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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 JOLIE-PITT FOUNDATION | | A Employer identification number 20-5176706 |
| Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD | | B Telephone number (see instructions) (800) 839-1754 |
| 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 <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,500,364. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | | |

| 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | | 1,102,676. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | | |
| 3 Interest on savings and temporary cash investments | | 11,396. | 11,396. | | |
| 4 Dividends and interest from securities | | | | | |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | | | | |
| b Gross sales price for all assets on line 6a | | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 0 | | |
| 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 | | 3,966,964. | 3,961,140. | 5,824. | |
| 12 Total. Add lines 1 through 11 | | 5,081,036. | 3,972,536. | 5,824. | |
| 13 Compensation of officers, directors, trustees, etc | | 0 | | | |
| 14 Other employee salaries and wages | | 493,675. | | | 493,675. |
| 15 Pension plans, employee benefits | | 46,333. | | | 46,333. |
| 16a Legal fees (attach schedule) ATCH 2 | | 4,903. | 605. | | 4,298. |
| b Accounting fees (attach schedule) | | | | | |
| c Other professional fees (attach schedule) [3] | | 83,614. | | | 83,614. |
| 17 Interest | | | | | |
| 18 Taxes (attach schedule) (see instructions) | | | | | |
| 19 Depreciation (attach schedule) and depletion | | 14,850. | | | |
| 20 Occupancy | | 30,688. | | | 30,688. |
| 21 Travel, conferences, and meetings | | 47,855. | | | 47,855. |
| 22 Printing and publications | | 8,899. | | | 8,899. |
| 23 Other expenses (attach schedule) ATCH 4 | | 232,272. | 1,627. | 5,824. | 224,821. |
| 24 Total Operating and administrative expenses. Add lines 13 through 23 | | 963,089. | 2,232. | 5,824. | 940,183. |
| 25 Contributions, gifts, grants paid | | 1,426,022. | | | 1,426,022. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 2,389,111. | 2,232. | 5,824. | 2,366,205. |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | | 2,691,925. | | | |
| b Net investment income (if negative, enter -0-) | | | 3,970,304. | | |
| 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 | | 1,697,278. | 4,394,350. | 4,394,350. |
| | 3 | Accounts receivable ▶ 4,378. | | | | |
| | | Less allowance for doubtful accounts ▶ | | 5,814. | 4,378. | 4,378. |
| | 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 | | 3,943. | 1,569. | 1,569. |
| | 10 a | Investments - U S and state government obligations (attach schedule) . | | | | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation ▶ (attach schedule) | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) ATCH 5 | | | 20,000. | 50,000. | |
| 14 | Land, buildings, and equipment basis ▶ 106,215. | | | | | |
| | Less accumulated depreciation ▶ (attach schedule) 56,148. | | 61,847. | 50,067. | ATCH 6 50,067. | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | 1,768,882. | 4,470,364. | 4,500,364. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 4,848. | 14,406. | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons . | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 4,848. | 14,406. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here, ▶ <input type="checkbox"/> | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> | | | | | |
| | 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 . . | | 1,764,033. | 4,455,958. | |
| 30 | Total net assets or fund balances (see instructions) | | 1,764,033. | 4,455,958. | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 1,768,881. | 4,470,364. | | |

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 | 1,764,033. |
| 2 | Enter amount from Part I, line 27a | 2 | 2,691,925. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 4,455,958. |
| 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 | 4,455,958. |

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 | | | | | |
| 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| 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 | | |
| 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 | | |

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 | 2,245,953. | 1,620,655. | 1.385830 |
| 2012 | 3,073,964. | 3,585,024. | 0.857446 |
| 2011 | 3,291,290. | 4,901,966. | 0.671422 |
| 2010 | 3,339,343. | 4,570,931. | 0.730561 |
| 2009 | 5,945,495. | 8,900,733. | 0.667978 |
| 2 Total of line 1, column (d) | | | 2 4.313237 |
| 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 0.862647 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | | | 4 2,272,934. |
| 5 Multiply line 4 by line 3 | | | 5 1,960,740. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 39,703. |
| 7 Add lines 5 and 6 | | | 7 2,000,443. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 2,369,275. |

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

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

| | | | |
|----|---|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | 1 | 39,703. |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | |
| 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 | 39,703. |
| 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 | 39,703. |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 890. |
| b | Exempt foreign organizations - tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 39,200. |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 40,090. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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 | 387. |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax ▶ 387. Refunded ▶ | 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? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <u>ATTCH 7</u> 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) ▶ CA, DE, _____ | | |
| 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? Website address N/A | 13 | X | |
| 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 <input type="checkbox"/> 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? 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 CAMBODIA | 16 | 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.

| | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | 1b | |
| 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? <input type="checkbox"/> | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> | 2b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> | 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? <input type="checkbox"/> | 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** ☒ X

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 **ATCH 8**

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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** ☒ X

