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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation
DULANEY FA AND JF CHAR

A Employer identification number
54-6487683

Number and street (or P O box number if mail is not delivered to street address) PO BOX 2907 - TRUST TAX DEPT
Room/suite

B Telephone number (see instructions)
(540) 665-4345

City or town, state or province, country, and ZIP or foreign postal code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), *line 16*) ▶$ 3,900,307

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,356	4,356		
	4	Dividends and interest from securities	69,035	69,035		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	70,086			
	b	Gross sales price for all assets on line 6a 1,463,333				
	7	Capital gain net income (from Part IV, line 2)		70,086		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	143,477	143,477		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	46,626	46,626		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	9,128	1,365		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	28	28		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,782	48,019	0	0
	25	Contributions, gifts, grants paid	200,000			200,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	255,782	48,019	0	200,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-112,305			
	b	**Net investment income** (if negative, enter -0-)		95,458		
	c	**Adjusted net income** (if negative, enter -0-)			0	

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	232,343	127,749	127,749
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,607,082	1,553,138	1,747,074
c	Investments—corporate bonds (attach schedule)	1,877,523	1,928,746	1,908,188
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	123,481	117,296	117,296
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,840,429	3,726,929	3,900,307
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	3,840,429	3,726,929	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	3,840,429	3,726,929	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,840,429	3,726,929	

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	3,840,429
2	Enter amount from Part I, line 27a	2	-112,305
3	Other increases not included in line 2 (itemize) ▶	3	75
4	Add lines 1, 2, and 3	4	3,728,199
5	Decreases not included in line 2 (itemize) ▶	5	1,270
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,726,929

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING AND TRUST Telephone no ▶(540) 665-4345

Located at ▶115 N CAMERON ST WINCHESTER VA ZIP+4 ▶22601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ 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)?	☐ Yes ☑ 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).	☐ Yes ☑ 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		
	Organizations relying on a current notice regarding disaster assistance check here. ▶	☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment during the year? ☐ Yes ☑ No			

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

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

(a) Name and address	**(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
BRANCH BANKING AND TRUST COMPANY 115 N CAMERON ST WINCHESTER, VA 22601	TRUSTEE 12	46,626		

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

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

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

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	**(b)** 2017	**(c)** 2016	**(d)** 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 75 HD SUPPLY HOLDINGS INC COMMON COMMOM		2014-12-18	2018-03-01
1 50000 MCDONALD'S CORP DTD 02/29/2008 5 35% 03/		2012-09-07	2018-03-01
100000 COCA COLA CO 1 650% 03/14/18		2013-09-11	2018-03-14
100000 MEDTRONIC INC MEDTRONIC INC DTD 03/26/2013 1 375% 04/01/2018		2014-07-15	2018-04-01
107 AES CORP		2017-03-02	2018-05-07
31 AETNA INC NEW		2017-03-02	2018-05-07
114 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR		2017-03-02	2018-05-07
225 BAXTER INTERNATIONAL INCORPORATED		2017-03-02	2018-05-07
19 BAXTER INTERNATIONAL INCORPORATED		2017-05-25	2018-05-07
32 BRISTOL MYERS SQUIBB COMPANY		2017-03-02	2018-05-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,649		2,120	529
50,000		52,195	-2,195
100,000		100,000	
100,000		100,000	
1,313		1,239	74
5,323		4,025	1,298
913		770	143
15,830		11,471	4,359
1,337		1,114	223
1,643		1,834	-191

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			529
			-2,195
			74
			1,298
			143
			4,359
			223
			-191

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
109 CBS CORP NEW CL B			2018-05-07
1 48 CELGENE CORP		2016-05-20	2018-05-07
43 CROWN CASTLE INTL CORP COMMON		2016-12-05	2018-05-07
54 DARLING INTERNATIONAL INC		2016-10-06	2018-05-07
15 ELECTRONIC ARTS INC COMMON		2016-05-20	2018-05-07
11 FACEBOOK INC CL A		2015-11-25	2018-05-07
70 FIRST REPUBLIC BANK COMMON		2017-03-02	2018-05-07
118 HANESBRANDS INC		2015-06-24	2018-05-07
11 HUMANA, INC		2016-12-05	2018-05-07
65 IDEX CORP		2016-12-05	2018-05-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,694		6,121	-427
4,059		4,868	-809
4,396		3,558	838
917		738	179
1,858		1,095	763
1,954		1,163	791
6,706		6,733	-27
1,981		4,059	-2,078
3,118		2,284	834
8,856		6,192	2,664

