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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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE MEMTON FUND, INC.		A Employer identification number 13-6096608
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD 123		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, 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 ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,192,813.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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))		(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	877.	877.		
	4 Dividends and interest from securities	201,055.	201,055.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	831,136.			
	b Gross sales price for all assets on line 6a	3,177,233.			
	7 Capital gain net income (from Part IV, line 2)		810,236.		
	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) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		27,045.			
12 Total. Add lines 1 through 11	1,054,998.	1,039,213.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,019.			6,019.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 2	7,200.	2,200.		5,000.
	c Other professional fees (attach schedule) [3]	61,152.	61,152.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	10,434.	1,384.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	25,631.			25,631.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	94,359.	46,841.		47,478.
	24 Total operating and administrative expenses Add lines 13 through 23	204,795.	111,577.		84,128.
	25 Contributions, gifts, grants paid	570,060.			570,060.
26 Total expenses and disbursements Add lines 24 and 25	774,855.	111,577.	0	654,188.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	280,143.				
b Net investment income (if negative, enter -0-)		927,636.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	350,975.	453,934.	453,934.	
	3	Accounts receivable ▶ 207,744.		207,744.	207,744.	
		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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) ATCH 6	6,099,175.	5,696,893.	7,302,901.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 7	3,339,210.	3,710,932.	5,228,234.	
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)	9,789,360.	10,069,503.	13,192,813.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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	0		
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			
		28	Paid-in or capital surplus, or land, bldg, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds . .	9,789,360.	10,069,503.	
		30	Total net assets or fund balances (see instructions)	9,789,360.	10,069,503.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,789,360.	10,069,503.		

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	9,789,360.
2	Enter amount from Part I, line 27a	2	280,143.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,069,503.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,069,503.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	810,236.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	562,649.	12,607,519.	0.044628
2012	428,956.	11,426,180.	0.037542
2011	405,959.	11,503,073.	0.035291
2010	423,076.	11,275,005.	0.037523
2009	514,973.	11,005,887.	0.046791
2 Total of line 1, column (d)			2 0.201775
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.040355
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 12,966,666.
5 Multiply line 4 by line 3			5 523,270.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,276.
7 Add lines 5 and 6			7 532,546.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 654,188.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	9,276.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	9,276.
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	9,276.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,100.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	12,100.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,824.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 2,824. Refunded ☐ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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) ☒ NY, _____		
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 2014 or the taxable year beginning in 2014 (see 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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ FOUNDATION SOURCE Telephone no ☐ 800-839-1754			
Located at ☐ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ☐ 19809-1377				
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				
16	At any time during calendar year 2014, 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	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ☐				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	X
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 2014? ☐	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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) ☐	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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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
ATCH 8		0	0	0

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. ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
-----		0
-----		0
-----		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	-----	
2	-----	
3	-----	
4	-----	

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

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

Amount

1 NONE	-----	
2	-----	
All other program-related investments See instructions		
3 NONE	-----	
Total. Add lines 1 through 3		▶

Form 990-PF (2014)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,886,566.
b	Average of monthly cash balances	1b	417,237.
c	Fair market value of all other assets (see instructions)	1c	4,860,325.
d	Total (add lines 1a, b, and c)	1d	13,164,128.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,164,128.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	197,462.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,966,666.
6	Minimum investment return. Enter 5% of line 5	6	648,333.

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

1	Minimum investment return from Part X, line 6	1	648,333.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,276.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	639,057.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	639,057.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	639,057.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	654,188.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	654,188.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	9,276.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	644,912.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				639,057.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			613,848.	
b Total for prior years 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>654,188.</u>				
a Applied to 2013, but not more than line 2a			613,848.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				40,340.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				598,717.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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)(ii)					
(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

N/A

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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				
ATCH 9				
Total			3a	570,060.
b Approved for future payment				
Total			3b	

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 3,177,233	\$ 2,433,304	\$ 743,929
						\$ 66,307
Total included in Part IV				\$ 3,177,233	\$ 2,433,304	\$ 810,236
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 20,900
Part I, Line 6a Total						\$ 831,136

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
K-1 INC/LOSS BROOKFIELD INFRASTRUCTURE
K-1 INC/LOSS ELM RIDGE VALUE PARTNERS
K-1 INC/LOSS HERON INCOME FUND, L.P
FEDERAL TAX REFUNDS

REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
3,998.	3,998.
22,137.	22,663.
-5,212.	384.
1,007.	
<u>21,930.</u>	<u>27,045.</u>

TOTALS

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BOOKKEEPING	7,200.	2,200.		5,000.
TOTALS	<u>7,200.</u>	<u>2,200.</u>		<u>5,000.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	61,152.	61,152.
TOTALS	<u>61,152.</u>	<u>61,152.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2014	8,800.	
FOREIGN TAX PAID	1,384.	1,384.
NY STATE UBTI TAX	250.	
TOTALS	<u>10,434.</u>	<u>1,384.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	45,978.		45,978.
INDEMNIFICATION INSURANCE	750.		750.
K-1 EXP BROOKFIELD INFRASTRUCT	543.	543.	
K-1 EXP ELM RIDGE VAL PARTNERS	46,204.	46,204.	
K-1 EXP HERON INCOME FUND, L.P	134.	94.	
STATE OR LOCAL FILING FEES	750.		750.
TOTALS	94,359.	46,841.	47,478.

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3M CO	17,565.	36,972.
ABBVIE INC.	101,910.	128,917.
ACTAVIS PLC	11,981.	41,186.
ALERIAN MLP ETF	103,941.	104,244.
ALIBABA GROUP HOLDING LIMITED	15,300.	23,387.
ALTERA CORPORATION	18,312.	33,246.
AMAZON COM	54,138.	71,381.
AMER INTERNATIONAL GROUP INC	35,092.	56,010.
AMGEN INC	26,374.	47,787.
ANADARKO PETROLEUM CORP	23,679.	24,750.
ANHEUSER BUSCH COS INC	30,202.	44,928.
AON PLC	43,701.	113,796.
APOLLO INVESTMENT CORP	34,000.	29,309.
APPLE INC.	18,492.	77,266.
ARES CAPITAL CORPORATION	54,868.	50,889.
BERKLEY W R CP	20,147.	41,008.
BERKSHIRE HATHAWAY INC. CL B	75,303.	138,889.
BIOGEN IDEC INC	47,439.	50,918.
CABOT OIL & GAS CORP	20,647.	17,766.
CHUBB CORP	14,862.	31,041.
CITIGROUP INC	140,377.	169,093.
COCA-COLA CO	43,365.	75,996.
COMCAST CORP	11,284.	43,178.
CONSTELLATION BRANDS INC	17,343.	39,268.
CONTINENTAL RESOURCES INC	37,601.	26,852.
COVIDIEN LTD	37,196.	62,391.
CUMMINS INC	41,563.	50,460.
DISCOVERY COMMUNICATIONS CL A	23,617.	24,115.
DISH NETWORK CORP	33,159.	51,023.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EATON CORP PLC	39,282.	40,096.
ECOLAB INC	33,346.	83,616.
EOG RESOURCES INC	39,754.	55,242.
GENERAL ELECTRIC CO	39,348.	41,190.
GENERAL MOTORS	35,699.	37,005.
GILEAD SCIENCES INC	38,786.	47,130.
GOLDMAN SACHS GROUP	32,259.	54,660.
GOOGLE INC CL A	20,280.	39,800.
GOOGLE INC CL C	33,656.	52,640.
GRAINGER W W INC.	48,471.	50,978.
HENGAN INT'L	6,807.	20,944.
HENRY SCHEIN INC	15,260.	40,845.
ILLUMINA INC COM	18,112.	20,304.
INTEL CORP	46,111.	79,838.
JP MORGAN CHASE & CO	24,535.	25,032.
KINDER MORGAN INC	87,992.	100,698.
KROGER CO	45,269.	64,210.
LIBERTY GLOBAL, INC	83,447.	182,321.
MASTERCARD INC	31,413.	37,910.
MEDTRONIC INC	25,393.	29,602.
MGIC INVT CORP WI	40,200.	41,940.
MICROSOFT CORPORATION	122,714.	181,154.
MONDELEZ INTERNATIONAL INC	38,174.	65,394.
MORGAN STANLEY	49,997.	126,294.
NATL OILWELL VARCO	36,148.	32,765.
NESTLE S.A.	49,821.	91,188.
NOBLE ENERGY INC.	21,855.	56,916.
NOVARTIS AG ADR	36,144.	37,064.
ORACLE CORP	110,159.	166,388.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OSTERWEIS FUND	751,612.	846,771.
OSTERWEIS STRATEGIC INCOME FD	881,210.	908,366.
PARKER HANNIFIN CP	18,833.	25,790.
PEPSICO INC	48,947.	70,920.
PIMCO ALL ASSET FUND INST	712,772.	672,820.
POWERSHARES SENIOR LOAN PORT	68,321.	66,323.
PRAXAIR INC.	30,609.	51,824.
QUALCOMM INC	23,889.	29,732.
SCHLUMBERGER LTD	59,080.	55,517.
SHERWIN-WILLIAMS CO.	16,352.	26,304.
SPDR BLACKSTONE/GSO SR LOAN	68,483.	66,788.
TCP CAPITAL CORPORATION	53,101.	54,703.
TENCENT HOLDINGS LTD	20,727.	30,468.
THERMO FISHER SCIENTIFIC INC	15,893.	50,116.
TIME WARNER INC.	92,986.	99,087.
TWENTY-FIRST CENTURY CL B	91,656.	105,137.
UNION PACIFIC	40,478.	83,391.
UNITEDHEALTH GROUP INC.	19,842.	102,707.
VALEANT PHARMACEUTICALS INTL	42,762.	46,511.
VALERO ENERGY CORP	25,719.	33,660.
VERIZON COMMUNICATIONS	96,232.	95,899.
WAL-MART STORES INC.	16,032.	25,764.
WALT DISNEY HOLDINGS CO.	37,724.	75,352.
WESTERN UNION CO	34,129.	36,178.
WPP PLC	25,614.	33,543.
TOTALS	<u>5,696,893.</u>	<u>7,302,901.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BROOKFIELD INFRASTRUCTURE	80,507.	91,486.
ELM RIDGE VALUE PARTNERS, LP	1,046,750.	1,000,000.
FORE MULTI STRATEGY OFFSHORE	848,865.	879,313.
HARBERT VALUE OFFSHORE FUND	475,692.	523,855.
HERON INCOME FUND, L.P	502,216.	498,041.
SEG PARTNERS OFFSHORE, LTD	756,902.	2,235,539.
TOTALS	<u>3,710,932.</u>	<u>5,228,234.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,177,233.		PUBLICLY-TRADED SECURITIES					743,929.	
		2,433,304.						
		PASSTHROUGH K1 CAPITAL GAIN					66,307.	
TOTAL GAIN (LOSS)							<u>810,236.</u>	

