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EXTENDED TO APRIL 15, 2019

## Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning JUN 1, 2017, and ending MAY 31, 2018

Name of foundation  
**THE DALIS FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**3200 PACIFIC AVE, SUITE 100**

City or town, state or province, country, and ZIP or foreign postal code  
**VIRGINIA BEACH, VA 23451**

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) **\$ 16,330,312.**

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**54-6046229**

B Telephone number  
**(757) 423-3318**

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		101.	101.		STATEMENT 1
4 Dividends and interest from securities		334,710.	334,710.		STATEMENT 2
5a Gross rents		334,234.	334,234.		STATEMENT 3
b Net rental income or (loss) 145,201.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		365,309.			
b Gross sales price for all assets on line 6a 384,943.					
7 Capital gain net income (from Part IV, line 2)			365,309		
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		165,377.	165,377.		STATEMENT 5
12 Total Add lines 1 through 11		1,199,731.	1,199,731.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 6		16,332.	0.		16,332.
b Accounting fees STMT 7		20,507.	2,051.		18,456.
c Other professional fees					
17 Interest					
18 Taxes STMT 8		1,931.	193.		1,738.
19 Depreciation and depletion		74,599.	74,599.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 9		114,434.	114,434.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		227,803.	191,277.		36,526.
25 Contributions, gifts, grants paid		731,522.			731,522.
26 Total expenses and disbursements. Add lines 24 and 25		959,325.	191,277.		768,048.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		240,406.			
b Net investment income (if negative, enter -0-)			1,008,454.		
c Adjusted net income (if negative, enter -0-)				N/A	

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions.

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14400621 797738 2002086000

2017.05060 THE DALIS FOUNDATION

20020861

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	58,097.	157,403.	157,403.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,100.	4,100.	4,100.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	533,309.	513,675.	10,798,809.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis	1,910,352.	
Less: accumulated depreciation STMT 11▶		387,329.		
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,957,795.	2,198,201.	16,330,312.
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 ▶ DUE ON LEASEHOLD I)	46,880.	46,880.		
23 Total liabilities (add lines 17 through 22)	46,880.	46,880.		
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	1,473,099.	1,473,099.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	437,816.	678,222.		
30 Total net assets or fund balances	1,910,915.	2,151,321.		
31 Total liabilities and net assets/fund balances	1,957,795.	2,198,201.		

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,910,915.
2 Enter amount from Part I, line 27a	2	240,406.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,151,321.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,151,321.

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**Part IV Capital Gains and Losses for Tax on Investment Income** SEE ATTACHED STATEMENT

(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			
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	384,943.	19,634.	365,309.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			365,309.

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	365,309.
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	763,868.	16,149,440.	.047300
2015	785,913.	17,025,557.	.046161
2014	839,806.	15,819,132.	.053088
2013	756,504.	15,564,929.	.048603
2012	745,778.	15,204,343.	.049050

2 Total of line 1, column (d)	2	.244202
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	.048840
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	16,471,676.
5 Multiply line 4 by line 3	5	804,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,085.
7 Add lines 5 and 6	7	814,562.
8 Enter qualifying distributions from Part XII, line 4	8	768,048.

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.

## THE DALIS FOUNDATION

**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	SUPERVALU	P		08/02/17
b	AUTOMATIC DATA PROCESSING	P		05/17/18
c	AIR PRODUCTS	P		05/17/18
d	EMERSON ELECTRIC	P		05/17/18
e	HEWLETT-PACKARD	P		05/17/18
f	UNITED TECH	P		05/17/18
g				
h				
i				
j				
k				
l				
m				
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 1,627.		11,467.	-9,840.
b 150,334.		776.	149,558.
c 41,655.		350.	41,305.
d 40,087.		1,413.	38,674.
e 40,222.		2,047.	38,175.
f 111,018.		3,581.	107,437.
g			
h			
i			
j			
k			
l			
m			
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			-9,840.
b			149,558.
c			41,305.
d			38,674.
e			38,175.
f			107,437.
g			
h			
i			
j			
k			
l			
m			
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	365,309.
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 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 type="checkbox"/> and enter 1% of Part I, line 27b		1 20,169.
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 20,169.
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 20,169.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 8,880.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d	7 8,880.	
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 SEE STATEMENT 13	9 11,289.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax Refunded	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>MICHAEL NORMENT</u> Telephone no. ► <u>(757) 754-8382</u> Located at ► <u>3200 PACIFIC AVE, SUITE 100, VIRGINIA BEACH, VA</u> ZIP+4 ► <u>23451</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 Organizations relying on a current notice regarding disaster assistance, check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

N/A

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN DALIS	DIRECTOR			
3200 PACIFIC AVE, SUITE 100				
VIRGINIA BEACH, VA 23451	1.00	0.	0.	0.
MICHAEL NORMENT	DIRECTOR			
3200 PACIFIC AVE, SUITE 100				
VIRGINIA BEACH, VA 23451	20.00	0.	0.	0.
MATT NORMENT	DIRECTOR			
3200 PACIFIC AVE, SUITE 100				
VIRGINIA BEACH, VA 23451	5.00	0.	0.	0.