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-427
			-809
			838
			179
			763
			791
			-27
			-2,078
			834
			2,664

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
11 INCYTE PHARMACEUTICALS INC COM		2016-12-05	2018-05-07
1 12 J P MORGAN CHASE & CO		2017-03-02	2018-05-07
19 MOLSON COORS BREWING CO CL B		2016-05-20	2018-05-07
13 MURPHY USA INC COMMON		2016-12-05	2018-05-07
73 NEWELL RUBBERMAID INC		2016-05-20	2018-05-07
599 OGE ENERGY CORP COMMON			2018-05-07
17 PAYPAL HOLDINGS INC		2017-03-02	2018-05-07
25 PEPSICO INCORPORATED		2008-11-25	2018-05-07
72 POLARIS INDUSTRIES INC			2018-05-07
38 T-MOBILE US INC COMMON		2017-03-02	2018-05-07

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
688		1,152	-464
1,310		1,112	198
1,129		1,833	-704
856		900	-44
2,009		3,439	-1,430
20,564		19,232	1,332
1,268		726	542
2,455		1,336	1,119
7,922		7,960	-38
2,146		2,385	-239

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-464
			198
			-704
			-44
			-1,430
			1,332
			542
			1,119
			-38
			-239

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

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	33 THOR INDUSTRIES INC		2015-03-25	2018-05-07
1	23 TIME WARNER INC		2016-12-05	2018-05-07
	22 THE TIMKEN COMPANY COMMON		2014-09-23	2018-05-07
	16 TRINITY INDS INC		2016-12-05	2018-05-07
	37 WESTERN DIGITAL CORP COM		2017-03-02	2018-05-07
	28 WESTROCK CO COMMON		2015-03-25	2018-05-07
	12 DELPHI TECHNOLOGIES PLC		2015-11-25	2018-05-07
	268 866 HARBOR INTERNATIONAL-RET		2014-09-11	2018-05-08
	1500 HARDING LOEVNER INTERNATIONAL EQUITY INS		2017-04-17	2018-05-08
	1476 608 LAZARD EMERGING MARKETS FD INSTL CL			2018-05-08

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,591		2,089	1,502
2,129		2,150	-21
1,036		971	65
524		449	75
2,908		2,845	63
1,679		1,703	-24
563		535	28
18,337		19,196	-859
35,010		29,580	5,430
28,395		17,471	10,924

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,502
			-21
			65
			75
			63
			-24
			28
			-859
			5,430
			10,924

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

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	810 058 OPPENHEIMER DEVELOPING MKT			2018-05-08
1	2579 032 STERLING CAPITAL SPECIAL OPPORTUNITIES FUND INST CL FUND # 32		2016-12-06	2018-05-08
	1053 HANESBRANDS INC			2018-05-31
	248 NVENT ELECTRIC PLC COMMON			2018-05-31
	248 PENTAIR PLC COMMON			2018-05-31
	50000 ROYAL BANK OF CANADA DTD 07/30/2015 1 8%		2016-03-17	2018-07-30
	14 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR		2017-03-02	2018-08-01
	4 BLACKROCK INC		2018-05-07	2018-08-01
	11 CATERPILLAR INCORPORATED		2018-05-07	2018-08-01
	20 CELGENE CORP		2016-05-20	2018-08-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
35,108		28,119	6,989
64,734		59,008	5,726
19,196		22,870	-3,674
6,700		5,110	1,590
10,834		10,081	753
50,000		50,000	
100		95	5
1,912		2,095	-183
1,521		1,646	-125
1,806		2,028	-222

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,989
			5,726
			-3,674
			1,590
			753
			5
			-183
			-125
			-222

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 CHARTER COMMUNICATIONS INC-A COMMON		2018-05-07	2018-08-01
1 238 COMCAST CORP NEW CL A		2011-08-19	2018-08-01
19 ELECTRONIC ARTS INC COMMON		2016-05-20	2018-08-01
25 EXACT SCIENCES CORP		2018-05-07	2018-08-01
4 FEDEX CORPORATION		2018-05-07	2018-08-01
16 IDEX CORP		2016-12-05	2018-08-01
5 LAM RESH CORP		2018-05-07	2018-08-01
49 MITSUBISHI UJF FINANCIAL GROUP INC		2017-03-02	2018-08-01
13 MONDELEZ INTERNATIONAL INC CL A		2017-03-02	2018-08-01
36 MURPHY USA INC COMMON		2016-12-05	2018-08-01

