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Return of Private Foundation

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

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2014

Open to Public Inspection

Form **990-PF**

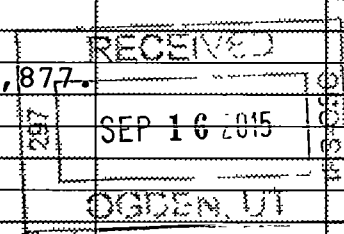
Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation JI FOUNDATION, INC. C/O PATTERSON BELKNAP WEBB & TYLER LLP		A Employer identification number 13-6149199
Number and street (or P O box number if mail is not delivered to street address) 1133 AVENUE OF THE AMERICAS	Room/suite	B Telephone number 212-336-2000
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10036-6710		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,669,863.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		63.	63.		STATEMENT 1
4 Dividends and interest from securities		116,051.	116,051.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		184,616.			
b Gross sales price for all assets on line 6a		447,074.			
7 Capital gain net income (from Part IV, line 2)			167,877.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,772.	<1,879.>		STATEMENT 3
12 Total. Add lines 1 through 11		302,502.	282,112.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		6,495.	0.		6,495.
b Accounting fees STMT 5		6,269.	0.		4,769.
c Other professional fees STMT 6		8,405.	8,405.		0.
17 Interest		1.	1.		0.
18 Taxes STMT 7		2,689.	2,479.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		23,520.	23,270.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		47,379.	34,155.		11,514.
25 Contributions, gifts, grants paid		279,000.			279,000.
26 Total expenses and disbursements. Add lines 24 and 25		326,379.	34,155.		290,514.
27 Subtract line 26 from line 12		<23,877.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			247,957.		
c Adjusted net income (if negative, enter -0-)				N/A	



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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	72,630.	15,406.	15,406.
	2 Savings and temporary cash investments	40,111.	73,619.	73,619.
	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 - US and state government obligations			
	b Investments - corporate stock STMT 9	1,639,406.	1,900,039.	4,004,133.
	c Investments - corporate bonds STMT 10	1,425,048.	1,120,271.	1,168,919.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	1,270,268.	1,314,251.	1,407,786.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,447,463.	4,423,586.	6,669,863.	
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 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,447,463.	4,423,586.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	4,447,463.	4,423,586.		
31 Total liabilities and net assets/fund balances	4,447,463.	4,423,586.		

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	4,447,463.
2 Enter amount from Part I, line 27a	2	<23,877.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	4,423,586.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,423,586.

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	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PORTOLAN EQUITY FUND, LP	P	VARIOUS	VARIOUS
c	BROOKSIDE REALTY VENTURES III, LLC	P	VARIOUS	VARIOUS
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	447,074.	418,802.	28,272.	
b			110,418.	
c			29,187.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			28,272.	
b			110,418.	
c			29,187.	
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	167,877.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3	N/A	

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

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

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

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

If "Yes," the foundation 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	326,302.	5,919,091.	.055127
2012	253,352.	5,477,647.	.046252
2011	259,499.	5,151,053.	.050378
2010	192,178.	5,226,830.	.036768
2009	312,785.	4,736,012.	.066044
2	Total of line 1, column (d)	2	.254569
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	.050914
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,705,150.
5	Multiply line 4 by line 3	5	341,386.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,480.
7	Add lines 5 and 6	7	343,866.
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	290,514.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,959.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	4,959.
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	4,959.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,218.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	11,218.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,259.
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 6,259. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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? Website address N/A 13 X
14 The books are in care of PATTERSON BELKNAP WEBB & TYLER LLP Telephone no 212-336-2000 Located at 1133 AVENUE OF THE AMERICAS, NEW YORK, NY ZIP+4 10036-6710
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 N/A
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? 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 16 Yes No X

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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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)? Organizations relying on a current notice regarding disaster assistance check here 1b X
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 X
If "Yes," list the years N/A
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? X 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 X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes...

Yes No checkboxes for questions 1-5, with 'X' in the 'No' column.

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

checkbox

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No checkboxes

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 checkboxes, 'X' in 'No' column

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 checkboxes, 'X' in 'No' column

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

N/A

7b

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

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

Table with 5 columns: (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. Row 1 contains 'SEE STATEMENT 12' and zeros in columns c, d, and e.

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

Table with 5 columns: (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. Row 1 contains 'NONE' in column a.