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

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

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

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,222,041.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	130,473.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	5,370,000.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	16,722,514.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,722,514.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	250,838.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	16,471,676.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	823,584.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	823,584.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	20,169.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	20,169.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	803,415.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	803,415.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	803,415.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	768,048.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	768,048.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	768,048.

**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.

Form 990-PF (2017)

**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				803,415.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			752,522.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 768,048.			752,522.	
a Applied to 2016, but not more than line 2a				
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				15,526.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				787,889.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

N/A

**1 a** 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**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 foundation 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).)

NONE

**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.

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

**c** Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>  GOVERNOR'S SCHOOL FOR THE ARTS 254 GRANBY ST. NORFOLK, VA 23510		PC	SUPPORT INNOVATION THAT DEVELOPS EXCELLANCE, NURTURES CREATIVITY, INSPIRES ARTISITIC VISION AND	25,000.
  WATER4 2405 NW 10TH STREET OKLAHOMA CITY, OK 73107		PC	TO HELP SOLVE THE WORLD WATER CRISIS.	10,000.
  THE HIMALAYAN CATARACT PROJECT PO BOX 55 WATERBURY, VT 05676		PC	TO HELP ERADICATE PREVENTABLE AND CURABLE BLINDNESS IN THE DEVELOPING WORLD.	10,000.
  THE OCEAN FOUNDATION TAG A GIANT 1320 19TH ST, NW WASHINGTON, DC 20036		PC	TO SUPPORT, STRENGTHEN AND PROMOTE THOSE ORGANIZATIONS DEDICATED TO REVERSING THE TREND OF	10,000.
  HURRAH PLAYERS 485 ST. PAUL'S BLVD. NORFOLK, VA 23510		PC	TO INSPIRE AND EMPOWER THE COMMUNITY THROUGH AFFORDABLE, PROFESSIONAL QUALITY MUSICAL THEATER	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>731,522.</b>
<b>b Approved for future payment</b>  CAMP KESEM 10586 WEST PICO BOULEVARD #196 LOS ANGELES, CA 90064			ALLOW PASSIONATE COLLEGE STUDENT LEADERS TO SUPPORT CHILDREN THROUGH AND BEYOND THEIR PARENT'S	1,000.
<b>Total</b>				<b>1,000.</b>

Form 990-PF (2017)

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA ARTS FESTIVAL 440 BANK STREET NORFOLK, VA 23510		PC	TO BRING WORLD-CLASS PERFORMING ARTS TO OUR CITIZENS AND VISITORS, IMPACT THE LIVES OF STUDENTS THROUGH	100,000.
BACK ON MY FEET 100 S. BROAD ST., SUITE 2136 PHILADELPHIA, PA 19110		PC	TO COMBAT HOMELESSNESS THROUGH THE POWER OF RUNNING, COMMUNITY SUPPORT AND ESSENTIAL EMPLOYMENT & HOUSING.	10,000.
LYNNHAVEN RIVER NOW 3663 MARLIN BAY DR. VIRGINIA BEACH, VA 23455		PC	TO RESTORE AND PROTECT VIRGINIA BEACH WATERWAYS.	10,000.
CHESAPEAKE BAY FOUNDATION 3663 MARLIN BAY DR. VIRGINIA BEACH, VA 23455		PC	TO SAVE THE CHESAPEAKE BAY.	40,000.
ALZHEIMER'S ASSOCIATION 6350 CENTER DRIVE, SUITE 102 NORFOLK, VA 23502		PC	THE ALZHEIMER'S ASSOCIATION ADVANCES RESEARCH TO END ALZHEIMER'S AND DEMENTIA WHILE	10,000.
HORN OF AFRICA EDUCATION DEVELOPMENT FUND PO BOX 60722 WORCESTER, MA 01606		PC	TO CARRY OUT DEVELOPMENT THROUGH EDUCATION BY FUNDING NON PROFIT BOARDING SCHOOLS IN THE	5,000.
FIDELITY CHARITABLE GIFT FUND 200 SEAPORT BLVD, MAIL ZONE NCW4B BOSTON, MA 02210		PC	TO FACILITATE, SUPPORT AND INCREASE CHARITABLE ACTIVITIES IN HEALTH, SOCIAL WELFARE, EDUCATION,	90,522.
KELSKIDS 216 C, 56TH STREET VIRGINIA BEACH, VA 23451		NC	TO HELP DIAGNOSE DISABLED PEOPLE TO GAIN SENSE OF FREEDOM THROUGH AQUATIC PROGRAMS.	30,000.
SAA PO BOX 5872 SHERMAN OAKS, CA 91413		PC	TO EMPOWER PERSONS LIVING WITH THE DISEASE THROUGH EDUCATION, ADVOCACY AND SUPPORT FOR	10,000.
NORFOLK SPCA 916 BALLENTINE BLVD NORFOLK, VA 23504		PC	TO LEAD AND PARTNER IN CREATING A COMMUNITY IN WHICH ALL HEALTHY AND TREATABLE COMPANION ANIMALS ARE	5,000.
<b>Total from continuation sheets</b>				<b>666,522.</b>