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
604		557	47
8,420		2,386	6,034
2,428		1,388	1,040
1,459		1,269	190
964		970	-6
2,442		1,524	918
933		967	-34
306		329	-23
557		570	-13
2,837		2,492	345

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			47
			6,034
			1,040
			190
			-6
			918
			-34
			-23
			-13
			345

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
37 POLARIS INDUSTRIES INC		2016-12-05	2018-08-01
1 27 SERVICENOW INC COMMON		2016-10-06	2018-08-01
58 TRINITY INDS INC		2016-12-05	2018-08-01
9 VMWARE INC CLASS A COMMON		2018-05-07	2018-08-01
13 WAL MART STORES INCORPORATED		2018-05-07	2018-08-01
263 AGCO CORPORATION COMMON		2014-12-18	2018-08-03
27 ADOBE SYS INC		2017-03-02	2018-08-03
10 AUTODESK, INC COMMON		2017-03-02	2018-08-03
37 BANK OF AMER CORP COMMON		2017-03-02	2018-08-03
399 CLEAN HARBORS INC COMMON			2018-08-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,882		3,282	600
4,810		2,107	2,703
2,207		1,628	579
1,301		1,222	79
1,146		1,111	35
16,314		11,704	4,610
6,790		3,233	3,557
1,307		876	431
1,158		939	219
24,715		20,805	3,910

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			600
			2,703
			579
			79
			35
			4,610
			3,557
			431
			219
			3,910

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
29 COGNIZANT TECHNOLOGY SOLUTIONS CORP			2018-08-03
1 165 DOWDUPONT INC COMMON			2018-08-03
122 99 HARBOR INTERNATIONAL-RET		2014-09-11	2018-08-03
3381 22 HARDING LOEVNER INTERNATIONAL EQUITY INS			2018-08-03
1028 KNOWLES CORP COMMON			2018-08-03
30 PHILIP MORRIS INTERNATIONAL			2018-08-03
27 PHILLIPS 66		2017-03-02	2018-08-03
155 POLARIS INDUSTRIES INC			2018-08-03
447 THE TIMKEN COMPANY COMMON			2018-08-03
78 WESTERN UNION COMPANY			2018-08-03

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,219		1,900	319
10,976		10,440	536
8,233		8,781	-548
78,343		70,135	8,208
18,112		15,663	2,449
2,615		2,481	134
3,265		2,125	1,140
16,906		12,556	4,350
20,762		17,251	3,511
1,504		1,555	-51

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			319
			536
			-548
			8,208
			2,449
			134
			1,140
			4,350
			3,511
			-51

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1086 WESTERN UNION COMPANY			2018-08-03
1 222 WESTROCK CO COMMON			2018-08-03
20 APTIV PLC APTIV PLC		2015-11-25	2018-08-03
2043 85 GOLDMAN SACHS GROWTH OPPORTUNITY FD		2018-08-03	2018-09-14
2894 561 HARBOR INTERNATIONAL-RET			2018-09-14
8 GARRETT MOTION INC COMMON		2017-04-17	2018-10-12
100000 US BANCORP DTD 11/07/2013 1 95% 11/15/20		2015-09-02	2018-10-15
8 GARRETT MOTION INC COMMON			2018-10-17
667 RESIDEO TECHNOLOGIES INC COMMON		2017-04-17	2018-10-31
493 AES CORP		2017-03-02	2018-11-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20,946		19,423	1,523
12,417		11,953	464
1,956		1,460	496
57,269		55,000	2,269
183,110		201,907	-18,797
13		10	3
100,000		100,000	
120		96	24
16		15	1
7,427		5,706	1,721

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,523
			464
			496
			2,269
			-18,797
			3
			24
			1
			1,721

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
70 APPLIED MATERIALS		2008-11-19	2018-11-20
1 104 APPLIED MATERIALS			2018-11-20
170 ARCHER DANIELS MIDLAND COMPANY		2017-03-02	2018-11-20
42 AUTODESK, INC COMMON			2018-11-20
11 BOEING COMPANY			2018-11-20
25 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2017-03-02	2018-11-20
25 DOWDUPONT INC COMMON		2018-05-07	2018-11-20
8 DOWDUPONT INC COMMON		2017-05-25	2018-11-20
130 EQT CORP		2017-03-02	2018-11-20
104 EQUITRANS MIDSTREAM CORP COMMON		2017-03-02	2018-11-20