THE MEMTON FUND, INC.

13-6096608

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

FRANK ARISMAN DIR / ASSISTANT TREAS

FOUNDATION SOURCE 501 SILVERSIDE RD 1.00

123

WILMINGTON, DE 19809-1377

ELENITA M DRUMWRIGHT DIR EMERITUS

FOUNDATION SOURCE 501 SILVERSIDE RD 1.00

123

WILMINGTON, DE 19809-1377

ELIZABETH DRUMWRIGHT DIR

FOUNDATION SOURCE 501 SILVERSIDE RD 1.00

123

WILMINGTON, DE 19809-1377

ROBERT V EDGAR DIR

FOUNDATION SOURCE 501 SILVERSIDE RD 1.00

123

WILMINGTON, DE 19809-1377

E 'SHEPI' SHEPARD FARRAR DIR

FOUNDATION SOURCE 501 SILVERSIDE RD 1.00

123

WILMINGTON, DE 19809-1377

THE MEMTON FUND, INC.

13-6096608

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS
TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

ELLEN LEVY
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
VP / DIR 1.00

SAMUEL 'TOMA' THOMAS MILBANK
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
DIR 1.00

SAMUEL L 'TONY' MILBANK
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
DIR / TREAS 1.00

THOMAS L MILBANK
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
DIR 1.00

KAREN QUACKENBUSH
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
PRES / DIR 1.00

THE MEMTON FUND, INC.

13-6096608

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PAMELA WHITE	DIR / SEC
FOUNDATION SOURCE 501 SILVERSIDE RD	1.00
123	
WILMINGTON, DE 19809-1377	

THE MEMTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALASKA CONSERVATION FOUNDATION 911 W 8TH AVE, STE 300 ANCHORAGE, AK 99501	N/A PC	GENERAL & UNRESTRICTED	8,000
ALL SOULS CHURCH P O BOX 451 TANNERSVILLE, NY 12485	N/A PC	OUTREACH PROGRAM	500
ALL SOULS CHURCH P.O BOX 451 TANNERSVILLE, NY 12485	N/A PC	OUTREACH PROGRAM	1,500
AMERICAN CAVE CONSERVATION ASSOCIATION PO BOX 409 HORSE CAVE, KY 42749	N/A PC	GENERAL & UNRESTRICTED	7,000.
AMERICAN COLLEGE OF SPORTS MEDICINE PO BOX 1440 INDIANAPOLIS, IN 46206	N/A PC	GENERAL & UNRESTRICTED	500
AMERICAN FORESTS 734 15TH ST NW STE 800 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	1,000

