

## Return of Private Foundation

OMB No. 1545-0052

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

Department of the Treasury  
Internal Revenue ServiceDo 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.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation <b>Danville Regional Foundation</b>		A Employer identification number <b>20-3319727</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>512 Bridge Street</b>	Room/suite <b>100</b>	B Telephone number <b>434-799-2176</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Danville, VA 24541</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 237,325,856.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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).)		(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		37,041.	37,041.		
4 Dividends and interest from securities		4,023,621.	4,023,621.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		16,823,032.			
b Gross sales price for all assets on line 6a		83,352,301.			
7 Capital gain net income (from Part IV, line 2)			16,823,032.		
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		782,315.	702,251.		Statement 1
12 Total. Add lines 1 through 11		21,666,009.	21,585,945.		
13 Compensation of officers, directors, trustees, etc.		846,806.	59,008.		770,296.
14 Other employee salaries and wages		514,948.	0.		519,923.
15 Pension plans, employee benefits		144,747.	0.		144,747.
16a Legal fees Stmt 2		40,384.	9,469.		30,107.
b Accounting fees Stmt 3		47,355.	0.		44,355.
c Other professional fees Stmt 4		1,336,631.	976,307.		333,500.
17 Interest		101,749.	58,417.		43,332.
18 Taxes Stmt 5		544,047.	34,172.		73,645.
19 Depreciation and depletion		77,568.	0.		
20 Occupancy		115,320.	41,101.		50,926.
21 Travel, conferences, and meetings		26,843.	0.		6,333.
22 Printing and publications					
23 Other expenses Stmt 6		661,147.	171,168.		470,096.
24 Total operating and administrative expenses. Add lines 13 through 23		4,457,545.	1,349,642.		2,487,260.
25 Contributions, gifts, grants paid		5,083,505.			10,410,911.
26 Total expenses and disbursements. Add lines 24 and 25		9,541,050.	1,349,642.		12,898,171.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		12,124,959.			
b Net investment income (if negative, enter -0-)			20,236,303.		
c Adjusted net income (if negative, enter -0-)				N/A	

**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
<b>Assets</b>	1 Cash - non-interest-bearing .....	332,294.	646,203.	646,203.
	2 Savings and temporary cash investments .....	5,711,741.	5,377,843.	5,377,843.
	3 Accounts receivable ▶ 46,860.			
	Less: allowance for doubtful accounts ▶ .....	35,712.	46,860.	46,860.
	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 .....	154,216.	48,670.	48,670.
	10a Investments - U.S. and state government obligations Stmt 9	5,427,621.	14,747,590.	14,747,590.
	b Investments - corporate stock Stmt 10	59,904,488.	59,385,726.	59,385,726.
	c Investments - corporate bonds Stmt 11	14,621,548.	22,972,302.	22,972,302.
	11 Investments - land, buildings, and equipment: basis ▶ .....			
Less: accumulated depreciation ▶ .....				
12 Investments - mortgage loans .....				
13 Investments - other Stmt 12	131,168,012.	132,828,064.	132,828,064.	
14 Land, buildings, and equipment: basis ▶ 1,243,719.				
Less: accumulated depreciation Stmt 13 ▶ 523,504.	797,783.	720,215.	720,215.	
15 Other assets (describe ▶ Statement 14)	238,350.	552,383.	552,383.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	218,391,765.	237,325,856.	237,325,856.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses .....	515,215.	577,085.	
	18 Grants payable .....	14,428,502.	9,187,718.	
	19 Deferred revenue .....		25,816.	
	20 Loans from officers, directors, trustees, and other disqualified persons .....			
	21 Mortgages and other notes payable .....	2,008,035.	1,884,875.	Statement 15
	22 Other liabilities (describe ▶ Statement 16)	883,941.	1,118,941.	
23 Total liabilities (add lines 17 through 22)	17,835,693.	12,794,435.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted .....	200,556,072.	224,531,421.	
	25 Temporarily restricted .....			
	26 Permanently restricted .....			
	Foundations that do not follow SFAS 117, check here ▶ <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 .....	200,556,072.	224,531,421.	
	31 Total liabilities and net assets/fund balances	218,391,765.	237,325,856.	

**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	200,556,072.
2 Enter amount from Part I, line 27a	2	12,124,959.
3 Other increases not included in line 2 (itemize) ▶ See Statement 7	3	12,039,688.
4 Add lines 1, 2, and 3	4	224,720,719.
5 Decreases not included in line 2 (itemize) ▶ See Statement 8	5	189,298.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	224,531,421.

**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.)
<b>1a Publicly traded securities</b>			
<b>b Return of capital-alternative invest. funds</b>	<b>P</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))
<b>a 83,352,301.</b>		<b>66,712,564.</b>	<b>16,639,737.</b>
b			<b>183,295.</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))
<b>a</b>			<b>16,639,737.</b>
b			<b>183,295.</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 16,823,032.**

**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	11,014,418.	206,036,447.	.053459
2015	8,311,589.	216,226,467.	.038439
2014	8,518,541.	214,478,377.	.039717
2013	12,129,115.	186,640,538.	.064986
2012	11,035,677.	173,316,688.	.063673

**2 Total of line 1, column (d)** **2 .260274**

**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 .052055**

**4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5** **4 224,711,084.**

**5 Multiply line 4 by line 3** **5 11,697,335.**

**6 Enter 1% of net investment income (1% of Part I, line 27b)** **6 202,363.**

**7 Add lines 5 and 6** **7 11,899,698.**

**8 Enter qualifying distributions from Part XII, line 4** **8 12,898,171.**

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	202,363.
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	202,363.
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	202,363.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	255,863.	
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	255,863.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53,500.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	X	
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. <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

**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>www.drfonline.org</u>	X	
14 The books are in care of ► <u>Gary Waldman, CFO &amp; Treasurer</u> Telephone no. ► <u>434-799-2176</u> Located at ► <u>512 Bridge Street, Suite 100, Danville, VA</u> ZIP+4 ► <u>24541</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		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**

	Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ► <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?	1c	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	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input 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.)	3b	X
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)

		Yes	No
<b>5a</b> During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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	Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>	<b>5b</b> X	
<b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? See Statement 21	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	X
If "Yes" to 6b, file Form 8870.			
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	<b>7b</b>	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 17		707,103.	130,410.	747.

**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
Lori Merrick - 512 Bridge St., #100, Danville, VA 24541	Dir.-Marketing & Communications	89,586.	14,809.	0.
Starling McKenzie - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer	85,717.	13,765.	0.
Wendi Everson - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer	76,482.	22,024.	0.
Annie Martinie - 512 Bridge St., #100, Danville, VA 24541	Sr. Prog. Officer	75,358.	18,586.	0.
Stephanie Blevins - 512 Bridge St., #100, Danville, VA 24541	Accountant	65,042.	22,615.	0.
<b>Total number of other employees paid over \$50,000</b>				0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Wedge Capital Management 301 College Street, Charlotte, NC 28202	Investment management	218,497.
Downtown Danville Development, LLC P.O. Box 650, Raleigh, NC 27702	Investment management	150,000.
Advisory Research, Inc. 1659 Paysphere Circle, Chicago, IL 60674	Investment management	144,777.
Economic Leadership, LLC 10400 Rosegate Court #3, Raleigh, NC 27617	Program consulting	116,741.
Dahab Associates, Inc. 423 S. Country Rd., Bay Shore, NY 11706	Investment advisory	84,068.
Total number of others receiving over \$50,000 for professional services		4

**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	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

<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>	173,820,797.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	9,972,451.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	45,572,421.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	229,365,669.
<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>	1,232,589.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	228,133,080.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	3,421,996.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	224,711,084.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	11,235,554.

**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>	11,235,554.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5	<b>2a</b>	202,363.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.)	<b>2b</b>	1,938.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	204,301.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	11,031,253.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	86,622.
<b>5</b>	Add lines 3 and 4	<b>5</b>	11,117,875.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	11,117,875.

**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>	12,898,171.
<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>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	<b>4</b>	12,898,171.
<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>	202,363.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	12,695,808.

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				11,117,875.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			4,165,322.	
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: ▶ \$ 12,898,171.				
a Applied to 2016, but not more than line 2a			4,165,322.	
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				8,732,849.
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				2,385,026.
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)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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:

Mr. Karl Stauber, Pres. & CEO, 434-799-2176  
512 Bridge St., #100, Danville, VA 24541

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

See Statement 18

c Any submission deadlines:

None

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

See Statement 18

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
See Statement 19	None	see stm't attached	See stm't attached	10,410,911.
<b>Total</b>			▶ 3a	10,410,911.
<b>b Approved for future payment</b>				
See Statement 20	None	see stm't attached	See stm't attached	9,187,718.
<b>Total</b>			▶ 3b	9,187,718.

## Enter gross amounts unless otherwise indicated.

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

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

[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.

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Kathy A. Raffa

Kathy Q. Raffa

16/22/18

P01338549

Firm's name ▶ Raffa, P.C.

Firm's EIN ► 52-1511275

Firm's address ▶ 1899 L Street, NW, #850  
Washington, DC 20036

Phone no. 202-822-5000

Form 990-PF (2017)

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Net taxable pass-through income from partnership investment K-1's	629,522.	629,522.		
Rental income from investments (non-debt financed)	72,729.	72,729.		
Rental income from investments (debt financed)	74,994.	0.		
Other	5,070.	0.		
Total to Form 990-PF, Part I, line 11	782,315.	702,251.		

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	40,384.	9,469.		30,107.
To Fm 990-PF, Pg 1, ln 16a	40,384.	9,469.		30,107.

Form 990-PF	Accounting Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit & accounting fees	47,355.	0.		44,355.
To Form 990-PF, Pg 1, ln 16b	47,355.	0.		44,355.

Form 990-PF	Other Professional Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management and advisory fees	883,296.	883,296.		0.
IT support fees	2,296.	0.		2,296.
Other professional fees	340,971.	0.		322,821.
Property management	38,400.	32,197.		0.
Redevelopment evaluation	63,285.	60,814.		0.
Payroll & benefit administration fees	8,383.	0.		8,383.
To Form 990-PF, Pg 1, ln 16c	1,336,631.	976,307.		333,500.

Form 990-PF	Taxes		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	75,043.	2,708.		72,335.
Federal excise taxes	200,000.	0.		0.
Provision for deferred federal excise tax expense	235,000.	0.		0.
Property tax	34,004.	31,464.		1,310.
To Form 990-PF, Pg 1, ln 18	544,047.	34,172.		73,645.