**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
LAW ENFORCEMENT UNITED PO BOX 14097 CHESAPEAKE, VA 23327			TO ENSURE THAT THE SURVIVING FAMILY OF LAW ENFORCEMENT KILLED IN THE LINE OF DUTY IS SUPPORTED AND NOT	1,000.
BECAUSE INTERNATIONAL 120 9TH SOUTH SUITE 110 NAMPA, ID 83651			TO LISTEN TO THOSE LIVING IN EXTREME POVERTY TO HEAR THEIR THOUGHTS, IDEAS, AND DREAMS FOR HOW TO MAKE	10,000.
HEALING 4 HEROES PO BOX 2116 PEACHTREE CITY, GA 30269			ASSISTING OUR MILITARY SERVICE MEMBERS AND VETERANS LEAD HEALTHY, PRODUCTIVE LIVES. TO CONNECT WOUNDED	10,000.
THE PRIME PLUS NORFOLK SENIOR CENTER 7300 NEWPORT AVENUE, SUITE 100 NORFOLK, VA 23505			TO SUPPORT THE NEEDS OF PEOPLE OVER 50 IN HAMPTON ROADS THROUGH ACTIVE PROGRAMMING.	10,000.
CHILDREN'S HEALTH INVESTMENT PROJECT OF HAMPTON ROADS (CHIP) 1302 JEFFERSON ST CHESAPEAKE, VA 23324			TO HELP ASSIST LOW-INCOME FAMILIES WITH MEDICAL SUPPLIES AND OTHER RESOURCES FOR THE HOME. CHIP	10,000.
WHRO PUBLIC MEDIA 5200 HAMPTON BLVD NORFOLK, VA 23508			TO DELIVER THE ARTS THROUGH MORE EPHEMERAL MEANS: THE AIRWAVES.	5,000.
SMILE 101 WEST MAIN ST, SUITE 7000 NORFOLK, VA 23510			TO PROVIDE EDUCATION, ENCOURAGEMENT, AND EMPOWERMENT TO CHILDREN WITH LIFE-THREATENING	10,000.
GRAHAMTASTIC CONNECTION 21 BRADEEN STREET, SUITE 107 SPRINGVALE, ME 04083			PROVIDE FREE LAPTOPS, IPADS, ROBOTS AND INTERNET ACCESS TO SERIOUSLY ILL CHILDREN FOR EDUCATIONAL	10,000.
THE WARRIOR SURF FOUNDATION PO BOX 585 FOLLY BEACH, SC 29439			TO HELP BRING VETERANS AND THEIR FAMILIES TOGETHER TO PROMOTE MENTAL AND PHYSICAL WELL-BEING BY EXPOSING	10,000.
ABLE TO WORK USA 336 STRADLEIGH RD WILMINGTON, NC 28403			TO HELP SHOW THE WORLD THAT PEOPLE WITH INTELLECTUAL & DEVELOPMENTAL DISABILITIES ARE ABLE	10,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WORLD CENTRAL KITCHEN PO BOX 392289 PITTSBURGH, PA 15251			TO HELP CHANGE THE WORLD THROUGH THE EYES OF CHEFS. AS CHEFS, THEIR WORK IN THE KITCHEN IMPROVES	10,000.
NATASHA HOUSE PO BOX 2392 YORKTOWN, VA 23692			TO EMPOWER AND EQUIP HOMELESS WOMEN TO ACHIEVE AND MAINTAIN SELF-SUFFICIENCY.	10,000.
THE HIGH FIVES FOUNDATION 10775 PIONEER TRAIL, SUITE 108 TRUCKEE, CA 96161			TO SUPPORT THE DREAMS OF OUTDOOR SPORTS ATHLETES BY RAISING INJURY PREVENTION AWARENESS WHILE	10,000.
ELDER HEART PO BOX 1511 NASHVILLE, IN 47448			TO HELP WITH SUICIDE PREVENTION IN VETERANS.	10,000.
OCEARCH PO BOX 681058 PARK CITY, UT 84068			TO HELP GENERATE CRITICAL SCIENTIFIC DATA RELATED TO TRACKING (TELEMETRY) AND BIOLOGICAL STUDIES	10,000.
ST JUDE 262 DANNY THOMAS PLACE MEMPHIS, TN 38105			TO HELP TREAT AND DEFEAT CHILDHOOD CANCER AND OTHER LIFE-THREATENING DISEASES	10,000.
IGLESIA NEUVA VIDA 1100 INDIAN LAKES BLVD VIRGINIA BEACH, VA 23464			TO HELP WITH THE CHURCH MISSION	10,000.
THE OCEAN CLEAN UP 555 MISSION STREET SAN FRANCISCO, CA 94105			TO HELP DEVELOP TECHNOLOGY TO RID THE OCEANS OF PLASTIC.	10,000.
AMERICAN CANCER SOCIETY 4416 EXPRESSWAY DR VIRGINIA BEACH, VA 23452			TO HELP FREE THE WORLD FROM CANCER.	10,000.
SAMARITAN HOUSE 2620 SOUTHERN BLVD VIRGINIA BEACH, VA 23452			TO HELP FOSTER PERSONAL SAFETY, GROWTH AND SELF-SUFFICIENCY IN ADULTS AND THEIR	10,000.
<b>Total from continuation sheets</b>				