ATTACHMENT 9

THE MEMTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANIMAL WELFARE LEAGUE OF ARLINGTON VA INCORPORATED 2650 S ARLINGTON MILL DR ARLINGTON, VA 22206	N/A PC		GENERAL & UNRESTRICTED	1,000.
APPLE HILL CENTER FOR CHAMBER MUSIC INC PO BOX 217 SULLIVAN, NH 03445	N/A PC		GENERAL & UNRESTRICTED	2,000.
ARTS HABITAT PO BOX 221487 CARMEL, CA 93922	N/A PC		GENERAL & UNRESTRICTED	5,000
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	N/A PC		STUDENT COURSES AT ICP PROGRAM	4,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC		GENERAL & UNRESTRICTED	1,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC		2015 KIDS SUMMER CAMP PROGRAM	5,000

THE MEMTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	CARE OF VICKTORY DOGS PROGRAM	500
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	KIDS SUMMER CAMP 2015 PROGRAM	10,000
BIG BROTHERS BIG SISTERS OF THE SUN COAST INC 1000 TAMIAHI TRL S STE C VENICE, FL 34285	N/A PC	GENERAL & UNRESTRICTED	2,000
BIG BROTHERS BIG SISTERS OF WESTERN NEW HAMPSHIRE 310 MARLBORO ST KEENE, NH 03431	N/A PC	GENERAL & UNRESTRICTED	2,000.
BONNEY LAKE HIGH SCHOOL PANTHER PARENT PRIDE 10920-190TH AVE CT E BONNEY LAKE, WA 98391	N/A PC	GENERAL & UNRESTRICTED	5,000
BROOKS SCHOOL 1160 GREAT POND RD NORTH ANDOVER, MA 01845	N/A PC	ALUMNI CLASS OF 1959 FUND	500

THE MEMTON FUND, INC.

13-6096608

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 E 73RD ST NEW YORK, NY 10021	N/A PC	CENTENNIAL BUILDING CAMPAIGN	1,500
CATHOLIC CHARITIES OF TOMPKINS / TIOGA 324 W BUFFALO ST ITHACA, NY 14850	N/A PC	PARENT PARTNERSHIP PROGRAM	5,000
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE ANNAPOLIS, MD 21403	N/A PC	GENERAL & UNRESTRICTED	7,000
CHILDRENS LAW CENTER OF WASHINGTON PS 9900 WILLOWS RD NE REDMOND, WA 98052	N/A PC	PERMANENCE PROGRAM	6,000
CHIMPS INC PO BOX 6973 BEND, OR 97708	N/A PC	GENERAL & UNRESTRICTED	1,000
CITIZENS COMMITTEE TO SAVE OUR CANYONS 824 S 400 W SALT LAKE CITY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	2,500

THE MEMTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO COLLEGE 14 E. CACHE LA POUDE ST COLORADO SPRINGS, CO 80903	N/A PC	SCHOLARSHIP FUND	2,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC	ALTA VISTA FUND	2,500.
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC	SELAH FREEDOM PROGRAMS	4,000.
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC	SEASON OF SHARING PROGRAM	2,500
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC	SELAH FREEDOM PROGRAMS	2,500
CORNELL UNIVERSITY - COLLEGE OF VETERINARY MEDICIN P O BOX 223623 PITTSBURGH, PA 15251	N/A PC	FELINE HEALTH CENTER SCHOLARSHIP FUND	1,000

THE MENTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COVENANT HOUSE 460 W 41ST ST NEW YORK, NY 10036	N/A PC	EDUCATIONAL PROGRAMS	2,500
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	10,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	AFRICA EBOLA PROGRAM, ISIS-AFFECTED SYRIA PROGRAM AND ISIS-AFFECTED IRAQ PROGRAM	6,000.
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	SYRIAN REFUGEE RELIEF AND SOUTH SUDAN REFUGEE RELIEF	8,000
EASTERN UNIVERSITY 1300 EAGLE RD ST DAVIDS, PA 19087	N/A PC	GENERAL & UNRESTRICTED	10,000.
ELECTRIC EARTH CONCERTS PO BOX 44 PETERBOROUGH, NH 03458	N/A PC	GENERAL & UNRESTRICTED	2,000