Form 990-PF	Other Expenses		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Marketing / promotion	81,351.	0.		81,351.
Insurance	44,729.	0.		44,729.
Supplies	6,688.	0.		6,688.
Small capital purchases, software licenses	11,952.	0.		11,952.
Bank charges	3,244.	3,244.		0.
Postage	1,462.	0.		1,462.
Website hosting & maintenance	14,727.	0.		14,727.
Special events (non-fundraising)	252,986.	0.		252,986.
Maintenance & repairs	103,657.	86,816.		10,693.
Property surveys/assessments	30,146.	30,146.		0.
Telephone	16,999.	0.		16,999.
Dues and subscriptions	18,806.	0.		18,806.
Miscellaneous	74,400.	50,962.		9,703.
To Form 990-PF, Pg 1, ln 23	661,147.	171,168.		470,096.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	7
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Description	Amount
Unrealized gain on investments per audited financial statements	12,039,688.
Total to Form 990-PF, Part III, line 3	12,039,688.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	8
Description		Amount	
Taxable pass through income from K-1's included in unrealized gains in the audited financial statements.		189,298.	
Total to Form 990-PF, Part III, line 5		189,298.	

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 9**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b>US GOVERNMENT</b>					
<b>US TREASURY NOTES AND BONDS</b>					
4,815,000.000	US TREASURY NOTE DTD 01/31/13 1.375 01/31/2020 912828UL2	4,785,483.90 99.3870	4,764,009.15 98.9410	21,474.75-	27,705.88
2,500,000.000	US TREASURY NOTE DTD 07/31/15 1.625 07/31/2020 912828XM7	2,494,916.19 99.7966	2,480,775.00 99.2310	14,141.19-	17,000.68
1,270,000.000	US TREASURY NOTE DTD 11/30/16 1.750 11/30/2021 912828U65	1,256,256.21 98.9178	1,252,296.20 98.6060	3,960.01-	1,953.85
1,000,000.000	US TREASURY NOTE DTD 02/15/17 2.250 02/15/2027 912828V98	993,222.75 99.3223	986,880.00 98.6880	6,342.75-	8,498.64

**DANVILLE REGIONAL FOUNDATION****EIN: 20-3319727****2017 FEDERAL FORM 990-PF****STATEMENT 9**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
3,490,000.000	US TREASURY NOTE DTD 05/02/11 2.625 04/30/2018 912828QG8	3,554,315.52 101.8429	3,503,611.00 100.3900	50,704.52-	15,690.54
1,715,000.000	US TREASURY NOTE DTD 02/18/14 2.750 02/15/2024 912828B66	1,782,528.15 103.9375	1,760,018.75 102.6250	22,509.40-	17,814.10
<b>Total U.S. Government Obligations</b>			<b><u>\$ 14,747,590</u></b>		

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b><u>EQUITIES</u></b>					
<b>COMMON STOCKS</b>					
AMERICAN DEPOSITORY RECEIPTS					
8,065.000	ADIENT PLC -W/I G0084W101	503,546.80 62.4361	634,715.50 78.7000	131,168.70	0.00
2,765.000	ENSTAR GROUP LIMITED COM G3075P101	302,048.20 109.2399	555,073.75 200.7500	253,025.55	0.00
10,400.000	MASONITE INTERNATIONAL CORP 575385109	612,773.09 58.9205	771,160.00 74.1500	158,386.91	0.00
	TOTAL AMERICAN DEPOSITORY RECEIPTS	<u>1,418,368.09</u>	<u>1,960,949.25</u>	<u>542,581.16</u>	<u>0.00</u>
INDUSTRIALS					

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
10,169.000	ARMSTRONG WORLD INDUSTRIES INC 04247X102	398,583.60 39.1959	615,732.95 60.5500	217,149.35	0.00
3,029.000	BRINKS CO 109696104	90,853.90 29.9947	238,382.30 78.7000	147,528.40	0.00
6,177.000	ENPRO INDS INC COM 29355X107	318,534.68 51.5679	577,611.27 93.5100	259,076.59	0.00
3,547.000	ESTERLINE CORP 297425100	290,353.48 81.8589	264,960.90 74.7000	25,392.58-	0.00
5,920.000	LYDALL INC 550819106	196,107.92 33.1263	300,440.00 50.7500	104,332.08	0.00
19,373.000	TRIMAS CORP 896215209	426,938.62 22.0378	518,227.75 26.7500	91,289.13	0.00
	TOTAL INDUSTRIALS	1,721,372.20	2,515,355.17	793,982.97	0.00
	CONSUMER DISCRETIONARY				
14,897.000	ACUSHNET HOLDINGS CORP 005098108	263,863.69 17.7125	314,028.76 21.0800	50,165.07	0.00
12,984.000	ALLISON TRANSMISSION HOLDINGS 01973R101	373,405.77 28.7589	559,220.88 43.0700	185,815.11	0.00
12,450.000	BOJANGLES' INC 097488100	154,450.42 12.4057	146,910.00 11.8000	7,540.42-	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
12,195.000	CORE-MARK HOLDING CO INC 218681104	397,957.38 32.6328	385,118.10 31.5800	12,839.28-	0.00
5,385.000	JACK IN THE BOX, INC. 466367109	429,620.90 79.7810	528,322.35 98.1100	98,701.45	0.00
	TOTAL CONSUMER DISCRETIONARY	<u>1,619,298.16</u>	<u>1,933,600.09</u>	<u>314,301.93</u>	<u>0.00</u>
	CONSUMER STAPLES				
6,572.000	CASEYS GEN STORES INC 147528103	733,990.11 111.6844	735,669.68 111.9400	1,679.57	0.00
24,520.000	FLOWERS FOODS INC 343498101	421,376.70 17.1850	473,481.20 19.3100	52,104.50	0.00
	TOTAL CONSUMER STAPLES	<u>1,155,366.81</u>	<u>1,209,150.88</u>	<u>53,784.07</u>	<u>0.00</u>
	ENERGY				
7,185.000	RSP PERMIAN INC 74978Q105	230,644.80 32.1009	292,285.80 40.6800	61,641.00	0.00
	TOTAL ENERGY	<u>230,644.80</u>	<u>292,285.80</u>	<u>61,641.00</u>	<u>0.00</u>
	FINANCIALS				
19,580.000	BANC OF CALIFORNIA INC 05990K106	418,113.31 21.3541	404,327.00 20.6500	13,786.31-	2,545.40



**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
13,201.000	BANKUNITED INC 06652K103	355,187.77 26.9061	537,544.72 40.7200	182,356.95	0.00
16,195.000	CANNAE HOLDINGS INC 13765N107	282,945.19 17.4711	275,800.85 17.0300	7,144.34-	0.00
19,330.000	EQUITY COMMONWEALTH 294628102	601,124.23 31.0980	589,758.30 30.5100	11,365.93-	0.00
25,827.000	FNB CORP PA COM 302520101	325,064.89 12.5862	356,929.14 13.8200	31,864.25	0.00
11,476.000	HORIZON BANCORP INDUSTRIES 440407104	301,865.65 26.3041	319,032.80 27.8000	17,167.15	0.00
4,615.000	HOWARD HUGHES CORP/THE 44267D107	459,360.61 99.5364	605,811.05 131.2700	146,450.44	0.00
16,503.000	INVESTORS BANCORP INC NEW 46146L101	139,445.50 8.4497	229,061.64 13.8800	89,616.14	0.00
7,940.000	LEGACYTEXAS FINANCIAL GROUP IN 52471Y106	293,906.13 37.0159	335,147.40 42.2100	41,241.27	0.00
12,693.000	NAVIGATORS GROUP INC COMMON STOCK 638904102	476,411.89 37.5334	618,149.10 48.7000	141,737.21	0.00
3,541.000	SOUTH STATE CORP 840441109	225,410.89 63.6574	308,598.15 87.1500	83,187.26	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
6,165.000	STORE CAPITAL CORPORATION 862121100	156,673.40 25.4134	160,536.60 26.0400	3,863.20	1,911.15
4,855.000	TEXAS CAP BANCSHARES INC COM 88224Q107	322,181.17 66.3607	431,609.50 88.9000	109,428.33	0.00
1,690.000	UNITED FIRE GROUP INC 910340108	78,489.10 46.4433	77,030.20 45.5800	1,458.90-	0.00
	TOTAL FINANCIALS	<u>4,436,179.73</u>	<u>5,249,336.45</u>	<u>813,156.72</u>	<u>4,456.55</u>
	INFORMATION TECHNOLOGY				
13,680.000	AVNET INC 053807103	602,269.03 44.0255	542,001.60 39.6200	60,267.43-	0.00
2,520.000	TECH DATA CORP 878237106	234,910.16 93.2183	246,884.40 97.9700	11,974.24	0.00
	TOTAL INFORMATION TECHNOLOGY	<u>837,179.19</u>	<u>788,886.00</u>	<u>48,293.19-</u>	<u>0.00</u>
	UTILITIES				
4,660.000	ENERGEN CORP 29265N108	257,247.00 55.2032	268,276.20 57.5700	11,029.20	0.00
	TOTAL UTILITIES	<u>257,247.00</u>	<u>268,276.20</u>	<u>11,029.20</u>	<u>0.00</u>
	HEALTH CARE				

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
8,865.000	ANALOGIC CORP COM PAR \$0.05 032657207	628,578.68 70.9057	742,443.75 83.7500	113,865.07	0.00
	TOTAL HEALTH CARE	<u>628,578.68</u>	<u>742,443.75</u>	<u>113,865.07</u>	<u>0.00</u>
	OTHER				
11,503.000	ALEXANDER & BALDWIN INC 014491104	352,756.69 30.6665	319,093.22 27.7400	33,663.47-	164,103.36
	TOTAL OTHER	<u>352,756.69</u>	<u>319,093.22</u>	<u>33,663.47-</u>	<u>164,103.36</u>