**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
STAND UP FOR KIDS 601 W PONCE DE LEON AVE DECATUR, GA 30030			TO HELP END YOUTH HOMELESSNESS	10,000.
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DR NORFOLK, VA 23504			TO HELP ELIMINATE HUNGER IN THE COMMUNITY.	10,000.
CHILDREN'S DIAPER BANK 1600 ELBOW ROAD CHESAPEAKE, VA 23320			TO PROVIDE FREE DIAPERS TO PREGNANT WOMEN WITHIN TWO WEEKS OF DUE DATE THROUGH THREE YEARS OLD.	10,000.
OHEF SHOLOM TEMPLE 530 RALEIGH AVE NORFOLK, VA 23507			TO HELP THE FOOD PANTRY BE ABLE TO PROVIDE MEALS TO THE HUNGRY.	10,000.
SENS RESEARCH FOUNDATION 110 PIONEER WAY, SUITE J MOUNTAIN VIEW, CA 94041			TO HELP TRANSFORM THE WAY THE WORLD RESEARCHES AND TREATS AGE-RELATED DISEASE.	10,000.
PLANNED PARENTHOOD 515 NEWTOWN RD VIRGINIA BEACH, VA 23462			TO HELP PROVIDE AFFORDABLE HEALTH CARE FOR WOMEN, MEN, AND YOUNG PEOPLE AS WELL AS PROVIDE SEX	20,000.
THE MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905			TO HELP IMPROVE THE QUALITY OF MEDICAL CARE THROUGH EDUCATION AND RESEARCH AS WELL AS PROVIDE IN PATIENT	10,000.
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY ST. SUITE 900 SAN FRANCISCO, CA 94104			TO HELP PROTECT THE PLACES PEOPLE CARE ABOUT AND TO CREATE CLOSE-TO HOME PARKS.	10,000.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202			TO HELP PROTECT THE NATURE THAT WE ALL RELY ON FOR FOOD, FRESH WATER AND LIVELIHOOD.	10,000.
BARBARA BUSH FOUNDATION FOR FAMILY LITERACY 516 NORTH ADAMS STREET TALLAHASSEE, FL 32301			TO HELP ADVOCATE FOR AND ESTABLISH LITERACY AS A VALUE IN EVERY HOME.	20,000.
<b>Total from continuation sheets</b>				



