

Form **990-PF**

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

OMB No. 1545-0052

2017

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation THE NETTIE L AND CHARLES L WILEY FOUNDATION		A Employer identification number 52-1231771												
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 126		B Telephone number (see instructions)												
City or town, state or province, country, and ZIP or foreign postal code IRVINGTON VA 22480		C If exemption application is pending, check here <input type="checkbox"/>												
G Check all that apply: <table style="display: inline-table; vertical-align: top; margin-right: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/>	Initial return													
<input type="checkbox"/>	Final return													
<input type="checkbox"/>	Address change													
<input type="checkbox"/>	Initial return of a former public charity													
<input type="checkbox"/>	Amended return													
<input type="checkbox"/>	Name change													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>												
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) u \$ 10,439,759	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>												

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check u <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	35,308	34,708	35,308	
	4 Dividends and interest from securities	210,188	210,188	210,188	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	659,833			
	b Gross sales price for all assets on line 6a 2,611,432				
	7 Capital gain net income (from Part IV, line 2)		659,833		
	8 Net short-term capital gain			10,666	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	-6,308	-6,308	-6,308		
12 Total. Add lines 1 through 11	899,021	898,421	249,854		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	30,000	2,500		26,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE STMT 2	105	105		
	b Accounting fees (attach schedule) STMT 3	3,362	1,681		1,681
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	11,593	8,671		1,826
	19 Depreciation (attach schedule) and depletion STMT 5	255			
	20 Occupancy	1,800			1,800
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 6	48,385	33,211		9,529
	24 Total operating and administrative expenses. Add lines 13 through 23	95,500	46,168	0	41,336
	25 Contributions, gifts, grants paid	407,440			407,440
26 Total expenses and disbursements. Add lines 24 and 25	502,940	46,168	0	448,776	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	396,081				
b Net investment income (if negative, enter -0-)		852,253			
c Adjusted net income (if negative, enter -0-)			249,854		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2017)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash – non-interest-bearing	15,209	6,786	6,788
	2	Savings and temporary cash investments	799,519	500,463	500,463
	3	Accounts receivable u			
		Less: allowance for doubtful accounts u			
	4	Pledges receivable u			
		Less: allowance for doubtful accounts u			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att. schedule) u			
		Less: allowance for doubtful accounts u	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)			
		b Investments – corporate stock (attach schedule) SEE STMT 7	3,939,236	4,613,658	7,291,056
		c Investments – corporate bonds (attach schedule) SEE STMT 8	2,205,658	2,461,622	2,497,943
	11	Investments – land, buildings, and equipment: basis u			
	Less: accumulated depreciation (attach sch.) u				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment: basis u	141,664			
	Less: accumulated depreciation (attach sch.) u STMT 9	12,806			
15	Other assets (describe u SEE STATEMENT 10)	241,222	14,651	14,651	
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	7,329,957	7,726,038	10,439,759	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe u)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here u <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	7,329,957	7,726,038	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here u <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	7,329,957	7,726,038		
31	Total liabilities and net assets/fund balances (see instructions)	7,329,957	7,726,038		

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)	7,329,957
2	Enter amount from Part I, line 27a	396,081
3	Other increases not included in line 2 (itemize) u	
4	Add lines 1, 2, and 3	7,726,038
5	Decreases not included in line 2 (itemize) u	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	7,726,038

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 SEE WORKSHEET				
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				
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				
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	659,833	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }		3	10,666	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	470,460	9,398,165	0.050059
2015	464,238	9,494,639	0.048895
2014	440,846	9,636,346	0.045748
2013	419,281	9,014,716	0.046511
2012	386,908	8,309,909	0.046560
2 Total of line 1, column (d)			0.237773
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			0.047555
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			9,900,031
5 Multiply line 4 by line 3			470,796
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,523
7 Add lines 5 and 6			479,319
8 Enter qualifying distributions from Part XII, line 4 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.			448,776

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	17,045
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	17,045
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	17,045
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,000
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,000
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,045
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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	11		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	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address u WWW.WILEYFDN.ORG	13	X	
14 The books are in care of u THE FOUNDATION Telephone no. u 804-438-5656 P. O. BOX 126			
Located at u IRVINGTON va ZIP+4 u 22480			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year u 15			
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country u			

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	N/A	1b	
Organizations relying on a current notice regarding disaster assistance, check here u <input type="checkbox"/>			
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?	N/A	1c	
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 u 20 , 20 , 20 , 20			
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. u 20 , 20 , 20 , 20			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	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?		4b	X

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** **5b**

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

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? **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? Yes 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. See instructions.