DANVILLE REGIONAL FOUNDATION  
 EIN: 20-3319727  
 2017 FEDERAL FORM 990-PF

STATEMENT 10

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
AMERICAN DEPOSITORY RECEIPTS					
2,400.000	APTIV PLC G6095L109	132,930.61 55.3878	203,592.00 84.8300	70,661.39	0.00
4,300.000	BP PLC - ADR SPONSORED ADR 055622104	200,552.40 46.6401	180,729.00 42.0300	19,823.40-	0.00
5,300.000	ENI SPA - ADR SPONSORED ADR 26874R108	224,753.77 42.4064	175,907.00 33.1900	48,846.77-	0.00
1,000.000	LYONDELLBASELL INDUSTRIES NV N53745100	87,489.90 87.4899	110,320.00 110.3200	22,830.10	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
6,900.000	MEDTRONIC, PLC G5960L103	562,430.73 81.5117	557,175.00 80.7500	5,255.73-	3,174.00
31,200.000	NABORS INDUSTRIES LTD SHS G6359F103	278,683.84 8.9322	213,096.00 6.8300	65,587.84-	1,932.00
2,800.000	ROYAL CARRIBEAN CRUISE V7780T103	302,617.00 108.0775	333,984.00 119.2800	31,367.00	1,680.00
2,700.000	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS 780259206	164,089.91 60.7740	180,117.00 66.7100	16,027.09	0.00
8,000.000	TE CONNECTIVITY LTD H84989104	603,464.75 75.4331	760,320.00 95.0400	156,855.25	0.00
3,100.000	TOTAL S.A. - ADR SPONSORED ADR 89151E109	180,726.25 58.2988	171,368.00 55.2800	9,358.25-	0.00
17,800.000	TRANSOCEAN LTD. H8817H100	271,130.64 15.2321	190,104.00 10.6800	81,026.64-	0.00
53,400.000	WEATHERFORD INTL LTD G48833100	308,455.68 5.7763	222,678.00 4.1700	85,777.68-	0.00
TOTAL AMERICAN DEPOSITORY RECEIPTS		3,317,325.48	3,299,390.00	17,935.48-	6,786.00
MATERIALS					
600.000	AIR PRODS & CHEMS INC COM 009158106	66,154.06 110.2568	98,448.00 164.0800	32,293.94	570.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
800.000	ALBEMARLE CORP COM 012653101	46,045.35 57.5567	102,312.00 127.8900	56,266.65	256.00
2,700.000	BALL CORP 058498106	59,566.03 22.0615	102,195.00 37.8500	42,628.97	0.00
981.000	CELANESE CORP 150870103	47,188.78 48.1027	105,045.48 107.0800	57,856.70	0.00
1,800.000	CROWN HLDGS INC COM 228368106	81,531.47 45.2953	101,250.00 56.2500	19,718.53	0.00
1,100.000	EASTMAN CHEM CO COM 277432100	60,105.03 54.6409	101,904.00 92.6400	41,798.97	616.00
3,300.000	HUNTSMAN CORP COM 447011107	80,229.27 24.3119	109,857.00 33.2900	29,627.73	0.00
1,800.000	INTERNATIONAL PAPER CO 460146103	58,389.56 32.4386	104,292.00 57.9400	45,902.44	0.00
4,100.000	MOSAIC CO/THE 61945C103	124,187.81 30.2897	105,206.00 25.6600	18,981.81-	0.00
4,600.000	OWENS ILL INC COM NEW 690768403	89,322.89 19.4180	101,982.00 22.1700	12,659.11	0.00
900.000	PACKAGING CORP OF AMERICA 695156109	66,984.63 74.4274	108,495.00 120.5500	41,510.37	567.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
1,200.000	RELIANCE STL & ALUM CO COM 759509102	71,883.45 59.9029	102,948.00 85.7900	31,064.55	0.00
1,000.000	WESTLAKE CHEM CORP COM 960413102	57,876.38 57.8764	106,530.00 106.5300	48,653.62	0.00
TOTAL MATERIALS		909,464.71	1,350,464.48	440,999.77	2,009.00
INDUSTRIALS					
3,200.000	AGCO CORP COM 001084102	174,053.40 54.3917	228,576.00 71.4300	54,522.60	0.00
3,300.000	ALASKA AIR GROUP INC 011659109	238,131.80 72.1612	242,583.00 73.5100	4,451.20	0.00
2,600.000	BOEING CO 097023105	624,125.18 240.0481	766,766.00 294.9100	142,640.82	0.00
2,100.000	CARLISLE COS INC 142339100	206,714.23 98.4353	238,665.00 113.6500	31,950.77	0.00
1,400.000	CUMMINS INC. 231021106	137,629.08 98.3065	247,296.00 176.6400	109,666.92	0.00
4,200.000	DELTA AIR LINES INC 247361702	197,412.72 47.0030	235,200.00 56.0000	37,787.28	0.00
2,400.000	DOVER CORP COM 260003108	181,916.60 75.7986	242,376.00 100.9900	60,459.40	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
3,400.000	EMERSON ELECTRIC CO 291011104	177,237.10 52.1286	236,946.00 69.6900	59,708.90	0.00
3,900.000	GENERAL DYNAMICS CORP 369550108	529,414.49 135.7473	793,455.00 203.4500	264,040.51	0.00
3,500.000	JACOBS ENGR GROUP INC 469814107	156,245.26 44.6415	230,860.00 65.9600	74,614.74	0.00
2,800.000	MANPOWERGROUP INC. 56418H100	273,750.38 97.7680	353,108.00 126.1100	79,357.62	0.00
2,500.000	NORTHROP GRUMMAN CORP 666807102	647,891.27 259.1565	767,275.00 306.9100	119,383.73	0.00
1,200.000	PARKER HANNIFIN CORP 701094104	103,377.81 86.1482	239,496.00 199.5800	136,118.19	0.00
21,100.000	PITNEY BOWES INC 724479100	340,591.57 16.1418	235,898.00 11.1800	104,693.57-	0.00
9,000.000	SPIRIT AEROSYSTEMS HODL-CL A 848574109	654,475.14 72.7195	785,250.00 87.2500	130,774.86	900.00
3,600.000	UNITED CONTINENTAL HOLDINGS, INC. 910047109	174,378.90 48.4386	242,640.00 67.4000	68,261.10	0.00
1,300.000	UNITED RENTAL INC COM 911363109	110,964.87 85.3576	223,483.00 171.9100	112,518.13	0.00



DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
1,000.000	3M CO COM 88579Y101	108,528.87 108.5289	235,370.00 235.3700	126,841.13	0.00
	TOTAL INDUSTRIALS	5,036,838.67	6,545,243.00	1,508,404.33	900.00
	CONSUMER DISCRETIONARY				
1,800.000	AUTOLIV INC COM 052800109	152,848.94 84.9161	228,744.00 127.0800	75,895.06	0.00
5,400.000	BEST BUY INC 086516101	241,007.60 44.6310	369,738.00 68.4700	128,730.40	0.00
3,200.000	BURLINGTON STORES INC 122017106	317,342.36 99.1695	393,696.00 123.0300	76,353.64	0.00
5,000.000	CARMAX INC COM 143130102	382,436.98 76.4874	320,650.00 64.1300	61,786.98-	0.00
6,800.000	D R HORTON INC COM 23331A109	245,807.08 36.1481	347,276.00 51.0700	101,468.92	0.00
3,300.000	DOLLAR TREE INC 256746108	349,910.88 106.0336	354,123.00 107.3100	4,212.12	0.00
11,400.000	GENTEX CORP 371901109	197,260.69 17.3036	238,830.00 20.9500	41,569.31	0.00
1,900.000	HOME DEPOT INC 437076102	220,711.95 116.1642	360,107.00 189.5300	139,395.05	0.00

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
4,800.000	LAS VEGAS SANDS CORP COM 517834107	315,962.84 65.8256	333,552.00 69.4900	17,589.16	0.00
1,300.000	LEAR CORP 521865204	134,654.66 103.5805	229,658.00 176.6600	95,003.34	0.00
2,000.000	MCDONALDS CORP 580135101	286,471.00 143.2355	344,240.00 172.1200	57,769.00	0.00
1,300.000	MOHAWK INDS INC COM 608190104	252,304.90 194.0807	358,670.00 275.9000	106,365.10	0.00
10,400.000	PULTE GROUP INC 745867101	240,082.65 23.0849	345,800.00 33.2500	105,717.35	999.00
2,600.000	PVH CORP 693656100	334,330.34 128.5886	356,746.00 137.2100	22,415.66	0.00
2,100.000	STANLEY BLACK & DECKER, INC. 854502101	289,147.95 137.6895	356,349.00 169.6900	67,201.05	0.00
2,300.000	THOR INDS INC 885160101	294,229.01 127.9257	346,656.00 150.7200	52,426.99	851.00
7,300.000	TOLL BROS INC 889478103	291,299.17 39.9040	350,546.00 48.0200	59,246.83	0.00
TOTAL CONSUMER DISCRETIONARY		4,545,809.00	5,635,381.00	1,089,572.00	1,850.00
CONSUMER STAPLES					

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
2,700.000	ARCHER DANIELS MIDLAND CO 039483102	99,835.11 36.9760	108,216.00 40.0800	8,380.89	0.00
6,100.000	DR PEPPER SNAPPLE GROUP INC 26138E109	412,011.95 67.5429	592,066.00 97.0600	180,054.05	4,002.00
700.000	INGREDION INC 457187102	54,837.18 78.3388	97,860.00 139.8000	43,022.82	420.00
4,400.000	JM SMUCKER CO 832696405	540,096.14 122.7491	546,656.00 124.2400	6,559.86	0.00
7,000.000	TYSON FOODS INC CL A DEL 902494103	457,886.58 65.4124	567,490.00 81.0700	109,603.42	0.00
	TOTAL CONSUMER STAPLES	1,564,666.96	1,912,288.00	347,621.04	4,422.00
	ENERGY				
1,500.000	CHEVRON CORP 166764100	132,779.83 88.5199	187,785.00 125.1900	55,005.17	0.00
3,400.000	CONOCOPHILLIPS 20825C104	166,205.51 48.8840	186,626.00 54.8900	20,420.49	0.00
2,100.000	EXXON MOBIL CORPORATION 30231G102	180,002.79 85.7156	175,644.00 83.6400	4,358.79-	0.00
4,100.000	HESS CORP COM 42809H107	256,812.55 62.6372	194,627.00 47.4700	62,185.55-	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
11,600.000	MARATHON OIL CORP 565849106	162,354.28 13.9961	196,388.00 16.9300	34,033.72	0.00
6,200.000	MURPHY OIL CORP 626717102	214,137.66 34.5383	192,510.00 31.0500	21,627.66-	0.00
5,400.000	NATIONAL OILWELL VARCO INC COM 637071101	172,070.98 31.8650	194,508.00 36.0200	22,437.02	0.00
30,300.000	SOUTHWESTERN ENERGY CO COM 845467109	225,816.28 7.4527	169,074.00 5.5800	56,742.28-	0.00
	TOTAL ENERGY FINANCIALS	1,510,179.88	1,497,162.00	13,017.88-	0.00
6,500.000	AMERICAN INTERNATIONAL GROUP, INC 026874784	360,411.57 55.4479	387,270.00 59.5800	26,858.43	0.00
2,300.000	AMERIPRISE FINL INC 03076C106	114,789.14 49.9083	389,781.00 169.4700	274,991.86	0.00
13,300.000	BANK OF AMERICA CORP 060505104	230,049.66 17.2970	392,616.00 29.5200	162,566.34	0.00
4,100.000	CAPITAL ONE FINANCIAL CORP 14040H105	295,141.64 71.9858	408,278.00 99.5800	113,136.36	0.00
5,200.000	CITIGROUP INC. 172967424	294,371.56 56.6099	386,932.00 74.4100	92,560.44	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
5,200.000	DISCOVER FINANCIAL SERVICES 254709108	206,606.10 39.7319	399,984.00 76.9200	193,377.90	0.00
8,900.000	FRANKLIN RESOURCES INC 354613101	316,697.72 35.5840	385,637.00 43.3300	68,939.28	2,047.00
1,500.000	GOLDMAN SACHS GROUP INC 38141G104	236,693.50 157.7957	382,140.00 254.7600	145,446.50	0.00
7,000.000	HARTFORD FINANCIAL SERVICES GROUP INC COM 416515104	214,012.38 30.5732	393,960.00 56.2800	179,947.62	1,750.00
3,700.000	JPMORGAN CHASE & CO 46625H100	164,175.27 44.3717	395,678.00 106.9400	231,502.73	0.00
5,100.000	LINCOLN NATL CORP IND 534187109	183,738.14 36.0271	392,037.00 76.8700	208,298.86	0.00
7,300.000	METLIFE INC 59156R108	277,671.31 38.0372	369,088.00 50.5600	91,416.69	0.00
2,300.000	MOODYS CORP 615369105	336,003.94 146.0887	339,503.00 147.6100	3,499.06	0.00
7,300.000	MORGAN STANLEY COM 617446448	259,580.57 35.5590	383,031.00 52.4700	123,450.43	0.00
5,500.000	PRINCIPAL FINANCIAL GROUP 74251V102	205,321.00 37.3311	388,080.00 70.5600	182,759.00	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
3,300.000	PRUDENTIAL FINL INC COM 744320102	196,539.23 59.5573	379,434.00 114.9800	182,894.77	0.00
22,700.000	REGIONS FINL CORP NEW COM 7591EP100	185,504.43 8.1720	392,256.00 17.2800	206,751.57	2,259.00
2,000.000	S&P GLOBAL INC 78409V104	273,076.20 136.5381	338,800.00 169.4000	65,723.80	0.00
6,000.000	SUNTRUST BANKS INC 867914103	182,141.44 30.3569	387,540.00 64.5900	205,398.56	0.00
10,400.000	SYNCHRONY FINANCIAL 87165B103	336,571.04 32.3626	401,544.00 38.6100	64,972.96	0.00
7,100.000	UNUM GROUP 91529Y106	182,779.26 25.7436	389,719.00 54.8900	206,939.74	0.00
TOTAL FINANCIALS		5,051,875.10	8,083,308.00	3,031,432.90	6,056.00
INFORMATION TECHNOLOGY					
8,500.000	AMPHENOL CORP CL A 032095101	675,176.95 79.4326	746,300.00 87.8000	71,123.05	1,615.00
4,400.000	APPLE INC 037833100	684,439.02 155.5543	744,612.00 169.2300	60,172.98	0.00
5,900.000	FISERV INC 337738108	568,833.60 96.4125	773,667.00 131.1300	204,833.40	0.00

