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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2018

Department of the Treasury  
Internal Revenue Service

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

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Open to Public Inspection

For calendar year 2018 or tax year beginning MAY 1, 2018, and ending APR 30, 2019

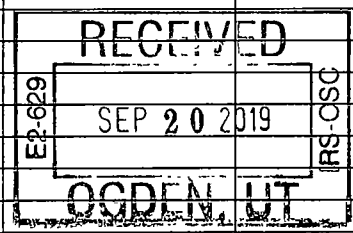
Name of foundation: CARUTHERS FOUNDATION, INC.
A Employer identification number: 51-0248560
B Telephone number: 703-524-8811
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation
J Accounting method: Cash
Fair market value of all assets at end of year: \$685,726

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total 61,247), Operating and Administrative Expenses (Total 67,982), and Net Investment Income (23,265).

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	48,301.	13,322.	13,322.
	2 Savings and temporary cash investments	22,656.	11,389.	11,389.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 7</b>	75,708.	56,936.	79,184.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 8</b>	501,292.	559,506.	581,831.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	647,957.	641,153.	685,726.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	647,957.	641,153.		
30 <b>Total net assets or fund balances</b>	647,957.	641,153.		
31 <b>Total liabilities and net assets/fund balances</b>	647,957.	641,153.		

**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	647,957.
2 Enter amount from Part I, line 27a	2	<6,735.>
3 Other increases not included in line 2 (itemize) ▶ <b>FEDERAL REFUND</b>	3	144.
4 Add lines 1, 2, and 3	4	641,366.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 6</b>	5	213.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	641,153.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

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

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

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and business holdings.

**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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>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	N/A	5b	
<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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A		
<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? If "Yes" to 6b, file Form 8870.		6b	X
<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	7b	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

**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 9		0.	0.	0.

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

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

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

**Part 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 2018, 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		Prior 3 years		(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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:  
**JUSTIN MILLER, 703-524-8811, JUSTIN@CARUTHERSPROP.COM**

**4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203**

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

c Any submission deadlines:  
**APRIL 30**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NO**

**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>				
DOORWAYS FOR WOMEN AND FAMILIES 4600 FAIRFAX DRIVE ARLINGTON, VA 22203		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	25,000.
EMERGING SCHOLARS 2009 14TH ST N ARLINGTON, VA 22201		PUBLIC	EDUCATION/SCHOLARSHIPS	10,000.
PHOENIX HOUSE MID-ATLANTIC 200 N GLEBE ROAD ARLINGTON, VA 22203		PUBLIC	DRUG REHABILITATION	5,000.
CULPEPPER GARDEN 4435 N PERSHING DRIVE ARLINGTON, VA 22203		PUBLIC	LOW INCOME SENIOR HOUSING	5,000.
ARLINGTON COMMUNITY FOUNDATION 818 N. QUINCY STREET ARLINGTON, VA 22203		PUBLIC	EDUCATION/SCHOLARSHIPS	10,000.
<b>Total</b>				<b>55,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	234.	234.	
TOTAL TO PART I, LINE 3	234.	234.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	17,083.	1,510.	15,573.	15,573.	
TO PART I, LINE 4	17,083.	1,510.	15,573.	15,573.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA LITIGATION SETTLEMENT		22.	22.
TOTAL TO FORM 990-PF, PART I, LINE 11		22.	22.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	4,925.	4,925.		0.
TO FORM 990-PF, PG 1, LN 16B	4,925.	4,925.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BB&T WEALTH INVESTMENT FEES	8,030.	8,030.			0.
BB&T WEALTH ADR FEES	2.	2.			0.
STATE CORPORATE COMMISSION	25.	25.			0.
<b>TO FORM 990-PF, PG 1, LN 23</b>	<b>8,057.</b>	<b>8,057.</b>			<b>0.</b>

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
FOREIGN TAXES WITHHELD		36.	
FEDERAL TAX DUE 2017		177.	
<b>TOTAL TO FORM 990-PF, PART III, LINE 5</b>		<b>213.</b>	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
11 SH PEPSICO INC	793.	1,409.	
19 SH ABBOTT LABORATORIES	647.	1,512.	
25 SH PFIZER INC	547.	1,015.	
24 SH QUALCOMM INC	1,335.	2,067.	
7 SH NOVARTIS A G ADR	484.	576.	
1 SH ALPHABET INC CL C	533.	1,188.	
17 SH MAXIM INTEGRATED PRODUCTS INC	571.	1,020.	
19 SH MICROSOFT CORP	729.	2,481.	
16 SH VISA INC	927.	2,631.	
4 SH AMERICAN EXPRESS CO	339.	469.	
29 SH WELLS FARGO & CO	1,528.	1,404.	
5 SH ANTHEM INC	910.	1,315.	
11 SH UNITED PARCEL SERVICES B	1,147.	1,168.	
13 SH FACEBOOK INC-A	1,077.	2,514.	
25 SH VERIZON COMMUNICATIONS INC	1,292.	1,430.	
35 SH GENERAL MOTORS	1,067.	1,363.	
20 SH COCA-COLA	833.	981.	
22 SH MONSTER BEVERAGE CORP	988.	1,311.	
8 SH JOHNSON & JOHNSON CO	880.	1,130.	
24 SH MERCK & CO INC	1,301.	1,889.	