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 9 | | 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 |
|---|---|------------------|---|---------------------------------------|
| ATCH 10 | | 256,667. | 5,133. | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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 |
|---|---------------------|------------------|
| ATCH 11 | | 77,864. |
| | | |
| | | |
| | | |
| | | |

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 SEE ATTACHED | |
| | 645,168. |
| 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 | |
| b | Average of monthly cash balances | 1b | 2,293,163. |
| c | Fair market value of all other assets (see instructions). | 1c | 14,384. |
| d | Total (add lines 1a, b, and c) | 1d | 2,307,547. |
| 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 | 2,307,547. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 34,613. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 2,272,934. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 113,647. |

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 | 113,647. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 | 2a | 39,703. |
| b | Income tax for 2014. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 39,703. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 73,944. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 73,944. |
| 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 | 73,944. |

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 | 2,366,205. |
| 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 | 3,070. |
| 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 | 2,369,275. |
| 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 | 39,703. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,329,572. |

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 | | | | 73,944. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | | |
| b Total for prior years 20 12 , 20 11 , 20 10 | | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009 | 5,500,133. | | | |
| b From 2010 | 3,110,796. | | | |
| c From 2011 | 3,046,497. | | | |
| d From 2012 | 2,895,121. | | | |
| e From 2013 | 2,164,170. | | | |
| f Total of lines 3a through e | 16,716,717. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,369,275. | | | | |
| a Applied to 2013, but not more than line 2a | | | | |
| 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 | | | | 73,944. |
| e Remaining amount distributed out of corpus | 2,295,331. | | | |
| 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: | 19,012,048. | | | |
| 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 | | | | |
| 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) | 5,500,133. | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 13,511,915. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010 | 3,110,796. | | | |
| b Excess from 2011 | 3,046,497. | | | |
| c Excess from 2012 | 2,895,121. | | | |
| d Excess from 2013 | 2,164,170. | | | |
| e Excess from 2014 | 2,295,331. | | | |

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)(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))

ATTACHMENT 12

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 | 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 ATCH 13 | | | | |
| Total | | | ▶ 3a | 1,426,022. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| f | _____ | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | 14 | 11,396. | |
| 4 | Dividends and interest from securities | | | | | |
| 5 | Net rental income or (loss) from real estate | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property . | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 | Net income or (loss) from special events . . . | | | | | |
| 10 | Gross profit or (loss) from sales of inventory . . | | | | | |
| 11 | Other revenue a _____ | | | | | |
| b | ATCH 14 _____ | | | | 3,961,140. | 5,824. |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | 3,972,536. | 5,824. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 3,978,360. | |

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

| | | | | | |
|-------------------------------|---|------------------------|------------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | JEFFREY D HASKELL | JEFFREY D HASKELL | 11/04/2015 | | P01345770 |
| | Firm's name ▶ FOUNDATION SOURCE | Firm's EIN ▶ 510398347 | | | |
| | Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 | Phone no 8008391754 | | | |

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **JOLIE-PITT FOUNDATION**Employer identification number
20-5176706**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | BRIARCLIFF TRUST 9100 WILSHIRE, STE 1000 W BEVERLY HILLS, CA 90212 | \$ 387,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 2 | PITT, BRAD 9100 WILSHIRE, STE 1000 W BEVERLY HILLS, CA 90212 | \$ 38,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 3 | THE ANGELINA JOLIE FAMILY TRUST 1990 SOUTH BUNDY DR, STE 200 LOS ANGELES, CA 90025 | \$ 575,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 4 | ASPREY HOLDINGS LTD 167 NEW BOND STREET WIS 4AY LONDON UNITED KINGDOM | \$ 26,975. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 5 | AUSTRALIAN CENTER FOR INTL AG RESEARCH 38 THYME STREET FERN HILL PARK AUSTRALIA | \$ 63,407. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| 6 | NATIONAL HEALTH SERVICES SOUTHERN HOUSE, OTTERBOURNE S021 2RU WINCHESTER HAMPSHIRE UNITED KINGDOM | \$ 8,293. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Name of organization JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| --- | ----- ----- ----- ----- | \$ ----- | ----- |

Name of organization **JOLIE-PITT FOUNDATION**

Employer identification number

20-5176706

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|---|-------------------------|--|
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| ----- | ----- ----- ----- | ----- ----- ----- | ----- ----- ----- |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|-----------------------|---|-----------------------------|---------------------------|
| ROYALTIES | 3,961,140. | 3,961,140. | 5,824. |
| OTHER PROGRAM REVENUE | 5,824. | | |
| TOTALS | <u>3,966,964.</u> | <u>3,961,140.</u> | <u>5,824.</u> |

ATTACHMENT 2FORM 990PF, PART I - LEGAL 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> |
|-----------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| GENERAL CONSULTATIONS | 4,903. | 605. | | 4,298. |
| TOTALS | <u>4,903.</u> | <u>605.</u> | | <u>4,298.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>CHARITABLE PURPOSES</u> |
|---------------------------|---|--------------------------------|
| PHILANTHROPIC CONSULTANT | 77,864. | 77,864. |
| LIBYA LEGAL FELLOWS | 3,000. | 3,000. |
| TRANSPORTATION CONSULTANT | 2,750. | 2,750. |
| TOTALS | <u>83,614.</u> | <u>83,614.</u> |