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
7,600.000	GLOBAL PMTS INC W/I 37940X102	572,461.31 75.3239	761,824.00 100.2400	189,362.69	0.00
17,700.000	INTEL CORP COMM 458140100	643,945.47 36.3811	817,032.00 46.1600	173,086.53	0.00
0.000	LAM RESEARCH CORP COM 512807108	0.00 0.0000	0.00 184.0700	0.00	1,850.00
17,100.000	MICRON TECHNOLOGY INC 595112103	786,738.51 46.0081	703,152.00 41.1200	83,586.51-	0.00
15,200.000	ORACLE CORPORATION 68389X105	764,036.53 50.2656	718,656.00 47.2800	45,380.53-	0.00
3,200.000	TAKE-TWO INTERACTIVE SOFTWARE 874054109	213,725.62 66.7893	351,296.00 109.7800	137,570.38	0.00
7,600.000	TEXAS INSTRUMENTS INC 882508104	486,364.20 63.9953	793,744.00 104.4400	307,379.80	0.00
29,100.000	WESTERN UNION CO/THE 959802109	631,918.59 21.7154	553,191.00 19.0100	78,727.59-	0.00
	TOTAL INFORMATION TECHNOLOGY UTILITIES	6,027,639.80	6,963,474.00	935,834.20	3,465.00
2,400.000	AMEREN CORPORATION 023608102	76,362.11 31.8175	141,576.00 58.9900	65,213.89	0.00

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 10**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
1,900.000	AMERICAN ELECTRIC POWER INC 025537101	89,297.88 46.9989	139,783.00 73.5700	50,485.12	0.00
5,000.000	CENTERPOINT ENERGY INC COM 15189T107	93,804.92 18.7610	141,800.00 28.3600	47,995.08	0.00
1,900.000	EDISON INTL COM 281020107	95,013.62 50.0072	120,156.00 63.2400	25,142.38	1,149.50
1,700.000	ENTERGY CORP NEW COM 29364G103	120,986.71 71.1687	138,363.00 81.3900	17,376.29	0.00
2,200.000	EVERSOURCE ENERGY COM 30040W108	128,939.36 58.6088	138,996.00 63.1800	10,056.64	0.00
3,500.000	EXELON CORPORATION 30161N101	120,950.61 34.5573	137,935.00 39.4100	16,984.39	0.00
4,500.000	FIRSTENERGY CORP COM 337932107	162,292.72 36.0650	137,790.00 30.6200	24,502.72-	0.00
5,200.000	NRG ENERGY INC COM NEW 629377508	78,551.66 15.1061	148,096.00 28.4800	69,544.34	0.00
4,300.000	OGE ENERGY CORP COM 670837103	112,598.01 26.1856	141,513.00 32.9100	28,914.99	0.00
2,800.000	PUBLIC SVC ENTERPRISE GROUP INC 744573106	94,958.78 33.9138	144,200.00 51.5000	49,241.22	0.00



DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
3,400.000	SCANA CORP-W/I 80589M102	200,916.82 59.0932	135,252.00 39.7800	65,664.82-	2,082.50
2,900.000	XCEL ENERGY INC COM 98389B100	127,244.75 43.8775	139,519.00 48.1100	12,274.25	1,044.00
	TOTAL UTILITIES	1,501,917.95	1,804,979.00	303,061.05	4,276.00
	HEALTH CARE				
3,200.000	AMGEN INC 031162100	501,774.77 156.8046	556,480.00 173.9000	54,705.23	0.00
2,500.000	ANTHEM INC 036752103	306,434.66 122.5739	562,525.00 225.0100	256,090.34	0.00
1,600.000	BIOGEN INC 09062X103	376,921.47 235.5759	509,712.00 318.5700	132,790.53	0.00
5,700.000	CENTENE CORP DEL COM 15135B101	442,392.81 77.6128	575,016.00 100.8800	132,623.19	0.00
6,100.000	DANAHER CORP 235851102	491,870.71 80.6345	566,202.00 92.8200	74,331.29	854.00
7,200.000	EXPRESS SCRIPTS HOLDING COMPANY 30219G108	512,542.43 71.1864	537,408.00 74.6400	24,865.57	0.00
13,100.000	HOLOGIC INC COM 436440101	463,843.16 35.4079	560,025.00 42.7500	96,181.84	0.00

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 10

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
4,000.000	JOHNSON & JOHNSON 478160104	397,759.37 99.4398	558,880.00 139.7200	161,120.63	0.00
3,600.000	MCKESSON CORP 58155Q103	564,991.39 156.9421	561,420.00 155.9500	3,571.39-	1,462.00
10,100.000	MERCK & CO INC NEW 58933Y105	594,354.02 58.8469	568,327.00 56.2700	26,027.02-	5,184.00
4,200.000	UNITED THERAPEUTICS CORP DEL COM 91307C102	515,383.88 122.7104	621,390.00 147.9500	106,006.12	0.00
2,700.000	WELLCARE HEALTH PLANS, INC 94946T106	554,844.19 205.4978	542,997.00 201.1100	11,847.19-	0.00
	TOTAL HEALTH CARE	5,723,112.86	6,720,382.00	997,269.14	7,500.00
	TELECOMMUNICATION SERVICES				
2,300.000	T-MOBILE US INC 872590104	101,032.21 43.9270	146,073.00 63.5100	45,040.79	0.00
2,800.000	VERIZON COMMUNICATIONS 92343V104	142,592.30 50.9258	148,204.00 52.9300	5,611.70	0.00
	TOTAL TELECOMMUNICATION SERVICES	243,624.51	294,277.00	50,652.49	0.00
Total Corporate Stock			\$ 59,385,726		

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b>Corporate Bonds</b>					
150,000.000	SCHLUMBERGER HLDGS CORP 144A PRIV PLCMT 4.000 12/21/2025 806851AG6	149,242.50 99.4950	157,626.00 105.0840	8,383.50	166.67
200,000.000	ABBOTT LABORATORIES DTD 03/03/09 5.125 04/01/2019 002824AU4	220,322.00 110.1610	207,004.00 103.5020	13,318.00-	2,562.50
400,000.000	AFLAC INC DTD 03/12/15 2.400 03/16/2020 001055AN2	401,712.00 100.4280	400,332.00 100.0830	1,380.00-	2,800.00

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

STATEMENT 11

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
350,000.000	AMERICAN EXPRESS CO DTD 12/03/12 2.650 12/02/2022 025816BD0	348,516.00 99.5760	347,564.00 99.3040	952.00-	747.15
85,000.000	AMERICAN EXPRESS CO DTD 05/18/09 8.125 05/20/2019 025816BB4	97,174.55 114.3230	91,731.15 107.9190	5,443.40-	786.55
200,000.000	AMERICAN EXPRESS CREDIT MED TERM NOTE DTD 03/03/17 2.200 03/03/2020 0258M0EE5	201,154.00 100.5770	199,394.00 99.6970	1,760.00-	1,442.22
140,000.000	ANHEUSER-BUSCH INBEV FIN DTD 01/25/16 3.650 02/01/2026 035242AP1	139,777.40 99.8410	144,477.20 103.1980	4,699.80	2,129.17
275,000.000	AT&T BROADBAND CORP DTD 11/18/02 9.455 11/15/2022 00209TAB1	360,673.50 131.1540	359,309.50 130.6580	1,364.00-	3,322.38
200,000.000	AT&T INC DTD 02/09/17 4.250 03/01/2027 00206RDQ2	204,392.00 102.1960	203,884.00 101.9420	508.00-	2,833.33
325,000.000	AVALONBAY COMMUNITIES IN MED TERM NOTE DTD 12/14/12 2.850 03/15/2023 05348EAR0	325,809.25 100.2490	324,268.75 99.7750	1,540.50-	2,727.29
400,000.000	BANK OF AMERICA CORP MED TERM NOTE SER L DTD 04/21/15 2.250 04/21/2020 06051GFN4	400,084.00 100.0210	400,280.00 100.0700	196.00	1,750.00
250,000.000	BANK OF AMERICA CORP DTD 06/02/09 7.625 06/01/2019 06051GDZ9	288,047.50 115.2190	268,940.00 107.5760	19,107.50-	1,588.54