23 SH CISCO SYSTEMS	659.	1,287.
37 SH ORACLE CORP	1,500.	2,047.
1 SH AMAZON.COM INC	767.	1,927.
7 SH YUM! BRANDS INC	400.	731.
12 SH YUM CHINA HOLDINGS INC	296.	570.
28 SH CVS COMMON	2,002.	1,523.
68 SH DANONE SPONS ADR	849.	1,099.
11 SH PROCTER AND GAMBLE	918.	1,171.
19 SH DISCOVER FINANCIAL SERVICES	1,064.	1,548.
3 SH FACTSET RESEARCH SYSTEMS INC	525.	828.
16 SH SEI INVESTMENTS	770.	871.
35 SH ENBRIDGE INC	1,199.	1,293.
20 SH ABBVIE INC	1,247.	1,588.
3 SH AMGEN INC	496.	538.
13 SH CERNER CORP	718.	864.
3 SH REGENERON PHARMACUETICALS INC	1,117.	1,029.
5 SH VARIAN MED SYS	399.	681.
22 SH NOVO-NORDISK A S ADR	1,175.	1,078.
6 SH DEERE & COMPANY	623.	994.
15 SH EXPEDITORS INTL WASH INC	820.	1,191.
8 SH HONEYWELL INTERNATIONAL INC	836.	1,389.
12 SH ALIBABA GROUP HOLDING	1,102.	2,227.
1 SH ALPHABET INC CL A	821.	1,199.
10 SH AUTODESK INC	658.	1,782.
2 SH AUTOMATIC DATA PROCESSING	193.	329.
8 SH ACCENTURE PLC IRELAND PLC	940.	1,461.
11 SH CROWN CASTLE INTL CORP	994.	1,384.
16 SH OCCIDENTAL PETROLEUM CO. COMMON	1,031.	942.
11 SH NASDAQ INC COMMON	778.	1,014.
15 SH MEDTRONIC PLC COMMON	1,201.	1,332.
24 SH CARNIVAL CORP	1,390.	1,317.
7 SH HOME DEPOT INC	1,390.	1,426.
33 SH STARBUCKS CORP	1,614.	2,563.
12 SH PHILLIPS 66	1,124.	1,131.
15 SH SCHLUMBERGER LTD	972.	640.
25 SH MORGAN STANLEY	1,120.	1,206.
9 SH CHUBB LIMITED	1,170.	1,307.
1 SH ALCON INC	48.	58.
18 SH DELTA AIR LINES INC	919.	1,049.
12 SH ANALOG DEVICES INC	1,110.	1,395.
4 SH NVIDIA CORP	596.	724.
29 SH WEYERHAEUSER CO	749.	777.
11 SH COLGATE PALMOLIVE COMPANY	708.	801.
TOTAL TO FORM 990-PF, PART II, LINE 10B	56,936.	79,184.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
11,235.554 SH STERLING CAPITAL SHORT DURATION BOND FUND	COST	103,932.	96,401.
725.695 SH LAZARD EMERGING MKTS PORTFOLIO	COST	12,128.	12,816.
9,462.334 SH FEDERATED SHORT TERM INC-96	COST	81,124.	80,335.
2,939.182 SH PGIM SH/TRM CORP BD FD #340	COST	33,611.	32,184.
301.055 SH OPPENHEIMER DEVELOPING MKTS	COST	9,907.	13,114.
760.157 SH STERLING CAPITAL SPECIAL OPPORTUNITIES	COST	16,844.	20,007.
366 SH ISHARES RUSSELL TOP 200 VALUE INDEX FUND	COST	16,390.	19,980.
233 SH ISHARES RUSSELL TOP 200 GROWTH INDEX FUND	COST	12,304.	20,047.
197 SH ISHARES DJ SELECT DIVIDEND INDEX	COST	17,018.	19,909.
487 SH ISHARES MSCI EAFE INDEX FUND	COST	29,261.	32,512.
350 SH ISHARES S&P MIDCAP 400 INDEX	COST	63,637.	68,912.
185 SH ISHARES S&P SMALLCAP 600 INDEX	COST	13,263.	14,824.
109 SH ISHARES MSCI EAFE SMALL CAP INDEX	COST	5,751.	6,465.
727.472 SH HARDING LOEVNER INTERNATIONAL EQUITY	COST	15,569.	16,259.
4,710.833 SH BBH LIMITED DURATION FD-I	COST	47,822.	48,098.
1,710.927 SH BARINGS GLOBAL FLOATING RATE-Y	COST	16,236.	16,066.
4,790.473 SH DOUBLELINE LOW DURATION BOND-I	COST	47,905.	47,857.
1,044.623 SH CAUSEWAY INTERNATIONAL EQUITY	COST	16,804.	16,045.
TOTAL TO FORM 990-PF, PART II, LINE 13		559,506.	581,831.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9  
 TRUSTEES AND FOUNDATION MANAGERS

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