**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
CONCERNS OF POLICE SURVIVORS PO BOX 3199 CAMDENTON, MO 65202			TO HELP PROVIDE RESOURCES FOR FAMILIES AND CO-WORKERS OF OFFICERS KILLED IN THE LINE OF DUTY.	10,000.
JJ WATT FOUNDATION PO BOX 530 PEWAUKEE, WI 53072			TO PROVIDE AFTER-SCHOOL OPPORTUNITIES FOR MIDDLE-SCHOOL AGED CHILDREN IN THE	10,000.
JT WALK 2420 ATLANTIC AVE VIRGINIA BEACH, VA 23451			TO HELP RAISE MONEY FOR ALS.	5,000.
TIDEWATER ORCHID SOCIETY 6020 SOUTH RIVER RD NORFOLK, VA 23505			TO HELP PROMOTE PUBLIC INTEREST IN AND APPRECIATION OF ORCHIDS BY UNDERTAKING EXHIBITS, SHOWS, AND	15,000.
TEXAS DIAPER BANK 5415 BANDERA RD # 504 SAN ANTONIO, TX 78238			TO HELP ADDRESS THE DIAPER GAP AND ITS IMPACT ON INDIVIDUALS IN CRISIS.	10,000.
Total from continuation sheets				



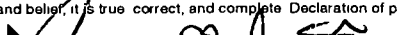
**Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes | No |
|----------|--|-----|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |     |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |     |    |
|          | (1) Cash   |     | X  |
|          | (2) Other assets   |     | X  |
| <b>b</b> | Other transactions:  |     |    |
|          | (1) Sales of assets to a noncharitable exempt organization   |     | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   |     | X  |
|          | (3) Rental of facilities, equipment, or other assets   |     | X  |
|          | (4) Reimbursement arrangements   |     | X  |
|          | (5) Loans or loan guarantees   |     | X  |
|          | (6) Performance of services or membership or fundraising solicitations   |     | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   |     | X  |
| <b>d</b> | 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. |     |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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.				<input checked="checked" type="checkbox"/> May the IRS discuss this return with the preparer shown below? See instructions.		
	 Signature of officer or trustee		10/28/19 Date		<del>VICE</del> PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN F. MCDOWELL		JOHN F. MCDOWELL		06/21/19		P00089842
	Firm's name ▶ DIXON HUGHES GOODMAN LLP					Firm's EIN ▶ 56-0747981	
	Firm's address ▶ 440 MONTICELLO AVE, SUITE 1400 NORFOLK, VA 23510					Phone no. (757) 624-5100	

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - GOVERNOR'S SCHOOL FOR THE ARTS

SUPPORT INNOVATION THAT DEVELOPS EXCELLANCE, NURTURES CREATIVITY,  
INSPIRES ARTISITIC VISION AND BUILDS COMMUNITIES WITH A PASSION FOR THE  
ARTS.

NAME OF RECIPIENT - THE OCEAN FOUNDATION TAG A GIANT

TO SUPPORT, STRENGTHEN AND PROMOTE THOSE ORGANIZATIONS DEDICATED TO  
REVERSING THE TREND OF DESTRUCTION OF OCEAN ENVIRONMENTS AROUND THE  
WORLD.

NAME OF RECIPIENT - HURRAH PLAYERS

TO INSPIRE AND EMPOWER THE COMMUNITY THROUGH AFFORDABLE, PROFESSIONAL  
QUALITY MUSICAL THEATER EDUCATION AND FAMILY FRIENDLY ENTERTAINMENT.

NAME OF RECIPIENT - VIRGINIA ARTS FESTIVAL

TO BRING WORLD-CLASS PERFORMING ARTS TO OUR CITIZENS AND VISITORS,  
IMPACT THE LIVES OF STUDENTS THROUGH OUTSTANDING EDUCATIONAL PROGRAMS,  
COMMISSION NEW WORKS OF NATIONAL AND INTERNATIONAL SIGNIFICANCE AND  
MAKE A TANGIBLE DIFFERENCE IN THE AREA THROUGH REGIONAL PARTNERSHIPS  
AND CULTURAL TOURISM.

NAME OF RECIPIENT - ALZHEIMER'S ASSOCIATION

THE ALZHEIMER'S ASSOCIATION ADVANCES RESEARCH TO END ALZHEIMER'S AND  
DEMENTIA WHILE ENHANCING CARE FOR THOSE LIVING WITH THE DISEASE.

NAME OF RECIPIENT - HORN OF AFRICA EDUCATION DEVELOPMENT FUND

TO CARRY OUT DEVELOPMENT THROUGH EDUCATION BY FUNDING NON PROFIT

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

BOARDING SCHOOLS IN THE DEVELOPING WORLD.

NAME OF RECIPIENT - FIDELITY CHARITABLE GIFT FUND

TO FACILITATE, SUPPORT AND INCREASE CHARITABLE ACTIVITIES IN HEALTH,  
SOCIAL WELFARE, EDUCATION, ETC.