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
400,000.000	BB&T CORPORATION MED TERM NOTE DTD 02/04/14 2.250 02/01/2019 05531FAQ6	400,848.00 100.2120	400,688.00 100.1720	160.00-	3,750.00
300,000.000	BB&T CORPORATION MED TERM NOTE DTD 12/08/14 2.450 01/15/2020 05531FAS2	303,960.00 101.3200	300,993.00 100.3310	2,967.00-	3,389.17
150,000.000	BERKSHIRE HATHAWAY INC DTD 02/11/13 3.000 02/11/2023 084670BJ6	153,244.50 102.1630	153,027.00 102.0180	217.50-	1,750.00
148,000.000	BOEING CO DTD 03/13/09 6.000 03/15/2019 097023AW5	166,914.40 112.7800	154,806.52 104.5990	12,107.88-	2,614.67
100,000.000	BOSTON PROPERTIES LP DTD 01/20/16 3.650 02/01/2026 10112RAX2	102,382.00 102.3820	101,589.00 101.5890	793.00-	1,520.83
150,000.000	BOSTON PROPERTIES LP DTD 06/11/12 3.850 02/01/2023 10112RAU8	156,900.00 104.6000	156,265.50 104.1770	634.50-	2,406.25
400,000.000	BP CAPITAL MARKETS PLC DTD 05/10/13 2.750 05/10/2023 05565QCD8	401,972.00 100.4930	400,164.00 100.0410	1,808.00-	1,558.33
200,000.000	BP CAPITAL MARKETS PLC DTD 10/01/10 4.500 10/01/2020 05565QBP2	215,476.00 107.7380	211,624.00 105.8120	3,852.00-	2,250.00
200,000.000	CAMDEN PROPERTY TRUST DTD 12/07/12 2.950 12/15/2022 133131AT9	200,178.00 100.0890	200,032.00 100.0160	146.00-	262.22
350,000.000	CAPITAL ONE BANK USA NA DTD 02/13/14 2.250 02/13/2019 140420NH9	354,893.00 101.3980	349,541.50 99.8690	5,351.50-	3,018.75

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
200,000.000	CAPITAL ONE FINANCIAL CO DTD 04/24/14 3.750 04/24/2024 14040HBF1	206,526.00 103.2630	205,462.00 102.7310	1,064.00-	1,395.83
265,000.000	CHARLES SCHWAB CORP DTD 07/22/10 4.450 07/22/2020 808513AD7	291,293.30 109.9220	279,238.45 105.3730	12,054.85-	5,208.35
375,000.000	CHEVRON CORP DTD 03/03/09 4.950 03/03/2019 166751AJ6	408,033.75 108.8090	387,555.00 103.3480	20,478.75-	6,084.38
200,000.000	CHUBB INA HOLDINGS INC DTD 03/16/15 3.150 03/15/2025 00440EAS6	201,422.00 100.7110	202,350.00 101.1750	928.00	1,855.00
100,000.000	CINTAS CORPORATION NO. 2 DTD 05/23/11 4.300 06/01/2021 17252MAK6	107,811.00 107.8110	105,436.00 105.4360	2,375.00-	358.33
350,000.000	CITIGROUP INC DTD 08/09/10 5.375 08/09/2020 172967FF3	376,306.00 107.5160	375,385.50 107.2530	920.50-	7,420.49
250,000.000	CITIGROUP INC DTD 05/22/09 8.500 05/22/2019 172967EV9	295,660.00 118.2640	270,830.00 108.3320	24,830.00-	2,302.08
200,000.000	COMCAST CORP DTD 03/01/10 5.150 03/01/2020 20030NBA8	224,504.00 112.2520	211,964.00 105.9820	12,540.00-	3,433.33
350,000.000	COMMONWEALTH EDISON DTD 03/27/08 5.800 03/15/2018 202795HU7	381,013.50 108.8610	352,597.00 100.7420	28,416.50-	5,977.22
400,000.000	CONS EDISON CO OF NY DTD 03/25/09 6.650 04/01/2019 209111EX7	422,496.00 105.6240	421,300.00 105.3250	1,196.00-	6,650.00

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
175,000.000	CVS HEALTH CORP DTD 07/20/15 3.500 07/20/2022 126650CK4	181,998.25 103.9990	178,255.00 101.8600	3,743.25-	2,739.24
185,000.000	DUKE ENERGY CAROLINAS DTD 04/14/08 5.100 04/15/2018 26442CAD6	198,773.25 107.4450	186,720.50 100.9300	12,052.75-	1,991.83
250,000.000	ENTERPRISE PRODUCTS OPER DTD 10/14/14 3.750 02/15/2025 29379VBE2	258,517.50 103.4070	257,775.00 103.1100	742.50-	3,541.67
250,000.000	EOG RESOURCES INC DTD 09/10/12 2.625 03/15/2023 26875PAK7	247,587.50 99.0350	247,132.50 98.8530	455.00-	1,932.29
250,000.000	EOG RESOURCES INC DTD 05/21/09 5.625 06/01/2019 26875PAD3	273,597.50 109.4390	261,572.50 104.6290	12,025.00-	1,171.88
250,000.000	FEDEX CORP DTD 01/16/09 8.000 01/15/2019 31428XAR7	291,377.50 116.5510	264,595.00 105.8380	26,782.50-	9,222.22
600,000.000	FIFTH THIRD BANCORP DTD 02/28/14 2.300 03/01/2019 316773CQ1	599,692.50 99.9487	600,486.00 100.0810	793.50	4,600.00
180,000.000	FLORIDA POWER & LIGHT DTD 06/05/13 2.750 06/01/2023 341081FJ1	180,720.00 100.4000	180,439.20 100.2440	280.80-	412.50
185,000.000	FRANKLIN RESOURCES INC DTD 03/30/15 2.850 03/30/2025 354613AK7	179,875.50 97.2300	184,498.65 99.7290	4,623.15	1,332.77
130,000.000	GENERAL DYNAMICS CORP DTD 07/12/11 3.875 07/15/2021 369550AR9	139,323.60 107.1720	136,466.20 104.9740	2,857.40-	2,322.85

**DANVILLE REGIONAL FOUNDATION**  
**EIN: 20-3319727**  
**2017 FEDERAL FORM 990-PF**

**STATEMENT 11**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
210,000.000	GENERAL ELEC CAP CORP MED TERM NOTE DTD 10/17/11 4.650 10/17/2021 36962G5J9	234,746.40 111.7840	226,094.40 107.6640	8,652.00-	2,007.25
350,000.000	GOLDMAN SACHS GROUP INC DTD 03/03/14 4.000 03/03/2024 38141GVM3	367,941.00 105.1260	367,199.00 104.9140	742.00-	4,588.89
250,000.000	GOLDMAN SACHS GROUP INC DTD 02/05/09 7.500 02/15/2019 38141EA25	284,727.50 113.8910	264,210.00 105.6840	20,517.50-	7,083.33
200,000.000	HALLIBURTON CO DTD 11/13/15 3.800 11/15/2025 406216BG5	206,567.00 103.2835	207,854.00 103.9270	1,287.00	971.11
250,000.000	HARTFORD FINL SVCS GRP MED TERM NOTE DTD 05/12/08 6.000 01/15/2019 416515AV6	274,562.50 109.8250	259,032.50 103.6130	15,530.00-	6,916.67
200,000.000	HOME DEPOT INC DTD 03/31/11 4.400 04/01/2021 437076AW2	221,182.00 110.5910	212,400.00 106.2000	8,782.00-	2,200.00
200,000.000	INTERNATIONAL BUSINESS MACHS CORP DEB DTD 11-01-89 8.3750 11/01/2019 459200AG6	246,760.00 123.3800	222,326.00 111.1630	24,434.00-	2,791.67
200,000.000	INTERSTATE POWER & LIGHT DTD 10/06/08 7.250 10/01/2018 461070AF1	226,988.00 113.4940	207,660.00 103.8300	19,328.00-	3,625.00
700,000.000	JOHN DEERE CAPITAL CORP DTD 03/10/15 2.050 03/10/2020 24422ESW0	698,418.00 99.7740	698,257.00 99.7510	161.00-	4,424.58



## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
400,000.000	JPMORGAN CHASE & CO DTD 10/21/10 4.250 10/15/2020 46625HHU7	420,172.00 105.0430	419,408.00 104.8520	764.00-	3,588.89
190,000.000	JPMORGAN CHASE & CO DTD 08/10/11 4.350 08/15/2021 46625HJC5	204,512.20 107.6380	201,517.80 106.0620	2,994.40-	3,122.33
250,000.000	KEYCORP MED TERM NOTE DTD 11/13/13 2.300 12/13/2018 49326EEE9	249,937.50 99.9750	250,375.00 100.1500	437.50	287.50
350,000.000	KEYCORP MED TERM NOTE DTD 03/24/11 5.100 03/24/2021 49326EED1	377,632.50 107.8950	377,184.50 107.7670	448.00-	4,809.58
575,000.000	LINCOLN NATIONAL CORP DTD 06/22/09 8.750 07/01/2019 534187AX7	651,399.75 113.2869	627,813.75 109.1850	23,586.00-	25,156.25
400,000.000	MCKESSON CORP DTD 03/10/14 2.284 03/15/2019 581557BD6	400,396.00 100.0990	400,076.00 100.0190	320.00-	2,690.04
360,000.000	METLIFE INC DTD 08/15/08 6.817 08/15/2018 59156RAR9	406,555.20 112.9320	370,551.60 102.9310	36,003.60-	9,271.12
425,000.000	MORGAN STANLEY DTD 04/28/14 3.875 04/29/2024 61746BDQ6	442,994.25 104.2339	443,734.00 104.4080	739.75	2,836.28
175,000.000	ORACLE CORP DTD 05/05/15 2.500 05/15/2022 68389XBB0	173,741.75 99.2810	175,276.50 100.1580	1,534.75	559.03
200,000.000	PHILLIPS 66 DTD 01/18/13 4.300 04/01/2022 718546AC8	213,718.00 106.8590	212,568.00 106.2840	1,150.00-	2,150.00

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	UNREALIZED GAIN/LOSS	ACCRUED INCOME
175,000.000	PNC FINANCIAL SERVICES DTD 05/19/17 3.150 05/19/2027 693475AT2	175,308.00 100.1760	175,598.50 100.3420	290.50	643.13
180,000.000	PNC FUNDING CORP DTD 03/08/12 3.300 03/08/2022 693476BN2	185,992.20 103.3290	184,813.20 102.6740	1,179.00-	1,864.50
275,000.000	POTASH CORP-SASKATCHEWAN DTD 03/07/14 3.625 03/15/2024 73755LAL1	283,621.25 103.1350	281,866.75 102.4970	1,754.50-	2,935.24
750,000.000	PRUDENTIAL FINANCIAL INC DTD 06/08/09 7.375 06/15/2019 74432QBG9	807,517.50 107.6690	805,380.00 107.3840	2,137.50-	2,458.33
200,000.000	QUALCOMM INC DTD 05/26/17 2.600 01/30/2023 747525AR4	200,744.00 100.3720	195,084.00 97.5420	5,660.00-	3,105.56
200,000.000	SHELL INTERNATIONAL FIN DTD 09/22/09 4.300 09/22/2019 822582AJ1	215,082.00 107.5410	207,180.00 103.5900	7,902.00-	2,365.00
300,000.000	SNAP-ON INC DTD 12/14/10 4.250 01/15/2018 833034AJ0	315,597.00 105.1990	300,063.00 100.0210	15,534.00-	5,879.17
80,000.000	SNAP-ON INC DTD 08/14/09 6.125 09/01/2021 833034AH4	93,208.80 116.5110	90,063.20 112.5790	3,145.60-	1,633.33
100,000.000	SPECTRA ENERGY PARTNERS DTD 10/17/16 3.375 10/15/2026 84756NAH2	98,039.00 98.0390	98,825.00 98.8250	786.00	712.50
600,000.000	SUNTRUST BANKS INC DTD 05/01/14 2.500 05/01/2019 867914BG7	603,421.50 100.5702	602,250.00 100.3750	1,171.50-	2,500.00

