.323 SH GUGGENHEIM FLOAT RATE STRATEGIES	COST	31,689.	30,965.
355 SH ISHARES RUSSELL TOP 200 VALUE INDEX FUND	COST	15,703.	17,993.

267 SH ISHARES RUSSELL TOP 200 GROWTH INDEX FUND	COST	14,056.	19,785.
1482.703 SH AMERICAN CENTURY SHORT DURATION	COST	15,000.	15,168.
186 SH ISHARES DJ SELECT DIVIDEND INDEX	COST	15,835.	17,916.
534 SH ISHARES MSCI EAFE INDEX FUND	COST	31,798.	37,775.
139 SH ISHARES S&P MIDCAP 400 INDEX	COST	21,589.	25,988.
110 SH ISHARES S&P SMALLCAP 600 INDEX	COST	6,986.	8,560.
121 SH ISHARES MSCI EAFE SMALL CAP INDEX	COST	6,308.	7,940.
263.507 SH HARBOR INTERNATIONAL - REIT	COST	18,287.	17,824.
850.163 SH HARDING LOEVNER INTERNATIONAL EQUITY	COST	18,287.	19,681.
TOTAL TO FORM 990-PF, PART II, LINE 13		501,292.	520,088.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. CREASY 1577 SHOTWELL ROAD CLAYTON, NC 27520	TRUSTEE 0.00	0.	0.	0.
PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	TRUSTEE 0.00	0.	0.	0.
JUSTIN W. MILLER 1507 N. HARTFORD STREET ARLINGTON, VA 22201	TRUSTEE 0.00	0.	0.	0.
STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207	PRESIDENT 0.00	0.	0.	0.
LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102	TRUSTEE 0.00	0.	0.	0.
DANA J. SNYDER 904 MACKALL AVENUE MCLEAN, VA 22101	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.