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

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	6,593,142.
b	Average of monthly cash balances	1b	214,117.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,807,259.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,807,259.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,705,150.
6	Minimum investment return. Enter 5% of line 5	6	335,258.

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	335,258.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,959.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	1,568.
c	Add lines 2a and 2b	2c	6,527.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	328,731.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	328,731.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	328,731.

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	290,514.
b	Program-related investments - total from Part IX-B	1b	0.
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	290,514.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	290,514.

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				328,731.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			277,448.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 290,514.				
a Applied to 2013, but not more than line 2a			277,448.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				13,066.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				315,665.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
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) 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 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	
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))

JANE W. I. DROPPA
 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 (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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT B	N/A	PC	SEE ATTACHMENT B	279,000.
Total				279,000.
b Approved for future payment				
NONE				
Total				0.

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
US TRUST	63.	63.	
TOTAL TO PART I, LINE 3	63.	63.	

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
BROOKSIDE REALTY VENTURES III, LLC	22.	0.	22.	22.	
PORTOLAN PILOT LONG ONLY FUND, LP	9,812.	0.	9,812.	9,812.	
US TRUST	106,217.	0.	106,217.	106,217.	
TO PART I, LINE 4	116,051.	0.	116,051.	116,051.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME THRU K-1S	1,692.	<1,959.>	
PROCEEDS FOR SECURITIES LITIGATION	80.	80.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,772.	<1,879.>	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PATTERSON BELKNAP WEBB & TYLER, LLP	6,495.	0.		6,495.	
TO FM 990-PF, PG 1, LN 16A	6,495.	0.		6,495.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
O'CONNOR DAVIES, LLP	6,269.	0.		4,769.	
TO FORM 990-PF, PG 1, LN 16B	6,269.	0.		4,769.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	8,405.	8,405.		0.	
TO FORM 990-PF, PG 1, LN 16C	8,405.	8,405.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	2,479.	2,479.		0.	
EXCISE TAX	210.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,689.	2,479.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	250.	0.		250.	
OTHER EXPENSES THRU K-1 MISCELLANEOUS INVESTMENT EXPENSE	23,153.	23,153.		0.	
	117.	117.		0.	
TOTAL TO FORM 990-PF, PG 1, LN 23	23,520.	23,270.		250.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHMENT A	1,900,039.	4,004,133.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,900,039.	4,004,133.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE ATTACHMENT A	1,120,271.	1,168,919.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,120,271.	1,168,919.		

FORM 990-PF	OTHER INVESTMENTS			STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE		
BROOKSIDE REALTY VENTURES III, LLC	COST	52,382.	22,001.		
PORTOLAN PILOT LONG ONLY FUND, LP	COST	1,261,869.	1,385,785.		
TOTAL TO FORM 990-PF, PART II, LINE 13		1,314,251.	1,407,786.		

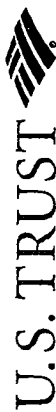
FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JANE W.I. DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	PRESIDENT 1.00	0.	0.	0.
LARRY D. DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	VICE PRESIDENT & TRUSTEE 1.00	0.	0.	0.
ANTONIA M. GRUMBACH 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	SECRETARY & TRUSTEE 1.00	0.	0.	0.
DANA W. HISCOCK 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	ASST. TREASURER & TRUSTEE 1.00	0.	0.	0.
JACK DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
DANIEL WATSON DROPPA 1133 AVENUE OF THE AMERICAS NEW YORK, NY 10036	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

JJ FOUNDATION INC

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss
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Equities

Consumer Discretionary							
700,000	AUTOZONE INC Ticker: AZO	053332102	\$433,377.00 619.110	\$0.00	\$57,537.63 82.197	\$375,839.37	
500,000	BAYER MOTOREN WERK EUR1	5756029#6	54,313.10 108.626	0.00	36,601.71 73.203	17,711.39	
1,500,000	CABELAS INC Ticker: CAB	126804301	79,065.00 52.710	0.00	91,409.10 60.939	-12,344.10	
1,000,000	MCDONALDS CORP Ticker: MCD	580135101	93,700.00 93.700	0.00	85,055.10 85.055	8,644.90	
1,200,000	TIFFANY & CO NEW Ticker: TIF	886547108	128,232.00 106.860	456.00	68,201.34 56.834	60,030.66	
Total Consumer Discretionary			\$788,687.10	\$456.00	\$338,804.88	\$449,882.22	
Consumer Staples							
2,000,000	COCA COLA CO Ticker: KO	191216100	\$84,440.00 42.220	\$0.00	\$53,872.80 26.936	\$30,567.20	