THE MENTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EXODUS TRANSITIONAL COMMUNITY INC 2271 3RD AVE NEW YORK, NY 10035	N/A PC	GENERAL & UNRESTRICTED	1,000.
FARMSTEADS OF NEW ENGLAND INC 213 CENTER RD HILLSBOROUGH, NH 03244	N/A PC	GENERAL & UNRESTRICTED	2,000
FRED HUTCHINSON CANCER RESEARCH CENTER 1100 FAIRVIEW AVE N SEATTLE, WA 98109	N/A PC	GENERAL & UNRESTRICTED	500
FRIENDS OF THE ORPHEUM SOCIETY PO BOX 379 TANNERSVILLE, NY 12485	N/A PC	GENERAL & UNRESTRICTED	3,000
GALLAUDET UNIVERSITY 800 FLORIDA AVE NE WASHINGTON, DC 20002	N/A PC	MARJORIE M AND LANCELOT L FARRAR AWARDS OF THE FRENCH HISTORICAL SOCIETY SCHOLARSHIP FUND	15,000
GARDEN HARVEST INC 14045 MANTUA MILL RD GLYNDON, MD 21136	N/A PC	GENERAL & UNRESTRICTED	10,000

THE MEMTON FUND, INC

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 - (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GEORGETOWN COLLEGE 400 E COLLEGE ST GEORGETOWN, KY 40324	N/A PC	EDITH MONSON SCHOLARSHIP FUND	1,000.
GOOD SAMARITAN FOUNDATION PO BOX 5299 TACOMA, WA 98415	N/A PC	HOME HEALTH AND HOSPICE COMFORT THERAPY PROGRAM	3,000
HABITAT FOR HUMANITY INTERNATIONAL INC 322 W LAMAR ST ATLANTA, GA 31709	N/A PC	GENERAL & UNRESTRICTED	5,000
HANNAH GRIMES CENTER 25 ROXBURY ST KEENE, NH 03431	N/A PC	GENERAL & UNRESTRICTED	2,000
HARVEST UNITED METHODIST CHURCH 14305 COVENANT WAY LAKEWOOD RCH, FL 34202	N/A PC	PACK-A-SACK PROGRAM AND TO PURCHASE A REFRIGERATOR	16,000
HARVEST UNITED METHODIST CHURCH 14305 COVENANT WAY LAKEWOOD RCH, FL 34202	N/A PC	PACK-A-SACK PROGRAM	4,000

THE MENTON FUND, INC.

13-6096608

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEALTHY ENVIRONMENT ALLIANCE OF UTAH 824 S 400 W STE B-111 SALT LAKE CITY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	2,500
HISTORIC HARRISVILLE INC PO BOX 79 HARRISVILLE, NH 03450	N/A PC	GENERAL & UNRESTRICTED	6,000
HOLDERNESS SCHOOL PO BOX 1879 PLYMOUTH, NH 03264	N/A PC	GENERAL & UNRESTRICTED	1,500
HOMES FOR OUR TROOPS INC 6 MAIN ST TAUNTON, MA 02780	N/A PC	GENERAL & UNRESTRICTED	1,500.
INSTITUTE OF INTERNATIONAL EDUCATION INC 809 UNITED NATIONS PLZ 6TH FL NEW YORK, NY 10017	N/A PC	SCHOLAR RESCUE FUND	10,000
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	16,500

THE MENTON FUND, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	N/A PC	TO PURCHASE GALLERY SPACE	75,000.
JOURNEYS IN EDUCATION INC 26 MAIN ST PETERBOROUGH, NH 03458	N/A PC	GENERAL & UNRESTRICTED	9,000
KCTS TELEVISION 401 MERCER ST SEATTLE, WA 98109	N/A PC	GENERAL & UNRESTRICTED	1,000
KINGSBOROUGH COMMUNITY COLLEGE FOUNDATION 2001 ORIENTAL BLVD BROOKLYN, NY 11235	N/A PC	PHYSICAL THERAPY ASSISTANCE PROGRAM	10,000.
LEADERSHIP HART COUNTY PO BOX 688 MUNFORDVILLE, KY 42765	N/A PC	SCHOLARSHIP FUND	1,000
LISTENERS COMMUNITY RADIO OF UTAH INC KRCL-FM 1971 W N TEMPLE SALT LAKE CTY, UT 84116	N/A PC	GENERAL & UNRESTRICTED	1,250