NAME OF RECIPIENT - SAA

TO EMPOWER PERSONS LIVING WITH THE DISEASE THROUGH EDUCATION, ADVOCACY  
AND SUPPORT FOR PATIENTS, FAMILIES AND HEALTH PROFESSIONALS.

NAME OF RECIPIENT - NORFOLK SPCA

TO LEAD AND PARTNER IN CREATING A COMMUNITY IN WHICH ALL HEALTHY AND  
TREATABLE COMPANION ANIMALS ARE SAVED.

NAME OF RECIPIENT - LAW ENFORCEMENT UNITED

TO ENSURE THAT THE SURVING FAMILY OF LAW ENFORCEMENT KILLED IN THE LINE  
OF DUTY IS SUPPORTED AND NOT FORGOTTEN.

NAME OF RECIPIENT - BECAUSE INTERNATIONAL

TO LISTEN TO THOSE LIVING IN EXTREME POVERTY TO HEAR THEIR THOUGHTS,  
IDEAS, AND DREAMS FOR HOW TO MAKE THEIR DAILY LIVES BETTER. AND THEN  
HELP TURN THOSE IDEAS INTO A REALITY.

NAME OF RECIPIENT - HEALING 4 HEROES

ASSISTING OUR MILITARY SERVICE MEMBERS AND VETERANS LEAD HEALTHY,  
PRODUCTIVE LIVES. TO CONNECT WOUNDED SERVICE MEMBERS, AS WELL AS THOSE  
WITH POST TRAUMATIC STRESS DISORDER AND TRAUMATIC BRAIN INJURY, WITH  
A.D.A COMPLIANT SERVICE DOGS.

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHILDREN'S HEALTH INVESTMENT PROJECT OF HAMPTON ROADS  
(CHIP)

TO HELP ASSIST LOW-INCOME FAMILIES WITH MEDICAL SUPPLIES AND OTHER  
RESOURCES FOR THE HOME. CHIP PROVIDES SCREENINGS FOR HEALTH RISK  
FACTORS, WHICH AIM FOR EARLY PREVENTION TO ADMINISTER THE APPROPRIATE  
NEEDS OF FAMILIES IN HAMPTON ROADS.

NAME OF RECIPIENT - SMILE

TO PROVIDE EDUCATION, ENCOURAGEMENT, AND EMPOWERMENT TO CHILDREN WITH  
LIFE-THREATENING CONDITIONS THROUGH THE PROVISION OF ITEMS SUCH HEARING  
AIDS, WHEELCHAIR LIFTS, THERAPEUTIC TRICYCLES, AND MUCH MORE.

NAME OF RECIPIENT - GRAHAMTASTIC CONNECTION

PROVIDE FREE LAPTOPS, IPADS, ROBOTS AND INTERNET ACCESS TO SERIOUSLY  
ILL CHILDREN FOR EDUCATIONAL PURPOSES.

NAME OF RECIPIENT - THE WARRIOR SURF FOUNDATION

TO HELP BRING VETERANS AND THEIR FAMILIES TOGETHER TO PROMOTE MENTAL  
AND PHYSICAL WELL-BEING BY EXPOSING THEM TO THE UNIQUE EXPERIENCE OF  
SURFING.

NAME OF RECIPIENT - ABLE TO WORK USA

TO HELP SHOW THE WORLD THAT PEOPLE WITH INTELLECTUAL & DEVELOPMENTAL  
DISABILITIES ARE ABLE TO WORK.

NAME OF RECIPIENT - WORLD CENTRAL KITCHEN

TO HELP CHANGE THE WORLD THROUGH THE EYES OF CHEFS. AS CHEFS, THEIR

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

WORK IN THE KITCHEN IMPROVES HEALTH, INCREASES EDUCATION RATES,  
PROVIDES CAREER SKILLS, AND CREATES FOOD BUSINESSES.

NAME OF RECIPIENT - THE HIGH FIVES FOUNDATION

TO SUPPORT THE DREAMS OF OUTDOOR SPORTS ATHLETES BY RAISING INJURY  
PREVENTION AWARENESS WHILE PROVIDING RESOURCES AND INSPIRATION TO THOSE  
WHO SUFFER LIFE-ALTERING INJURIES.