**DANVILLE REGIONAL FOUNDATION**

**EIN: 20-3319727**

**2017 FEDERAL FORM 990-PF**

**STATEMENT 11**

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
400,000.000	SYSCO CORPORATION DTD 03/17/09 5.375 03/17/2019 871829AM9	415,508.00 103.8770	414,760.00 103.6900	748.00-	6,211.11
100,000.000	TIME WARNER INC DTD 05/10/16 2.950 07/15/2026 887317BA2	102,489.00 102.4890	94,581.00 94.5810	7,908.00-	1,360.28
200,000.000	TORONTO-DOMINION BANK DTD 12/14/15 2.500 12/14/2020 89114QBC1	200,478.00 100.2390	200,640.00 100.3200	162.00	236.11
400,000.000	UNITED TECHNOLOGIES CORP DEB DTD 11-13-89 8.8750 11/15/2019 913017AR0	449,332.00 112.3330	446,956.00 111.7390	2,376.00-	4,536.11
175,000.000	UNITED PARCEL SERVICE DTD 09/27/12 2.450 10/01/2022 911312AQ9	176,326.50 100.7580	174,578.25 99.7590	1,748.25-	1,071.88
150,000.000	VERIZON COMMUNICATIONS DTD 11/07/12 2.450 11/01/2022 92343VBJ2	153,088.50 102.0590	147,033.00 98.0220	6,055.50-	612.50
200,000.000	VIRGINIA ELEC & POWER CO DTD 02/07/14 3.450 02/15/2024 927804FQ2	207,644.00 103.8220	206,512.00 103.2560	1,132.00-	2,606.67
630,000.000	WELLS FARGO & COMPANY DTD 03/29/11 4.600 04/01/2021 94974BEV8	678,518.10 107.7013	669,501.00 106.2700	9,017.10-	7,245.00
340,000.000	WISC ELEC POWER DTD 06/13/13 1.700 06/15/2018 976656CF3	340,200.60 100.0590	339,857.20 99.9580	343.40-	256.89

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 11

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
350,000.000	CHASE ISSUANCE TRUST SER 2015-A5 CL A *0 DAY DELAY* DTD 05/06/15 1.350 04/15/2020 161571GY4	351,025.39 100.2930	349,622.00 99.8920	1,403.39-	160.36
	<b>Total Corporate Bonds</b>		<b><u>\$ 22,972,302</u></b>		

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
Equity mutual funds - see stm't 12a	FMV	86,835,883.	86,835,883.
Partnership fund - alternative investment	FMV	15,035,784.	15,035,784.
Commingled real estate investment fund - alternative investment	FMV	16,180,476.	16,180,476.
Offshore feeder funds - alternative investments	FMV	8,495,391.	8,495,391.
Real estate investment properties	FMV	6,179,257.	6,179,257.
Bond mutual fund	FMV	101,273.	101,273.
Total to Form 990-PF, Part II, line 13		132,828,064.	132,828,064.

## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 12A

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b><u>MUTUAL FUNDS</u></b>					
MUTUAL FUNDS - EQUITY					
1,667,125.943	VANGUARD DEVELOPED MARKETS INDEX FUND CLASS INST #137 921943882	18,586,364.37 11.1487	24,056,627.36 14.4300	5,470,262.99	0.00
TOTAL MUTUAL FUNDS - EQUITY		<u>18,586,364.37</u>	<u>24,056,627.36</u>	<u>5,470,262.99</u>	<u>0.00</u>

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 12A

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b><u>MUTUAL FUNDS</u></b>					
MUTUAL FUNDS - EQUITY					
492,701.949	VANGUARD GROWTH INDEX FUND INSTITUTIONAL CLASS #0868 922908868	14,006,976.72 28.4289	35,646,986.01 72.3500	21,640,009.29	0.00
TOTAL MUTUAL FUNDS - EQUITY		<u>14,006,976.72</u>	<u>35,646,986.01</u>	<u>21,640,009.29</u>	<u>0.00</u>

DANVILLE REGIONAL FOUNDATION  
EIN: 20-3319727  
2017 FEDERAL FORM 990-PF

STATEMENT 12A

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b>MUTUAL FUNDS</b>					
MUTUAL FUNDS - EQUITY					
47,180.884	VANGUARD RUSSELL 2000 GROWTH INDEX FUND INSTITUTIONAL CLASS #1853 92206C615	9,300,618.22 197.1268	12,170,780.84 257.9600	2,870,162.62	0.00
TOTAL MUTUAL FUNDS - EQUITY		<u>9,300,618.22</u>	<u>12,170,780.84</u>	<u>2,870,162.62</u>	<u>0.00</u>



## DANVILLE REGIONAL FOUNDATION

EIN: 20-3319727

2017 FEDERAL FORM 990-PF

## STATEMENT 12A

<u>PAR VALUE/SHARES</u>	<u>DESCRIPTION</u>	<u>COST VALUE / UNIT COST</u>	<u>MARKET VALUE / UNIT PRICE</u>	<u>UNREALIZED GAIN/LOSS</u>	<u>ACCRUED INCOME</u>
<b>MUTUAL FUNDS</b>					
MUTUAL FUNDS - EQUITY					
747,327.105	LAZARD EMERGING MARKETS PORTFOLIO #638 52106N889	13,806,293.64 18.4742	14,961,488.64 20.0200	1,155,195.00	0.00
TOTAL MUTUAL FUNDS - EQUITY		<u>13,806,293.64</u>	<u>14,961,488.64</u>	<u>1,155,195.00</u>	<u>0.00</u>
Total Equity Mutual Funds			<u>\$ 86,835,883</u>		

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	Software	01/10/07	SL	3.00		16	22,565.				22,565.	22,565.		0.	22,565.
2	Additional software licenses	07/24/07	SL	2.50		16	2,414.				2,414.	2,414.		0.	2,414.
3	Server and computer equipment	12/12/07	SL	3.00		16	5,014.				5,014.	5,014.		0.	5,014.
4	Computers	02/28/08	SL	3.00		16	2,658.				2,658.	2,658.		0.	2,658.
5	Computers	03/10/08	SL	3.00		16	1,712.				1,712.	1,712.		0.	1,712.
6	Phone system	04/30/08	SL	5.00		16	6,641.				6,641.	6,641.		0.	6,641.
7	Computers	04/01/08	SL	3.00		16	1,504.				1,504.	1,504.		0.	1,504.
8	Website upgrades	08/01/08	SL	3.00		16	10,691.				10,691.	10,691.		0.	10,691.
9	Phones/security	09/01/11	SL	5.00		16	38,250.				38,250.	38,250.		0.	38,250.
10	Furniture	10/06/11	SL	8.00		16	72,746.				72,746.	47,739.		9,093.	56,832.
11	Board table and chairs	12/02/11	SL	8.00		16	16,196.				16,196.	10,292.		2,025.	12,317.
12	Alarm system	12/02/11	SL	5.00		16	4,428.				4,428.	4,428.		0.	4,428.
13	Building (capital lease asset)	12/01/11	SL	20.00		16	891,000.				891,000.	220,756.		44,550.	265,306.
14	Automobile	05/30/12	SL	5.00		16	35,888.				35,888.	28,740.		7,148.	35,888.
15	Server	10/30/12	SL	5.00		16	7,996.				7,996.	5,464.		1,599.	7,063.
16	Office Furniture	12/31/13	SL	5.00		16	7,469.				7,469.	6,224.		1,245.	7,469.
17	Computer equipment	06/01/14	SL	3.00		16	3,041.				3,041.	2,618.		422.	3,040.
18	Leasehold improvements	04/01/14	SL	17.00		16	2,597.				2,597.	422.		154.	576.



Form 990-PF	Other Assets		Statement 14
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Accrued interest and dividends receivable	238,350.	552,383.	552,383.
To Form 990-PF, Part II, line 15	238,350.	552,383.	552,383.

Form 990-PF	Other Notes and Loans Payable	Statement 15
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<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Industrial Development Authority of Danville	6,105 monthly	Building

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
12/01/11	11/30/31	891,000.	5.45%	Capital lease - building

Relationship of Lender

None

Balance Due

710,666.

<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Imperial Danville, LLC	32,376 annually	Real estate

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
12/09/14	12/09/19	250,000.	5.00%	Finance the purchase of real estate investment property

Relationship of Lender

None

Balance Due

188,384.

Lender's Name		Terms of Repayment		Security Provided by Borrower
Diversified Capital-Virginia, LLC		2,958 monthly for the 1st 12 mo's; then \$3,247 monthly; with a balloon payment due at maturity		Real estate
Date of Note	Maturity Date	Original Loan Amount	Interest Rate	Purpose of Loan
07/31/15	08/01/25	510,000.	3.5% for the 1st yr; 5% thereafter	Finance the purchase of real estate investment property
Relationship of Lender				
None				

Balance Due  
472,293.

Lender's Name		Terms of Repayment		Security Provided by Borrower
Piedmont Lands of Virginia, LLC		42,859 annually		Real estate
Date of Note	Maturity Date	Original Loan Amount	Interest Rate	Purpose of Loan
07/16/15	07/15/25	335,000.	4.80%	Finance the purchase of real estate investment property
Relationship of Lender				
None				

Balance Due  
281,107.

<u>Lender's Name</u>	<u>Terms of Repayment</u>	<u>Security Provided by Borrower</u>
Jerome D. Cook, Sr. & Barbara T. Cook	34,521 annually	Real estate

<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Interest Rate</u>	<u>Purpose of Loan</u>
09/25/15	09/25/25	280,000.	4.00%	Finance the purchase of real estate investment property

Relationship of Lender

None

Balance Due

232,425.

Total to Form 990-PF, Part II, line 21, Column B

1,884,875.

Form 990-PF

Other Liabilities

Statement 16

Description

BOY Amount

EOY Amount

Federal deferred excise tax

883,941.

1,118,941.

Total to Form 990-PF, Part II, line 22

883,941.

1,118,941.