(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 11				

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

(a) Name and address of each employee paid more than \$50,000	(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. See instructions. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	

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	9,070,013
b	Average of monthly cash balances	1b	660,992
c	Fair market value of all other assets (see instructions)	1c	319,788
d	Total (add lines 1a, b, and c)	1d	10,050,793
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	10,050,793
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	150,762
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,900,031
6	Minimum investment return. Enter 5% of line 5	6	495,002

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	495,002
2a	Tax on investment income for 2017 from Part VI, line 5	2a	17,045
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,045
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	477,957
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	477,957
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	477,957

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	448,776
b	Program-related investments – total from Part IX-B	1b	
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	448,776
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	448,776

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				477,957
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			448,018	
b Total for prior years: 20____, 20____, 20____				
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				
4 Qualifying distributions for 2017 from Part XII, line 4: u \$ 448,776				
a Applied to 2016, but not more than line 2a			448,018	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2017 distributable amount				758
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				477,199
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
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)

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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).)
N/A

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.
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here **u** 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. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
**THE FOUNDATION 804-438-5656
PO BOX 126 IRVINGTON VA 22480**

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

c Any submission deadlines:
SEE WEBSITE

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

Part XV Supplementary Information *(continued)*

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year SEE STATEMENT 12</p>				<p>407,440</p>
Total			u 3a	407,440
<p>b Approved for future payment N/A</p>				
Total			u 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	34,708	600
4 Dividends and interest from securities			14	210,188	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	659,833	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b BUCKEYE PARTNERSHIP			14	-2,943	
c PLAINS ALL AMERICAN PSP			14	-3,365	
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0		898,421	600
13 Total. Add line 12, columns (b), (d), and (e)			13	899,021	

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
q	
N/A	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
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
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		X

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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		

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.

May the IRS discuss this return with the preparer shown below? See instructions. Yes No

Sign Here _____ **PRESIDENT**
Signature of officer or trustee Date Title

Paid Preparer Use Only
Print/Type preparer's name **C DWIGHT CLARKE** Preparer's signature _____ Date **05/14/18** Check if self-employed
Firm's name ,, **DEHNERT, CLARKE & CO., P.C.** PTIN **P00188399**
Firm's address ,, **P.O. BOX 420**
IRVINGTON, VA 22480 Firm's EIN ,, **20-1212674**
Phone no. **804-438-5656**

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
BUCKEYE PARTNERSHIP	\$ -2,943	\$ -2,943	\$ -2,943
PLAINS ALL AMERICAN PSP	-3,365	-3,365	-3,365
TOTAL	<u>\$ -6,308</u>	<u>\$ -6,308</u>	<u>\$ -6,308</u>

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 105	\$ 105	\$	\$
TOTAL	<u>\$ 105</u>	<u>\$ 105</u>	<u>\$ 0</u>	<u>\$ 0</u>

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 3,362	\$ 1,681	\$	\$ 1,681
TOTAL	<u>\$ 3,362</u>	<u>\$ 1,681</u>	<u>\$ 0</u>	<u>\$ 1,681</u>

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REAL ESTATE TAXES	\$ 1,826	\$	\$	\$ 1,826
FOREIGN DIVIDEND TAX	8,671	8,671	\$	\$
FORM 990PF TAX	1,096	\$	\$	\$
TOTAL	<u>\$ 11,593</u>	<u>\$ 8,671</u>	<u>\$ 0</u>	<u>\$ 1,826</u>

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
WEB DESIGN								
1/31/07	\$ 10,232	\$ 10,232		3	\$	\$	\$	
COPIER & MONITOR								
6/30/07	1,155	1,155	S/L	5				
COMPUTER UPGRADE								
11/09/07	528	528	S/L	5				
LAPTOP								
7/08/14	1,273	636	S/L	5	255			
TOTAL	\$ 13,188	\$ 12,551			\$ 255	\$ 0	\$ 0	

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
BANK CHARGES	12	12		
DUES	1,200			1,200
FIDUCIARY FEES	9,907	2,477		7,430
INVESTMENT ADVISORY FEE	29,913	29,913		
OFFICE	292	292		
POSTAGE	70	70		
WEB SITE EXPENSE	899			899
PARTNERSHIP EXPENSE	5,645			
MISCELLANEOUS	447	447		
TOTAL	\$ 48,385	\$ 33,211	\$ 0	\$ 9,529

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CORPORATE STOCK & EQUITIES	\$ 3,939,236	\$ 4,613,658	COST	\$ 7,291,056
TOTAL	\$ 3,939,236	\$ 4,613,658		\$ 7,291,056

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CORPORATE BONDS	\$ 2,205,658	\$ 2,461,622	COST	\$ 2,497,943
TOTAL	\$ 2,205,658	\$ 2,461,622		\$ 2,497,943

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
COMPUTER EQUIPMENT AND WEBSITE	\$ 637	\$ 13,188	\$ 12,806	\$ 382
LAND	128,476	128,476		128,476
TOTAL	\$ 129,113	\$ 141,664	\$ 12,806	\$ 128,858

Federal Statements**Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
ESTATE PERSONAL PROPERTY FOR SALE	\$ 3,960	\$ 3,960	\$ 3,960
PUBLICLY TRADED PARTNERSHIPS	237,261		
EDUCATION LOAN RECEIVABLE		10,691	10,691
ROUNDING	1		
TOTAL	<u>\$ 241,222</u>	<u>\$ 14,651</u>	<u>\$ 14,651</u>