Trade Date

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

J.I. FOUNDATION INC

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss
Equities (cont)							
Consumer Staples (cont)							
700.000	COSTCO WHSL CORP NEW Ticker: COST	22160K105	99,225.00 141.750	0.00	79,776.55 113.967		19,448.45
300.000	CRIMSON WINE GROUP LTD Ticker: CWGL	22662X100	2,850.00 9.500	0.00	1,934.38 6.448		915.62
30.000	LINDT & SPRUENGLI AG COM PARTICIPATION CERTIFICATE ISIN CH0010570767 SWITZERLAND Ticker: LISP SW	5962280#4	148,905.55 4,963.518	0.00	70,668.79 2,355.626		78,236.76
1,200.000	NESTLE SA SPONSORED ADR SWITZERLAND Ticker: NSRGY	641069406	88,099.20 73.416	0.00	43,620.00 36.350		44,479.20
1,500.000	SYSCO CORP Ticker: SY	871829107	59,535.00 39.690	450.00	44,011.35 29.341		15,523.65
	Total Consumer Staples		\$483,054.75	\$450.00	\$293,863.87		\$189,170.88
Energy							
1,080.000	CALIFORNIA RESOURCES CORP Ticker: CRC	130570107	\$5,950.80 5.510	\$0.00	\$1,247.69 1.155		\$4,703.11
2,700.000	CANADIAN NAT RES LTD CANADA Ticker: CNQ	136385101	83,376.00 30.880	517.95	19,629.00 7.270		63,747.00
2,500.000	EXXON MOBIL CORP Ticker: XOM	30231G102	231,125.00 92.450	0.00	103,976.99 41.591		127,148.01
2,700.000	OCCIDENTAL PETE CORP DEL Ticker: OXY	674599105	217,647.00 80.610	1,944.00	34,554.31 12.798		183,092.69
900.000	WORLD FUEL SVCS CORP Ticker: INT	981475106	42,237.00 46.930	33.75	36,665.37 40.739		5,571.63
	Total Energy		\$580,335.80	\$2,495.70	\$196,073.36		\$384,262.44

Trade Date



Bank of America Private Wealth Management

Portfolio Detail

J.I. FOUNDATION INC

Dec. 01, 2014 through Dec. 31, 2014

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss
Equities (cont)						
Financials						
2,000,000	AMERICAN INTL GROUP INC NEW COM Ticker: AIG	026674784	\$112,020.00 56.010	\$0.00	\$69,762.60 34.881	\$42,257.40
1,400,000	BERKSHIRE HATHAWAY INC DEL NEW CLB COM Ticker: BRK B	084670702	210,210.00 150.150	0.00	78,179.64 55.843	132,030.36
1,000,000	CHUBB CORP Ticker: CB	171232101	103,470.00 103.470	500.00	88,708.40 88.708	14,761.60
3,000,000	CIELO SA SPONSORED ADR Ticker: CIOXY	171778202	47,028.00 15.676	0.00	41,280.15 13.760	5,747.85
1,000,000	MASTERCARD INC CL A COM Ticker: MA	576360104	86,160.00 86.160	0.00	19,925.77 19.926	66,234.23
Total Financials			\$558,888.00	\$500.00	\$297,856.56	\$261,031.44
Health Care						
4,000,000	ABBOTT LABS Ticker: ABT	002824100	\$180,080.00 45.020	\$0.00	\$109,707.04 27.427	\$70,372.96
300,000	BECTON DICKINSON & CO Ticker: BDX	075887109	41,748.00 139.160	0.00	21,402.15 71.341	20,345.85
10,000,000	NOVO-NORDISK A S ADR DENMARK Ticker: NVO	670100205	423,200.00 42.320	0.00	50,848.29 5.085	372,351.71
500,000	SIRONA DENTAL SYS INC Ticker: SIRO	82966C103	43,685.00 87.370	0.00	35,191.50 70.383	8,493.50
600,000	WATERS CORP Ticker: WAT	941848103	67,632.00 112.720	0.00	48,367.20 80.612	19,264.80
Total Health Care			\$756,345.00	\$0.00	\$265,516.18	\$490,828.82