NAME OF RECIPIENT - OCEARCH

TO HELP GENERATE CRITICAL SCIENTIFIC DATA RELATED TO TRACKING  
(TELEMETRY) AND BIOLOGICAL STUDIES OF KEYSTONE MARINE SPECIES SUCH AS  
GREAT WHITE AND TIGER SHARKS, IN CONJUNCTION WITH CONSERVATION OUTREACH  
AND EDUCATION AT A MEASURABLE GLOBAL SCALE.

NAME OF RECIPIENT - SAMARITAN HOUSE

TO HELP FOSTER PERSONAL SAFETY, GROWTH AND SELF-SUFFICIENCY IN ADULTS  
AND THEIR CHILDREN THROUGH THE FREEDOM FROM SEXUAL ASSAULT, DOMESTIC  
VIOLENCE, HUMAN TRAFFICKING AND HOMELESSNESS.

NAME OF RECIPIENT - PLANNED PARENTHOOD

TO HELP PROVIDE AFFORDABLE HEALTH CARE FOR WOMEN, MEN, AND YOUNG PEOPLE  
AS WELL AS PROVIDE SEX EDUCATION.

NAME OF RECIPIENT - THE MAYO CLINIC

TO HELP IMPROVE THE QUALITY OF MEDICAL CARE THROUGH EDUCATION AND  
RESEARCH AS WELL AS PROVIDE IN PATIENT CARE.

NAME OF RECIPIENT - JJ WATT FOUNDATION

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

TO PROVIDE AFTER-SCHOOL OPPORTUNITIES FOR MIDDLE-SCHOOL AGED CHILDREN  
IN THE COMMUNITY TO BECOME INVOLVED IN ATHLETICS, SO THAT THEY MAY  
LEARN THE CHARACTER TRAITS OF ACCOUNTABILITY, TEAMWORK, LEADERSHIP,  
WORK ETHIC, AND PERSEVERANCE, WHILE IN A SAFE AND SUPERVISED  
ENVIRONMENT WITH THEIR PEERS.

NAME OF RECIPIENT - TIDEWATER ORCHID SOCIETY

TO HELP PROMOTE PUBLIC INTEREST IN AND APPRECIATION OF ORCHIDS BY  
UNDERTAKING EXHIBITS, SHOWS, AND OTHER PROMOTIONS, AND WILL ENDEAVOR TO  
INCREASE MEMBERS' KNOWLEDGE OF ORCHIDS AND THEIR CULTURE BY LECTURES,  
WORKSHOPS AND EDUCATIONAL PROGRAMS.



**Part XV** Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CAMP KESEM

ALLOW PASSIONATE COLLEGE STUDENT LEADERS TO SUPPORT CHILDREN THROUGH  
AND BEYOND THEIR PARENT'S CANCER

## 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
MONEY MARKET ACCOUNT	101.	101.	
TOTAL TO PART I, LINE 3	101.	101.	

## 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
STOCK DIVIDENDS	334,710.	0.	334,710.	334,710.	
TO PART I, LINE 4	334,710.	0.	334,710.	334,710.	

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
REAL ESTATE-VA BEACH	1	334,234.
TOTAL TO FORM 990-PF, PART I, LINE 5A		334,234.

## FORM 990-PF

## RENTAL EXPENSES

## STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		74,599.	
REPAIRS		54,363.	
UTILITIES		31,393.	
REAL ESTATE TAXES		12,840.	
OFFICE		9,069.	
INSURANCE		6,759.	
PENALTIES		10.	
- SUBTOTAL -	1		189,033.
TOTAL RENTAL EXPENSES			189,033.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			145,201.

## FORM 990-PF

## OTHER INCOME

## STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
IRS	5.	5.	
COMMONWEALTH OF VIRGINIA	165,372.	165,372.	
TOTAL TO FORM 990-PF, PART I, LINE 11	165,377.	165,377.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	16,332.	0.		16,332.
TO FM 990-PF, PG 1, LN 16A	16,332.	0.		16,332.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	20,507.	2,051.		18,456.
TO FORM 990-PF, PG 1, LN 16B	20,507.	2,051.		18,456.