THE MEMTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOVE YOUR BRAIN FOUNDATION INC 109 PARK RD WINDSOR, VT 05089	N/A PC		LOVEYOURBRAIN YOGA PILOT PROGRAM	5,310
MANESTAGE THEATRE 13701 24TH ST E UNIT D4 SUMNER, WA 98390	N/A PC		GENERAL & UNRESTRICTED	4,000
MERCY CORPS 45 SW ANKENY ST PORTLAND, OR 97204	N/A PC		GENERAL & UNRESTRICTED	2,000.
MISS PORTERS SCHOOL INC 60 MAIN ST FARMINGTON, CT 06032	N/A PC		GENERAL & UNRESTRICTED	1,000
MONADNOCK MUSIC 2A CONCORD ST PETERBOROUGH, NH 03458	N/A PC		GENERAL & UNRESTRICTED	7,500
MOTE MARINE LABORATORY 1600 KEN THOMPSON PKWY SARASOTA, FL 34236	N/A PC		CHILDREN'S EDUCATION PROGRAM	1,500

THE MEMTON FUND, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOTHERS HELPING MOTHERS INC PO BOX 342 SARASOTA, FL 34230	N/A PC	GENERAL & UNRESTRICTED	5,500
MPT FOUNDATION INC 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117	N/A PC	GENERAL & UNRESTRICTED	2,000
MUSTANG HERITAGE FOUNDATION PO BOX 703 BERTRAM, TX 78605	N/A PC	GENERAL & UNRESTRICTED	3,000
NATURAL HISTORY MUSEUM OF THE ADIRONDACKS 45 MUSEUM DR TUPPER LAKE, NY 12986	N/A PC	GENERAL & UNRESTRICTED	1,000
NATURE CONSERVANCY 4245 N. FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A PC	PALAU CONSERVATION SOCIETY	3,000
NAVY SEAL FOUNDATION INC P O. BOX 5965 VIRGINIA BEACH, VA 23471	N/A PC	GENERAL & UNRESTRICTED	1,500

THE MENTON FUND, INC

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FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NELSON CONGREGATIONAL CHURCH 830 NELSON RD NELSON, NH 03457	N/A PC	EQUAL ACCESS INITIATIVE	5,000
NELSON CONGREGATIONAL CHURCH 830 NELSON RD NELSON, NH 03457	N/A PC	CAPITAL CAMPAIGN	2,000
NETWORK ON WOMEN IN PRISON 1540 MARKET ST STE 490 SAN FRANCISCO, CA 94102	N/A PC	FAMILY UNITY PROJECT	10,000
NEW 42ND STREET INC 229 W 42ND ST NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	2,500
NEW HAMPSHIRE PUBLIC RADIO INC 2 PILLSBURY ST STE 600 CONCORD, NH 03301	N/A PC	GENERAL & UNRESTRICTED	1,000
NEW YORK CITY BALLET INC 20 LINCOLN CENTER PLZ NEW YORK, NY 10023	N/A PC	GENERAL & UNRESTRICTED	3,000.

THE MEMTON FUND, INC.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK CITY CENTER INC 130 W 56TH ST NEW YORK, NY 10019	N/A PC		GENERAL & UNRESTRICTED	2,000.
NEW YORK HARBOR FOUNDATION INC 10 S ST BLDG SLIP 7 NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	500
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC		WNCN - THE GREENE SPACE DIVISION	500.
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC		WQXR DIVISION	500
ONTEORA HISTORIC PRESERVATION TRUST INC C/O FLANAGAN CO 60 E 42ND ST NEW YORK, NY 10165	N/A PC		GENERAL & UNRESTRICTED	3,000
PACIFIC ISLANDERS IN COMMUNICATIONS 615 PIHKOI ST STE 1504 HONOLULU, HI 96814	N/A PC		DEEP WATERS FILM PROJECT - GUAM PROGRAM	2,000

THE MEMTON FUND, INC.