Trade Date

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

JJ FOUNDATION INC

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss
Equities (cont)							
Industrials							
600,000	CDK GLOBAL INC Ticker: CDK	12508E101	\$24,456.00 40.760	\$0.00	\$8,764.87 14.608		\$15,691.13
1,500,000	EMERSON ELEC CO Ticker: EMR	291011104	92,595.00 61.730	0.00	65,039.70 43.360		27,555.30
1,300,000	EXPEDITORS INTL WASHINGTON INC Ticker: EXPD	302130109	57,993.00 44.610	0.00	48,225.34 37.096		9,767.66
2,000,000	JACOBS ENGR GROUP INC DEL Ticker: JEC	469814107	89,380.00 44.690	0.00	109,846.32 54.923		-20,466.32
	Total Industrials		\$264,424.00	\$0.00	\$231,876.23		\$32,547.77
Information Technology							
1,800,000	AUTOMATIC DATA PROCESSING INC Ticker: ADP	053015103	\$150,066.00 83.370	\$982.00	\$60,577.52 33.654		\$89,488.48
150,000	GOOGLE INC CLA COM Ticker: GOOGL	38259P508	79,599.00 530.660	0.00	35,777.47 238.516		43,821.53
150,000	GOOGLE INC COM/CLC Ticker: GOOG	38259P706	78,960.00 526.400	0.00	35,663.15 237.754		43,296.85
2,500,000	VERISK ANALYTICS INC CLA COM Ticker: VRSK	92345Y106	160,125.00 64.050	0.00	67,412.30 26.965		92,712.70
	Total Information Technology		\$468,750.00	\$982.00	\$199,430.44		\$269,319.56
Materials							
800,000	PRAXAIR INC Ticker: PX	74005P104	\$103,648.00 129.560	\$0.00	\$76,597.63 95.747		\$27,050.37
	Total Materials		\$103,648.00	\$0.00	\$76,597.63		\$27,050.37
	Total Equities		\$4,004,132.65	\$4,783.70	\$1,900,039.15		\$2,104,093.50



Trade Date

Portfolio Detail

Dec. 01, 2014 through Dec 31, 2014

JJ FOUNDATION INC

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss
Fixed Income						
Investment Grade Taxable						
100,000.000	2015 BERKSHIRE HATHAWAY INC DEL SR UNSEC NT DTD 02/11/10 3.200% DUE 02/11/15 Moody's: AA2 S&P: AA	084670AV0	\$100,286.00 100.286	\$1,244.44	\$102,224.00 102.224	-\$1,938.00
100,000.000	PFIZER INC SR UNSEC NT DTD 03/24/09 5.350% DUE 03/15/15 Moody's: A1 S&P: AA	717081DA8	100,906.00 100.906	1,575.27	109,853.00 109.853	-8,947.00
150,000.000	2018 WELLS FARGO & CO NEW UNSEC MEDIUM TERM SR NT DTD 12/26/12 1.500% DUE 01/16/18 Moody's: A2 S&P: A+	94974BFG0	149,179.50 99.453	1,031.24	145,635.00 97.090	3,544.50
220,230.000	UNITED STATES TREAS NT INFLATION INDEX DTD 07/15/08 1.375% DUE 07/15/18 Moody's: AAA S&P: AAA	912828JE1	230,673.31 104.742	1,398.88	214,629.41 97.457	16,043.90
150,000.000	2023 APPLE INC SR UNSEC NT DTD 05/03/13 2.400% DUE 05/03/23 Moody's: AA1 S&P: AA+	037833AK6	145,800.00 97.200	579.99	133,665.00 89.110	12,135.00
Total Investment Grade Taxable						\$20,838.40
International Developed Bonds						
150,000.000	2019 SHELL INTL FIN B V CO GTD NT NETHERLANDS DTD 09/22/09 4.300% DUE 09/22/19 Moody's: AA1 S&P: AA	822582AJ1	\$164,619.00 109.746	\$1,773.75	\$163,759.50 109.173	\$859.50