## FORM 990-PF

## TAXES

## STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE	1,931.	193.		1,738.
TO FORM 990-PF, PG 1, LN 18	1,931.	193.		1,738.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REPAIRS	54,363.	54,363.		0.
UTILITIES	31,393.	31,393.		0.
REAL ESTATE TAXES	12,840.	12,840.		0.
OFFICE	9,069.	9,069.		0.
INSURANCE	6,759.	6,759.		0.
PENALTIES	10.	10.		0.
TO FORM 990-PF, PG 1, LN 23	114,434.	114,434.		0.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES	984.	75,033.
AIR PRODUCTS & CHEMICALS	2,586.	282,560.
BP AMOCO	33,406.	127,871.
AUTOMATIC DATA PROCESSING	3,468.	607,700.
VERIZON	29,792.	46,306.
AT&T	20,582.	152,434.
DUKE ENERGY	25,475.	135,780.
COCA COLA, INC	6,741.	428,195.
EMERSON ELECTRIC COMPANY	3,213.	81,225.
GENERAL ELECTRIC CO	9,471.	114,015.
HEWLETT PACKARD	5,230.	93,817.
MARSH & MCLENNAN	12,998.	379,032.
MCDONALD'S CORP	15,923.	761,705.
MINNESOTA MINING & MANUFACTURING	27,437.	813,443.
ALTRIA GROUP INC	87,853.	1,890,304.
KRAFT FOODS	97,986.	1,636,279.
EDISON INTERNATIONAL	13,292.	100,611.
SUPER VALUE STORES	1,906.	3,183.
UNITED TECHNOLOGIES	9,293.	284,245.
TYSON FOODS HILLSHIRE(SARA LEE)	813.	6,588.
BROADRIDGE FINANCIAL	1,415.	153,600.
PHILIP MORRIS INTERNATIONAL	79,346.	1,138,929.
JOHNSON & JOHNSON	4,246.	780,791.
AMERIPRISE FINANCIAL	369.	32,168.
RALSTON PURINA	19,850.	463,980.
FAIRPOINT COMMUNICATIONS	0.	57,600.
GENERAL MILLS	0.	21,390.
ROYAL DUTCH	0.	30,209.
ABBVIE INC	0.	99,816.
TOTAL TO FORM 990-PF, PART II, LINE 10B	513,675.	10,798,809.

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FORM 990-PF      DEPRECIATION OF ASSETS HELD FOR INVESTMENT      STATEMENT 11

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING 33RD & PACIFIC AVENUE	225,000.	225,000.	0.
LAND 33RD & PACIFIC AVENUE	224,232.	0.	224,232.
LAND 32ND & PACIFIC AVENUE	82,000.	0.	82,000.
NEW ROOF	30,732.	17,829.	12,903.
APPRAISAL FEE	6,000.	0.	6,000.
OTHER FEES	39,790.	0.	39,790.
OTHER FEES	1,950.	0.	1,950.
LEASEHOLD IMPROVEMENTS 2014	136,914.	18,256.	118,658.
ELECTRICAL UPDATE 2014	100,000.	13,334.	86,666.
SIGN 2014	3,384.	452.	2,932.
LEASEHOLD IMPROVEMENTS 2015	333,089.	44,412.	288,677.
ELEVATOR 2015	23,520.	3,136.	20,384.
LEASEHOLD IMPROVEMENTS 2016	463,408.	61,788.	401,620.
APPRAISAL FEE	5,000.	0.	5,000.
NEW FENCING	5,830.	259.	5,571.
LEASEHOLD IMPROVEMENTS 2017/2018	176,219.	2,636.	173,583.
HVAC	21,210.	227.	20,983.
BATHROOM REMODEL	32,075.	0.	32,075.
TOTAL TO FM 990-PF, PART II, LN 11	1,910,353.	387,329.	1,523,024.

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FORM 990-PF      OTHER LIABILITIES      STATEMENT 12

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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE ON LEASEHOLD IMPROVEMENTS	46,880.	46,880.
TOTAL TO FORM 990-PF, PART II, LINE 22	46,880.	46,880.

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FORM 990-PF      INTEREST AND PENALTIES      STATEMENT 13

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TAX DUE FROM FORM 990-PF, PART VI	11,289.
LATE PAYMENT INTEREST	415.
LATE PAYMENT PENALTY	452.
SECTION 6651 LATE FILING PENALTY	1,016.
SECTION 6652 LATE FILING PENALTY	4,600.
TOTAL AMOUNT DUE	17,772.

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FORM 990-PF LATE PAYMENT PENALTY STATEMENT 14

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DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	10/15/18	11,289.	11,289.	8	452.
DATE FILED	05/31/19		11,289.		
TOTAL LATE PAYMENT PENALTY					452.

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FORM 990-PF LATE PAYMENT INTEREST STATEMENT 15

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DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	10/15/18	11,289.	11,289.	.0500	77	120.
INTEREST RATE CHANGE	12/31/18	0.	11,409.	.0600	105	199.
LATE FILING PENALTY	04/15/19	1,016.	12,624.	.0600	46	96.
DATE FILED	05/31/19		12,720.			
TOTAL LATE PAYMENT INTEREST						415.

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