Federal Statements**Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
CATHARINE B MOORE PO BOX 126 IRVINGTON VA 22480	SECRETARY	2.00	6,000	0	0
GLORIA C CONLEY PO BOX 126 IRVINGTON VA 22480	VICE PRES.	2.00	6,000	0	0
B.H.B HUBBARD PO BOX 126 IRVINGTON VA 22480	TREASURER	2.00	6,000	0	0
LESLIE FRANKLIN PO BOX 126 IRVINGTON VA 22480	PRESIDENT	2.00	6,000	0	0
PHILLIP WILLIAMS PO BOX 126 IRVINGTON VA 22480	HISTORIAN	2.00	6,000	0	0

Federal Statements

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

SEE WEBSITE

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

SEE WEBSITE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

SEE WEBSITE

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
BETHEL UNITED METHODIST CHURCH LIVELY VA 22507	P. O. BOX 118	NONE		PRESCHOOL	15,000
MARY BALL WASHINGTON MUSEUM LANCASTER VA 22503	P. O. BOX 97	NONE		CHILDREN'S PROGRAMS	60,000
CHESAPEAKE ACADEMY IRVINGTON VA 22480	P. O. BOX 8	NONE		CHILDREN'S PROGRAMS	32,500
CENTER FOR INNOVATION & DEVELOPMENT KILMARNOCK VA 22482	447 N. MAIN STREET	NONE		EDUCATION	8,000
NORTHERN NECK CONNECTION KILMARNOCK VA 22482	P. O. BOX 78	NONE		EDUCATION	2,500
LANCASTER COMMUNITY LIBRARY KILMARNOCK VA 22482	P. O. BOX 850	NONE		CHILDREN'S PROGRAMS	5,750
RICE'S HOTEL/HUGHLETT'S TAVERN HEATHSVILLE VA 22473	P. O. BOX 579	NONE		EDUCATION	3,000
NATIONAL CHILD SAFETY COUNCIL LANCASTER VA 22503	8293 MARY BALL ROAD	NONE		CHILDREN'S PROGRAMS	500
NORTHERN NECK FAMILY YMCA KILMARNOCK VA 22482	P. O. BOX 1809	NONE		CHILDREN'S PROGRAMS	33,000
NORTHERN NECK FOOD BANK WARSAW VA 22572	P. O. BOX 735	NONE		CHILDREN'S HEALTH	20,000
NORTHERN NECK FREE HEALTH CLINIC KILMARNOCK VA 22482	P. O. BOX 1694	NONE		HEALTH	50,000
RAPPAHANNOCK COMMUNITY COLLEGE WARSAW VA 22572	57 COLLEGE AVENUE	NONE		EDUCATION	21,000
BOYS & GIRLS CLUB OF THE NN KILMARNOCK VA 22482	P. O. BOX 564	NONE		CHILDREN'S EDUCATION	20,000
RAPPAHANNOCK COMMUNITY COLLEGE WARSAW VA 22572	57 COLLEGE AVENUE	NONE		SCHOLARSHIPS	2,000
NORTHERN NECK FARM MUSEUM HEATHSVILLE VA 22473	12705 NORTHUMBERLAND HWY	NONE		CHILDREN'S PROGRAMS	15,000
THREE RIVERS HEALTHY FAMILIES SALUDA VA 23149	P. O. BOX 40	NONE		CHILDREN'S HEALTH	13,500
VIRGINIA POLYTECHNIC INSTITUTE BLACKSBURG VA 24061	800 WASHINGTON ST. SW	NONE		SCHOLARSHIPS	3,500

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

<u>Name</u>	<u>Address</u>	<u>Relationship</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
LANCASTER COUNTY VA EDUCATION FDN.	P. O. BOX 928				
KILMARNOCK VA 22482	NONE			EDUCATION	24,890
CHRISTOPHER NEWPORT UNIVERSITY	1 AVENUE OF THE ARTS				
NEWPORT NEWS VA 23606	NONE			SCHOLARSHIPS	3,500
KIWANIS KIDS	P. O. BOX 735				
KILMARNOCK VA 22482	NONE			CHILDREN'S PROGRAMS	1,000
STEAMBOAT ERA MUSEUM	P. O. BOX 132				
IRVINGTON VA 22480	NONE			CHILDREN'S PROGRAMS	50,000
THE HAVEN	P. O. BOX 1267				
WARSAW VA 22572	NONE			HEALTH	10,000
THE NEMOURS FOUNDATION	10140 CENTURION PKWY N				
JACKSONVILLE FL 32256	NONE			EDUCATION	10,300
LANCASTER/NORTH'D INTERFATH SERVICE	P. O. BOX 868				
KILMARNOCK VA 22482	NONE			CHILDREN'S PROGRAMS	2,500
TOTAL					<u>407,440</u>