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Form 990-PF      Part VIII - List of Officers, Directors      Statement 17  
Trustees and Foundation Managers

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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Karl Stauber 512 Bridge St., #100 Danville, VA 24541	President & CEO 40.00	378,549.	51,442.	747.
Gary Waldman 512 Bridge St., #100 Danville, VA 24541	Treasurer & CFO 40.00	159,141.	30,454.	0.
Clark Casteel 512 Bridge St., #100 Danville, VA 24541	VP-Programs 40.00	116,688.	27,782.	0.
Greg Hairston 512 Bridge St., #100 Danville, VA 24541	Chair 1.00	0.	0.	0.
Rick Barker 512 Bridge St., #100 Danville, VA 24541	Vice Chair 1.00	0.	0.	0.
Shirley Jo Hite 512 Bridge St., #100 Danville, VA 24541	Secretary 35.00	52,725.	20,732.	0.
Charles Majors 512 Bridge St., #100 Danville, VA 24541	Director (May-Dec.) 1.00	0.	0.	0.
Carolyn Evans 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
George Daniel 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Rachael Sanford 512 Bridge St., #100 Danville, VA 24541	Director (Jan.-Aug.) 1.00	0.	0.	0.
William Henderson 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.



Danville Regional Foundation20-3319727

Chris Eastwood 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Tammy Warren 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Tommy Stump 512 Bridge St., #100 Danville, VA 24541	Director 1.00	0.	0.	0.
Laurie Moran 512 Bridge St., #100 Danville, VA 24541	Director (Jan.-June) 1.00	0.	0.	0.
Paul Erwin 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting (Jan.-May) 1.00	0.	0.	0.
Missy Gould 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting (Jan.-May) 1.00	0.	0.	0.
Lucindy Willis 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting 1.00	0.	0.	0.
Ron Johnson 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting 1.00	0.	0.	0.
Leslie Barksdale 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting (May-Dec.) 1.00	0.	0.	0.
JoAnna Gwynn 512 Bridge St., #100 Danville, VA 24541	Advisory Member-non-voting (May-Dec.) 1.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

<u>707,103.</u>	<u>130,410.</u>	<u>747.</u>
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## **GRANT PROPOSAL GUIDELINES**

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### **Overview**

The region served by Danville Regional Foundation (DRF) has faced many challenges in the last decade - economic, health, educational, and social. Because these challenges are ongoing, DRF is committed to working with organizations that strive to create a healthy and thriving Danville/Pittsylvania County/Caswell County region.

#### **DRF supports regional improvement through funding initiatives:**

Proposed by others (responsive grant making) that show potential for significantly impacting present problems by converting them into opportunities for ultimate success, and developed because of unanticipated opportunities where DRF funds, in cooperation with others, can enable productive advances that might not otherwise be attainable.

DRF will consider requests that reflect its mission, values, and areas of focus. Beyond these previously-stated specifics, funding is given greater consideration when the application demonstrates intersection of three areas: need, opportunity, and potential impact.

At DRF, we don't award grants just to fill a need or to embrace an opportunity. The grants we fund do both.

In addition, they lead to a larger impact that is visible in the community.

Here are four questions to ask as your proposal is prepared to see if your idea meets the need, opportunity and impact criteria:

1. What issue and/or problem are you trying to change?
2. How will you do it?
3. Who will you connect to make this successful? What groups will you work with to make this happen?
4. What does this change look like if you are successful? How will we know it when we see it?

DRF anticipates requests will exceed available funds. Grants will be made based on a competitive process; but, regardless, some very worthy projects will not receive funding. There is always more need than there is money available to grant. Funding decisions will come down to this questions, what difference will it make?

Proposals may be submitted at any time and the review process will begin when they arrive at the DRF Office. Depending on the time of year when a proposal is received, the entire process (inquiry to receipt of funds) may take as little as three months or as much as eight.

**Application Process**

All potential applicants are encouraged to meet with staff prior to a proposal. While this is not required, it will provide applicants with the opportunity to discuss an idea with a program officer and get a better sense of how to move forward.

Discussions with staff are encouraged and welcomed, but action by the DRF Board is required for an organization to receive a grant.

The proposal should include, but not be limited to:

- ✓ Summary – The short version of who, why, what, where, how and how much.
- ✓ Organization – Your organization's history, programs, structure, overall budget, board and key staff, accomplishments, other items that establish credibility.
- ✓ Need and Opportunity To be Addressed – Explain why this proposal is important, its relationship to DRF's priorities, present specifics about the basic issues, explain the consequences of inaction, note participation in or lack thereof with regional organizations presently working on this area, make sure the proposal specifically focuses on the community, region, or target populations' needs.
- ✓ Use of Resources – Provide a work plan, outline specific activities, explain the target audience and how members will be served, explain worker qualifications and projected employees, and include a specific time line.
- ✓ Impact of This Effort – Discuss the difference the project will make and to whom, explain how DRF funding will change the conditions that caused the need/problem, discuss the evaluation or assessment strategies and the person or organization responsible for the evaluation.
- ✓ Other funding – Include information about other funders and public support, explain where the project fits into your organization's priorities, and discuss the plan for the project's sustainability after DRF funding ends.
- ✓ Budget – Explain how the money will be spent, provide a budget that projects expenses and income including key costs critical to this effort (such as personnel, rent, supplies, transportation, non-staff consultants), show these projections for the life of the request and at least one year beyond.
- ✓ Negative Information – If your organization is in the middle of a lawsuit, has a funder who is about to drop the organization, has high staff turnover, etc., it is always better to tell DRF rather than have the Board learn it from other sources. Grant application and funding is about trust.
- ✓ Organization and Board of Directors listing – Include in this information if any staff or board members have attended the Duke Nonprofit Management Program offered through DRF. While not required, we will look to see if organizational capacity has increased.

The proposal may be submitted online using the Grant Application form or the information may be typed and submitted by mail, fax, email, or hand-delivery. The same information is required regardless of the way it is submitted.

If DRF awards a grant, the recipient organization is required to collect, benchmark and measure data related to the project.

**Capital Projects**

Early in its history, DRF completely funded several capital projects as part of a settlement with the Internal Revenue Service (IRS). DRF may continue to fund capital projects, but only when the projects meet certain criteria. Capital projects, such as building construction, debt reduction, and endowment, may be partially funded if they are explicitly tied to one or more DRF outcomes, benefit a significant portion of the region, demonstrate broad-based support, have a significant multiplier effect, significantly increase the core capacity of an organization, or have an extraordinary impact in the region. In the unusual circumstance when DRF does choose to fund a capital project, funding would normally be limited to 40% or less of the project's estimated cost.

**Funding Requirements**

When considering funding requests, DRF will use the following criteria to measure proposals:

1. Programs operating or benefiting primarily those who live in Danville and Pittsylvania County in Virginia and Caswell County in North Carolina.
2. Organizations that have 501(c)(3) nonprofit charitable or government status; however, requests that substitute or supplant funding that is the legitimate responsibility of the government will not be.
3. PLEASE NOTE: Specific, focused requests; such as dinners, benefits, and other fundraisers are excluded.

**Other Information**

If an application is declines, DRF will give the most specific reason possible.

DRF provides support and limited guidelines to the Community Foundation of the Dan River Region (CRDRR) regarding what is funded from the Danville Regional Foundation Fund; however, CRDRR makes independent decisions about funding. Some applicants feel that DRF should be assisting them in fundraising or at least making referrals. Where easy, it makes sense to do this, but DRF does not have the staff to do research for applicants, especially with organizations with whom we do not share mission or strategy.

On occasion DRF may consider requests to supplement government funds when major benefits to the region and DRF's mission are apparent; however, requests from units of government that have their own capacity to raise funds, or requests that are intended to reduce the funding responsibilities of taxing authorities will be declined.

Grants will not be made to faith-based institutions for religious purposes. Extraordinary circumstances would be needed in order to fund grants to fire department, rescue squads, and public safety organizations. Projects would need to produce one or more of the Foundation's four outcomes and have a significant multiplier effect upon a substantial portion of DRF's region. Individuals, regardless of their situation, do not qualify as eligible grant recipients.

Grants Paid

Grantee's Name	Grantee's Address	Relationship to Danville Regional Foundation	Foundation Status of Recipient	Purpose of Grant	Amount
Averett University	420 West Main Street Danville, VA 24541	None	PC - 501(c)(3)	Center for Community Engagement and Career Competitiveness	\$ 380,988
Big Brothers Big Sisters of Danville Area	308 Craghead Street, Ste 104 Danville, VA 24541	None	PC - 501(c)(3)	Capacity grant	21,340
Boys and Girls Club of the Danville Area	123 Foster Street Danville, VA 24541	None	PC - 501(c)(3)	Steel drum orchestra	15,000
Boys and Girls Club of the Danville Area	123 Foster Street Danville, VA 24541	None	PC - 501(c)(3)	Capacity grant	24,145
Cardinal Village Tenants Assoc.	651 Cardinal Place Danville, VA 24541	None	PC - 501(c)(3)	Mural project	11,005
Caswell County, NC	P. O. Box 98 144 Court Square Yanceyville, NC 27379	None	PC - Political Subdivision of the State of NC	Caswell County public library expansion	455,000
Caswell County, NC	P. O. Box 98 144 Court Square Yanceyville, NC 27379	None	PC - Political Subdivision of the State of NC	Piedmont progressive farmers strategic plan	24,620
Caswell County Historical Association	PO Box 278 Yanceyville, NC 27379	None	PC - 501(c)(3)	Yanceyville Winter Light Festival	25,000
Caswell County Schools	353 County Home Road Yanceyville, NC 27379	None	PC - Political Subdivision of the State of NC	STEM labs	117,200
Caswell County Schools	353 County Home Road Yanceyville, NC 27379	None	PC - Political Subdivision of the State of NC	1:1 Caswell Flow program	728,410
Caswell County Partnership for Children	1084 NC Hwy 86 N Yanceyville, NC 27379	None	PC - 501(c)(3)	Capacity grant	24,767
Caswell Family Medical Center	439 U.S. Hwy 158 West P.O. Box 1448 Yanceyville, NC 27379-1448	None	PC - 501(c)(3)	Asbhy Award	50,000
Caswell Family Medical Center	439 U.S. Hwy 158 West P.O. Box 1448 Yanceyville, NC 27379-1448	None	PC - 501(c)(3)	Capacity grant	22,000