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FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PACIFIC LUTHERAN UNIVERSITY INC 12180 PARK AVE S TACOMA, WA 98447	N/A PC	GENERAL & UNRESTRICTED	1,000
PEARL S BUCK INTERNATIONAL INC 520 DUBLIN RD PERKASIE, PA 18944	N/A PC	PHILIPPINES TUTORIAL AND TYPHOON RELIEF PROGRAM	3,000
PETERBOROUGH PLAYERS INC PO BOX 118 PETERBOROUGH, NH 03458	N/A PC	GENERAL & UNRESTRICTED	4,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - CORPORA 124 MT. AUBURN ST CAMBRIDGE, MA 02138	N/A PC	UNDERGRADUATE SCHOLARSHIP FUND	1,000.
PRESIDENT AND TRUSTEES OF BATES COLLEGE 2 ANDREWS RD LEWISTON, ME 04240	N/A PC	GENERAL & UNRESTRICTED	2,000.
PROJECT MOST INC PO BOX 1486 EAST HAMPTON, NY 11937	N/A PC	GENERAL & UNRESTRICTED	2,500

THE MENTON FUND, INC

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FORM 990DPF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECTOR WARDENS VESTRY MEN OF ST BARTHOLOMEWS CHURCH 325 PARK AVE NEW YORK, NY 10022	N/A PC	2014 CAPITAL CAMPAIGN	10,000
RED DEVILS FUTBOL CLUB INC 1626 E YALE AVE SALT LAKE CTY, UT 84105	N/A PC	OLYMPUS AQUATICS--GENERAL OPERATIONS FUND	3,000
RED DEVILS FUTBOL CLUB INC 1626 E YALE AVE SALT LAKE CTY, UT 84105	N/A PC	OLYMPUS AQUATICS--SCHOLARSHIP FUND	12,000
SAINT JAMES SCHOOL 3217 W CLEARFIELD ST PHILADELPHIA, PA 19132	N/A PC	HEALTH AND NUTRITION OR SCHOLARSHIP FUND	3,000
SALT LAKE ACTING COMPANY 168 W 500 N SALT LAKE CTY, UT 84103	N/A PC	GENERAL & UNRESTRICTED	5,000
SALT LAKE ACTING COMPANY 168 W 500 N SALT LAKE CTY, UT 84103	N/A PC	"FROG & TOAD" PROGRAM	15,000

THE MEMTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALT LAKE FILM SOCIETY 111 E BROADWAY SALT LAKE CITY, UT 84111	N/A PC	GENERAL & UNRESTRICTED	1,000
SOCIETY FOR FRENCH HISTORICAL STUDIES 800 FLORIDA AVE NE WASHINGTON, DC 20002	N/A PC	MARJORIE & LANCELOT FARRAR MEMORIAL SCHOLARSHIP FUND	5,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	TEACHING TOLERANCE PROGRAM	3,000
STUDENTS HELPING HONDURAS INC 1213 DANDRIDGE ST FREDERICKSBURG, VA 22401	N/A PC	GENERAL & UNRESTRICTED	1,000
TACOMA AREA LITERACY COUNCIL PO BOX 7210 TACOMA, WA 98417	N/A PC	GENERAL & UNRESTRICTED	3,500
THE BOARD OF TRUSTEES OF ST PAUL'S AMERICAN PROTES 303 E 57TH ST 32F NEW YORK, NY 10022	N/A PC	BREAKFAST PROGRAM - NAFUMA REFUGEE CENTER	5,000

THE MEMTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 5TH AVE AND 42ND ST NEW YORK, NY 10018	N/A PC	PAGE PROGRAM	5,000
THE ROAD HOME 210 SO RIO GRANDE ST SALT LAKE CITY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	5,000
THE SHIPLEY SCHOOL 814 YARROW ST BRYN MAWR, PA 19010	N/A PC	THEATER PROGRAM	500
THEATER PROJECT A NJ NONPROFIT CORPORATION 676 LEXINGTON RD UNION, NJ 07083	N/A PC	GENERAL & UNRESTRICTED	4,000
THIRTEEN 825 8TH AVE NEW YORK, NY 10019	N/A PC	GENERAL & UNRESTRICTED	2,500
TREE OF LIFE FOUNDATION PO BOX 778 PATAGONIA, AZ 85624	N/A PC	DIABETES EDUCATION AND REVERSAL PROGRAM	3,500