Trade Date

Portfolio Detail

Dec. 01, 2014 through Dec. 31, 2014

JJ FOUNDATION INC

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss
Fixed Income (Cont)							
International Developed Bonds (cont)							
100,000.000	2023 DIAGEO CAP PLC SR UNSECD NT 01/29/23@100 UNITED KINGDOM DTD 04/29/13 2.625% DUE 04/29/23 Moody s: A3 S&P: A-	25243YAU3	97,227.00 97.227	452.08	90,505.00 90.505		6,722.00
18,223.235	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	722005220	180,227.79 9.890	301.24	160,000.00 8.780		20,227.79
	Total International Developed Bonds		\$442,073.79	\$2,527.07	\$414,264.50		\$27,809.29
	Total Fixed Income		\$1,168,918.60	\$8,356.89	\$1,120,270.91		\$48,647.69

JI Foundation
 EIN # 13-6149199
 Schedule of Grants Paid
 December 31, 2014

Grantee	Address	Status	Purpose	Recipient Relationship	Amount
American Museum of Natural History	Central Park West at 79th Street NY NY 10024	PC	General Charitable Purposes	N/A	\$ 6,500 00
Center Stage Theater	700 North Calvert Street Baltimore, MD 21202	PC	Capital Campaign	N/A	100,000 00
Center Stage Theater	701 North Calvert Street Baltimore, MD 21202	PC	Annual Fund	N/A	15,000 00
Friends of the National WWII Memorial	921 Pennsylvania Avenue SE, Suite 304 Washington, DC 20003	PC	General Charitable Purposes	N/A	25,000 00
Hamilton College	198 College Hill Road, Clinton, NY 13323	PC	General Charitable Purposes	N/A	20,000 00
Howard Hospital Foundation	5755 Cedar Ln, Columbia, MD 21044	PC	General Charitable Purposes	N/A	1,000 00
John Hopkins Children's Center	750 East Pratt Street, Suite 1726 Baltimore, MD 21202	PC	General Charitable Purposes	N/A	1,000 00
Fund for Johns Hopkins Medicine	550 North Broadway, 7 th Floor, Baltimore, MD 21205	PC	General Charitable Purposes	N/A	2,500 00
Memorial Sloan-Kettering Cancer Center	Box E 1275 York Avenue NY NY 10021	PC	General Charitable Purposes	N/A	1,000 00
Metropolitan Museum of Art	1000 Fifth Avenue NY NY 10128	PC	General Charitable Purposes	N/A	5,000 00
Metropolitan Opera	Lincoln Center NY NY 10023	PC	General Charitable Purposes	N/A	15,000 00
National Aquarium	111 Market Place, Suite 800, Baltimore MD 21202	PC	Capital Campaign	N/A	75,000 00
National Aquarium	111 Market Place, Suite 800, Baltimore MD 21202	PC	Annual Fund	N/A	10,000 00
The Damon Runyon Cancer Research Foundation	One Exchange Plaza 55 Broadway, Suite 302 NY NY 10006	PC	General Charitable Purposes	N/A	1,000 00
US Ski & Snowboard Foundation	PO Box 100 1500 Keams Blvd Park City, Utah 84060	PC	General Charitable Purposes	N/A	1,000 00
Total Contributions, Gifts, Grants Paid					\$ 279,000 00

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions JI FOUNDATION, INC. C/O PATTERSON BELKNAP WEBB & TYLER LLP	Employer identification number (EIN) or 13-6149199
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 1133 AVENUE OF THE AMERICAS	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036-6710	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PATTERSON BELKNAP WEBB & TYLER LLP

- The books are in the care of ▶ **1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**
Telephone No ▶ **212-336-2000** Fax No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2014** or
▶ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	11,218.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,218.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed). Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. JI FOUNDATION, INC.	Employer identification number (EIN) or 13-6149199
	C/O PATTERSON BELKNAP WEBB & TYLER LLP	Social security number (SSN)
	Number, street, and room or suite no. If a P.O. box, see instructions 1133 AVENUE OF THE AMERICAS	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10036-6710	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

PATTERSON BELKNAP WEBB & TYLER LLP

- The books are in the care of **1133 AVENUE OF THE AMERICAS - NEW YORK, NY 10036-6710**
Telephone No **212-336-2000** Fax No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015.**
- 5 For calendar year **2014**, or other tax year beginning _____, and ending _____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	\$	11,218.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	11,218.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature *Karen M. Bertz* Title **CPA** Date **8/10/15**
Form 8868 (Rev. 1-2014)