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,462		621	1,841
3,658		5,250	-1,592
7,850		7,767	83
5,170		3,614	1,556
3,449		3,868	-419
1,702		1,504	198
1,405		1,623	-218
450		492	-42
2,194		4,181	-1,987
2,060		3,765	-1,705

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,841
			-1,592
			83
			1,556
			-419
			198
			-218
			-42
			-1,987
			-1,705

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

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
	100000 GENERAL ELECTRIC CO DTD 08/07/2009 6% 08		2013-03-05	2018-11-20
1	353 418 HARDING LOEVNER INTERNATIONAL EQUITY INS		2017-04-17	2018-11-20
	5 HOME DEPOT INCORPORATED		2017-03-02	2018-11-20
	18 HOME DEPOT INCORPORATED		2018-05-07	2018-11-20
	206 MICRON TECHNOLOGY INCORPORATED COMMON			2018-11-20
	16 PHILIP MORRIS INTERNATIONAL		2012-02-22	2018-11-20
	26 RED HAT INC		2017-03-02	2018-11-20
	10 RED HAT INC		2018-05-07	2018-11-20
	14 RESIDEO TECHNOLOGIES INC COMMON			2018-11-20
	31 SBA COMMUNICATIONS CORP COMMON		2018-05-07	2018-11-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
100,442		105,282	-4,840
7,090		6,969	121
851		740	111
3,063		3,300	-237
7,376		5,309	2,067
1,408		1,318	90
4,508		2,142	2,366
1,734		1,683	51
268		280	-12
5,317		4,878	439

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

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(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,840
			121
			111
			-237
			2,067
			90
			2,366
			51
			-12
			439

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
12 SALESFORCE COM INC INC COMMON		2018-05-07	2018-11-20
1 30 STANLEY BLACK & DECKER INC		2017-11-01	2018-11-20
12 UNION PACIFIC CORP		2018-08-01	2018-11-20
17 UNION PACIFIC CORP		2016-12-05	2018-11-20
6 UNITED RENTALS INC		2018-05-07	2018-11-20
332 276 VANGUARD DEVELOPED MKTS INDEX -127		2018-09-14	2018-11-20
13 ZIMMER HOLDINGS INC		2018-05-07	2018-11-20
48 MARVELL TECHNOLOGY GROUP LTDORD		2018-08-01	2018-11-20
39 NORWEGIAN CRUISE LINE HLDGS LT LTD COMMO		2018-05-07	2018-11-20
10 CHUBB LTD		2017-05-25	2018-11-20

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,439		1,524	-85
3,751		4,848	-1,097
1,718		1,780	-62
2,433		1,751	682
657		960	-303
4,143		4,552	-409
1,450		1,520	-70
721		1,020	-299
1,893		1,963	-70
1,331		1,419	-88

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-85
			-1,097
			-62
			682
			-303
			-409
			-70
			-299
			-70
			-88

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
26 LENNAR CORPORATION COMMON		2017-05-25	2018-11-30
1 CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,109		1,337	-228
			5,904

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-228

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CONGREGATIONAL COMMUNITY ACTION PROGRAM OF WINCHESTER PO BOX 2112 WINCHESTER, VA 22604	NONE	EXEMPT	CHARITABLE	40,000
BLUE RIDGE AREA FOOD BANK ATTN MICHAEL MCKEE CEO VERONA, VA 24482	NONE	EXEMPT	CHARITABLE	40,000
1ST BAPTIST CHURCH OF WINCHESTER ATTN JOHN D BEAVERS TREASURER 205 WEST PICCADILLY ST WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	40,000
Total . . . . ▶ **3a**				200,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
FREE MEDICAL CLINIC OF WINC 301 N CAMERON ST - SUITE 100 WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	40,000
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY 115 WOLFE STREET WINCHESTER, VA 22601	NONE	EXEMPT	CHARITABLE	40,000
Total . . . . ▶ **3a**				200,000

TY 2018 Other Decreases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
ACCRUED INTEREST	1,169
WASH SALE ADJUSTMENT	85
RETURN OF CAPITAL	16

TY 2018 Other Increases Schedule

Name: DULANEY FA AND JF CHAR

EIN: 54-6487683

Description	Amount
DIFFERENCE IN MUTUAL FUNDS RECEIVED/REPORTED	75