THE MEMTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TREVOR DAY SCHOOL 566 COLUMBUS AVE NEW YORK, NY 10024	N/A PC	GENERAL SCHOLARSHIP FUND	1,000
TRINITY COLLEGE 300 SUMMIT ST HARTFORD, CT 06106	N/A PC	TRINITY COLLEGE 1964 ALUMNI FUND	500
TRINITY EPISCOPAL SCHOOLS CORPORATION 139 W 91ST ST NEW YORK, NY 10024	N/A PC	GENERAL & UNRESTRICTED	1,000
TRUDEAU INSTITUTE INC 154 ALGONQUIN AVE SARANAC LAKE, NY 12983	N/A PC	GENERAL & UNRESTRICTED	2,500.
TRUSTEES OF DARTMOUTH COLLEGE 7 LEBANON ST STE 307 HANOVER, NH 03755	N/A PC	TUCK SCHOOL CLASS OF 1967 FUND	500
TRUSTEES OF PRINCETON UNIVERSITY 701 CARNEGIE CENTER STE 442 PRINCETON, NJ 08540	N/A PC	AGM SCHOLARSHIP FUND	10,000

THE MEMTON FUND, INC

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FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3800 SPRUCE ST PHILADELPHIA, PA 19104	N/A PC	DR GUSTAVO D AGUIRRE'S PRA PROGRAM	1,000
UNCHAINED TALENT INC PO BOX 33226 BALTIMORE, MD 21218	N/A PC	GENERAL & UNRESTRICTED	3,000.
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A PC	KUED PROGRAM	1,250
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A PC	KUED PROGRAM	2,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A PC	PIONEER THEATER PROGRAM	3,000
UNIVERSITY OF UTAH - RED BUTTE GARDEN & ARBORETUM 540 ARAPEEN DR, STE 250 SALT LAKE CITY, UT 84108	N/A PC	INTERPRETIVE SIGNAGE PROJECT	1,000

THE MEMTON FUND, INC.

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FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF UTAH, KUER RADIO DIVISION 101 S WASATCH DRIVE SALT LAKE CITY, UT 84112	N/A PC		GENERAL & UNRESTRICTED	3,250
UTAH FILM CENTER 122 S MAIN ST SALT LAKE CTY, UT 84101	N/A PC		LOVE YOUR BRAIN CAMPAIGN	1,000
VERMONT JAZZ CENTER INC 72 COTTONMILL HILL BRATTLEBORO, VT 05301	N/A PC		GENERAL & UNRESTRICTED	5,000
VILLAGE CARE OF NEW YORK INC 120 BROADWAY, STE 2840 NEW YORK, NY 10271	N/A SO II		GENERAL & UNRESTRICTED	3,000
VILLAGE CENTER FOR CARE 120 BROADWAY STE 2840 NEW YORK, NY 10271	N/A PC		GENERAL & UNRESTRICTED	3,000.
WASATCH HOMELESS HEALTH CARE INC 409 W 400 S SALT LAKE CTY, UT 84101	N/A PC		GENERAL & UNRESTRICTED	5,000

THE MEMTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WGBH EDUCATIONAL FOUNDATION PO BOX 55875 BOSTON, MA 02205	N/A PC		COMMUNITY EDUCATION FUND	2,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX, NY 10460	N/A PC		GENERAL & UNRESTRICTED	2,500
WMHT EDUCATIONAL TELECOMMUNICATIONS INC 4 GLOBAL VW TROY, NY 12180	N/A PC		GENERAL & UNRESTRICTED	500.
WOMENS CITY CLUB OF NEW YORK INC 110 W 40TH ST, STE 1002 NEW YORK, NY 10001	N/A PC		CITYWIDE SOCIAL SERVICES RESOURCE GUIDE	12,000.
WOMENS OPPORTUNITIES RESOURCE CENTER 2010 CHESTNUT ST PHILADELPHIA, PA 19103	N/A PC		GENERAL & UNRESTRICTED	2,000
YOUR PUBLIC RADIO CORPORATION 2216 NORTH CHARLES ST BALTIMORE, MD 21218	N/A PC		GENERAL & UNRESTRICTED	1,000

THE MENTON FUND, INC

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YWCA PIERCE COUNTY 405 BROADWAY TACOMA, WA 98402	N/A PC	DOMESTIC VIOLENCE LEGAL SUPPORT PROGRAM	3,000
			TOTAL CONTRIBUTIONS PAID
			<u>570,060</u>

THE MEMTON FUND, INC.

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS FEDERAL TAX REFUND	525990	-6,123.	14	27,046.
			01	1,007.
TOTALS		<u>-6,123.</u>		<u>28,053.</u>