**Grants Paid**

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Relationship to Danville Regional Foundation</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
City of Danville, VA	PO Box 3300 Danville, VA 24543	None	PC - Political Subdivision of the Commonwealth of VA	Westmoreland Park planning and improvements	25,000
City of Danville, VA	PO Box 3300 Danville, VA 24543	None	PC - Political Subdivision of the Commonwealth of VA	Riverfront park site visits	25,000
City of Danville, VA	PO Box 3300 Danville, VA 24543	None	PC - Political Subdivision of the Commonwealth of VA	Danville Art Trail matching grant	8,334
City of Danville, VA	PO Box 3300 Danville, VA 24543	None	PC - Political Subdivision of the Commonwealth of VA	Danville Neighborhood Development Corp. trip to Youngstown	7,519
Community Foundation of the Dan River Region	541 Loyal Street Danville, VA 24541	None	PC - 501(c)(3)	Community grants	250,000
Dan River Basin Association	413 Church Street, Suite 401 Eden, NC 27288	None	PC - 501(c)(3)	Capacity grant	23,430
Danville Church-Based Tutorial Program, Inc.	498 Arnett Blvd. Danville, VA 24540	None	PC - 501(c)(3)	Bikes for Life program	24,900
Danville Church Based Tutorial Program, Inc.	498 Arnett Blvd. Danville, VA 24540	None	PC - 501(c)(3)	Capacity grant	25,000
Danville Community College Educational Foundation	1008 South Main Street Danville, VA 24541	None	PC - 501(c)(3)	Welding & Precision Machining Technology Program Expansion	1,855,967
Danville Community College Educational Foundation	1008 South Main Street Danville, VA 24541	None	PC - 501(c)(3)	Automatics/robotics plan	25,000
Danville Concert Association	P.O. Box 11284 Danville, VA 24543	None	PC - 501(c)(3)	Artist in resident program	7,000
Danville Historical Society	PO Box 6 Danville, VA 24543	None	PC - 501(c)(3)	History hub	17,100
Danville Pittsylvania Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Executive Director Search	25,000
Danville Pittsylvania Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Chamber tourism matching grant	25,000
Danville Pittsylvania Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Entrepreneur Ecosystem	25,000

Grants Paid

Grantee's Name	Grantee's Address	Relationship to Danville Regional Foundation	Foundation Status of Recipient	Purpose of Grant	Amount
Danville Pittsylvania Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Teacher Creativity Grant	150,000
Danville Pittsylvania County Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Entrepreneur Summit	5,000
Danville Science Center Inc.	677 Craghead Street Danville, VA 24541	None	SO III NFI	Capacity grant	58,190
Dan River Business Development Center; Secondary Grantee: Tyton Biosciences LLC	300 Ringgold Industrial Parkway Danville, VA 24540	None	NC - Secondary grantee is a for profit entity; Expenditure Responsibility Award	Economic Development - Tyton Biosciences	1,000,000
Danville Redevelopment and Housing Authority	P.O. Box 1476 Danville, VA 24543-1476	None	PC - Political Subdivision of the Commonwealth of VA	Youth agriculture entrepreneurship program	25,000
Dan River Nonprofit Network	308 Craghead Street	None	PC - 501(c)(3)	Capacity grant	22,550
Danville Community College Educational Foundation, Inc.	1008 South Main Street Danville, VA 24541	None	PC - 501(c)(3)	Art space planning effort	42,800
Danville Community College Educational Foundation, Inc.	1008 South Main Street Danville, VA 24541	None	PC - 501(c)(3)	"See the Possible" trip to Ohio	3,189
Downtown Danville Association	PO Box 853 Danville, VA 24543	None	PC - 501(c)(3)	Implement strategic plan	100,000
Episcopal Church of the Epiphany	115 Jefferson Avenue, Danville, VA 24541	None	PC - Church	Renovate Ballou Park nature trail	1,800
God's Storehouse, Inc.	750 Memorial Drive Danville, VA 24541	None	PC - 501(c)(3)	Capacity grant	24,225
Grace and Main Fellowship	228 Broad Street Danville, VA 24541	None	PC - Church	Expand organization's technology capacity	4,868
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Funding for Capstone program	82,021
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Community health worker planning	1,373,386
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Dan River Region Collaborative	297,665
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Continuation of DR Year Americorps program	161,860

**Grants Paid**

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Relationship to Danville Regional Foundation</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Institute for Public Health Innovation	1301 Connecticut Avenue, Suite 200 Washington, DC 20036	None	PC - 501(c)(3)	Health Collaborative project manager position	47,333
Pittsylvania County	P. O. Box 426 Chatham, VA 24531	None	PC - Political Subdivision of the Commonwealth of VA	Ringgold Trail	25,000
Pittsylvania County Schools	P. O. Box 232 39 Bank Street S.E. Chatham, VA 24531	None	PC - Political Subdivision of the Commonwealth of VA	Southside outdoor learning center	25,000
Pittsylvania County Community Action	P.O. Box 1119 Chatham, VA 24531	None	PC - 501(c)(3)	Strategic plan for recovery refuge peer support center	25,000
Pittsylvania Public Library Foundation	P.O. Box 814 Chatham, VA 24531	None	PC - 501(c)(3)	Pittsylvania County library expansion	97,000
Right Touch Christian Church	513 Worsham Street Danville, VA 24540	None	PC - Church	Right Touch community garden	20,000
River District Association	PO Box 853 Danville, VA 24543	None	PC - 501(c)(3)	River District on Ice	25,000
River District Association	PO Box 853 Danville, VA 24543	None	PC - 501(c)(3)	Capacity grant	19,580
River District Festival Inc. (Danville Area Assoc. for the Arts & Humanities)	PO Box 498 Danville, VA 24543	None	PC - 501(c)(3)	Support annual festival	50,000
Smart Beginnings of Danville & Pittsylvania County	133 Robertson Avenue Danville, VA 24541	None	PC - 501(c)(3)	Continue & expand regional effort to improve educational outcomes	574,290
The Launch Place (fka, Southside Business Tech. Center)	300 Ringgold Industrial Pkwy, Suite 102 Danville, VA 24540	None	PC - 501(c)(3)	Increase entrepreneurs & living wage job opportunities	1,524,000
United Way of Danville and Pittsylvania County	308 Craghead Street, Suite 104 Danville, VA 24541	None	PC - 501(c)(3)	Dan River nonprofit network implementation	99,630
United Way of Danville and Pittsylvania County	308 Craghead Street, Suite 104 Danville, VA 24541	None	PC - 501(c)(3)	Capacity grant	23,650



**Danville Regional Foundation****EIN: 20-3319727****2017 Federal Form 990-PF****Statement 19****Grants Paid**

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Relationship to Danville Regional Foundation</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
University of Virginia	1001 N. Emmet St., Charlottesville, VA 22904	None	PC - Political Subdivision of the Commonwealth of VA	History United	234,149
<b>Total Grants Paid</b>					<b><u>\$10,410,911</u></b>

**Grants approved for future payment**

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Relationship to Danville Regional Foundation</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Averett University	420 West Main Street Danville, VA 24541	None	PC - 501(c)(3)	Center for community engagement and career competitiveness	\$536,012
Caswell County Schools	353 County Home Road Yanceyville, NC 27379	None	PC - Political Subdivision of the State of NC	1:1 Caswell Flow program	50,000
City of Danville	PO Box 3300 Danville, VA 24543	None	PC - Political Subdivision of the Commonwealth of VA	Financial planning grant	25,000
Community Foundation of the Dan River Region	541 Loyal Street Danville, VA 24541	None	PC - 501(c)(3)	Re-granting	500,000
Danville/Pittsylvania County Chamber Foundation	P. O. Box 99 Blairs, VA 24527	None	PC - 501(c)(3)	Capacity grant	25,000
Danville Public Schools	341 Main Street, Suite 100 Danville, VA 24541	None	PC - Political Subdivision of the Commonwealth of VA	DPS career and plan	25,000
Downtown Danville Association	P.O. Box 853 Danville, VA 24543	None	PC - 501(c)(3)	Implement strategic plan	75,000
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Community health worker project	1,357,152
Institute for Advanced Learning and Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Funding for Capstone program	500,000

**Grants approved for future payment**

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Relationship to Danville Regional Foundation</b>	<b>Foundation Status of Recipient</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Institute for Advanced Learning & Research	150 Slayton Avenue Danville, VA 24540	None	PC - Political Subdivision of the Commonwealth of VA	Dan River Region Collaborative	596,230
Institute for Public Health Innovation	111 Hutcheson Hall 250 Drillfield Drive Blacksburg, VA 24061	None	PC - 501(c)(3)	Project manager - the health collaborative	47,333
Middle Border Forward	326 Main Street #102 Danville, VA 24541	None	PC - 501(c)(3)	General support	1,157,333
Pittsylvania County Community Action	P.O. Box 1119 Chatham, VA 24531	None	PC - 501(c)(3)	Ashby award	50,000
Smart Beginnings of Danville & Pittsylvania County	133 Robertson Avenue Danville, VA 24541	None	PC - 501(c)(3)	Continue and expand regional effort to improve educational outcomes	1,687,810
The Launch Place (Southside Business Technology Center)	300 Ringgold Industrial Pkwy, Suite 102 Danville, VA 24540	None	PC - 501(c)(3)	Increase entrepreneurs and living wage job opportunities	1,918,000
United Way of Danville-Pittsylvania County	308 Craghead Street, Suite 104 Danville, VA 24541	None	PC - 501(c)(3)	Dan River nonprofit network implementation	398,391
University of Virginia	1001 N. Emmet St., Charlottesville, VA 22904	None	PC - Political Subdivision of the Commonwealth of VA	History united	239,457
<b>Total Grants Approved for Future Payment</b>					<b><u>\$9,187,718</u></b>

**Danville Regional Foundation**  
**EIN: 20-3319727**  
**2017 Federal Form 990-PF**

**Statement 21**

**Expenditure Responsibility Grant Disclosure:**

Name and address of the grantee:

Dan River Business Development Center ("DRBDC")  
300 Ringgold Industrial Parkway  
Danville, VA 24540  
EIN: 54-1944252 – Tax exempt under IRC 501(c)(3)

Secondary grantee:

The grant to DRBDC is earmarked by Danville Regional Foundation to provide funding to the following for-profit company:

Tyton Biosciences LLC  
300 Ringgold Industrial Parkway  
Danville, VA 24541

Date and amount of grant:

\$1,500,000 grant approved August 23, 2016. \$500,000 paid in 2016; \$1,000,000 paid in 2017

Purpose of the grant:

Economic development grant – to support the completion of key milestones needed to commercialize re-purposed non-smoking tobacco for making biofuels and other products, which will lead to increased economic diversification of farmers in the region and increase the number of living wage jobs in the region.

Amount spent by the grantee (based upon the most recent report received from the grantee):

\$1,500,000

Whether the grantee has diverted any portion of the funds from the purpose of the grant:

No funds were diverted by the grantee from the purpose of the grant, to the knowledge of Danville Regional Foundation.

Dates of all reports received from the grantee:

January 7, 2017 – progress report  
May 9, 2017 – progress report  
September 26, 2018 – final report

Date and results of any verification of the grantee's reports undertaken by or at the direction of the grantor:

Not applicable

# Application for Automatic Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

## Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	<b>Danville Regional Foundation</b>	Employer identification number (EIN) or <b>20-3319727</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>512 Bridge Street, No. 100</b>	Social security number (SSN)
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Danville, VA 24541</b>	

Enter the Return Code for the return that this application is for (file a separate application for each return)		<b>0</b>	<b>4</b>
Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Gary Waldman, CFO & Treasurer**

• The books are in the care of ► **512 Bridge Street, Suite 100 - Danville, VA 24541**

Telephone No. ► **434-799-2176**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐ **0**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **0000**. If this is for the whole group, check this box ☐ **0**. If it is for part of the group, check this box ☐ **0** and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **November 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year **2017** or

► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>212,000.</b>
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>230,863.</b>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	<b>0.</b>

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.