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-------------------------------|---|-----------------------------|---------------------------|------------------------|
| ADMINISTRATIVE FEES | 10,069. | | | 10,069. |
| BANK AND OTHER FEES | 2,727. | | | 1,100. |
| PAYROLL PROCESSING FEES | 2,747. | 1,627. | | 2,747. |
| STATE OR LOCAL FILING FEES | 1,275. | | | 1,275. |
| OFFICE SUPPLIES | 36,046. | | | 36,046. |
| EQUIPMENT/REPAIRS/MAINTENANCE | 21,642. | | | 21,642. |
| TELEPHONE/INTERNET/FAX | 12,710. | | | 12,710. |
| POSTAGE | 531. | | | 531. |
| INSURANCE | 4,562. | | | 4,562. |
| LOCAL EMPLOYEE PROGRAMS | 21,562. | | | 21,562. |
| GOVT SUPPORT/CONSERVATION | 739. | | | 739. |
| LIVESTOCK/AGRONOMY EXPENSES | 8,105. | | 5,824. | 2,281. |
| CONSERVATION FIELD OPERATIONS | 12,738. | | | 12,738. |
| OTHER PROGRAM EXPENSES | 9,035. | | | 9,035. |
| SCHOOL PROGRAMS | 25,703. | | | 25,703. |
| HEALTHCARE POST OPERATIONAL | 12,126. | | | 12,126. |
| HEALTHCARE CENTRE OPERATIONS | 45,152. | | | 45,152. |
| WOMEN SELF EMPOWERMENT | 4,803. | | | 4,803. |
| TOTALS | <u>232,272.</u> | <u>1,627.</u> | <u>5,824.</u> | <u>224,821.</u> |

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------|------------------------------|-----------------------|
| WEDDING PHOTOS | 20,000. | 50,000. |
| TOTALS | <u>20,000.</u> | <u>50,000.</u> |

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 6

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

| ASSET DESCRIPTION | METHOD/ CLASS | FIXED ASSET DETAIL | | | ACCUMULATED DEPRECIATION DETAIL | | |
|-------------------|------------------|----------------------|-----------|-----------|---------------------------------|-----------|-------------------|
| | | BEGINNING BALANCE | ADDITIONS | DISPOSALS | ENDING BALANCE | ADDITIONS | ENDING BALANCE |
| AUTOMOBILES | SL | 65,380. | | | 24,408. | 8,207. | 32,615. |
| EQUIPMENT/FURN | SL | 37,765 | | | 16,890. | 6,336. | 23,226. |
| AUTOMOBILE | SL | | 3,070. | | | 307. | 307. |
| TOTALS | | <u>103,145</u> | | | <u>41,298</u> | | <u>56,148</u> |

ATTACHMENT 7FORM 990PF, PART VII-A - LIQUIDATION, TERMINATION, ETC. STATEMENT

THIS STATEMENT IS SUBMITTED TO REPORT THE DISTRIBUTION OF CERTAIN ASSETS DURING THE ABOVE REFERENCED YEAR. THE DISTRIBUTIONS RESULTED IN A SUBSTANTIAL CONTRACTION OF ASSETS.

THE FOLLOWING INFORMATION IS SUBMITTED IN ACCORDANCE WITH TREASURY REGULATION SECTION 1.6043-3(A)(1) AND THE FORM 990-PF INSTRUCTIONS:

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2014, THE FOUNDATION MADE DISTRIBUTIONS FROM ASSETS FROM SOURCES OTHER THAN CURRENT INCOME. COLLECTIVELY, THE DISTRIBUTIONS IN EXCESS OF CURRENT INCOME TOTALED \$1,426,022. THIS AMOUNT REPRESENTS OVER 25% OF THE FOUNDATION'S NET ASSETS OF \$1,768,881 (AS MEASURED BY FAIR MARKET VALUE) AT THE BEGINNING OF THE FOUNDATION'S TAXABLE YEAR ENDING DECEMBER 31, 2014. ALTHOUGH THE FOUNDATION TECHNICALLY EXPERIENCED A "SUBSTANTIAL CONTRACTION, IT WILL CONTINUE IN EXISTENCE AND HAS NO PLANS FOR DISSOLUTION.

THE FOUNDATION MADE DISTRIBUTIONS OF CASH TO THE GRANTEEES LISTED IN THE ATTACHMENT TO PART XV, LINE 3A; EACH SUCH GRANT WAS MADE SOLELY FOR THE CHARITABLE PURPOSE SPECIFIED THEREIN.

ATTACHMENT 8FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 05/02/2014
GRANT AMOUNT: 100,000.
GRANT PURPOSE: WILDLIFE CONSERVATION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: REPORT EXPECTED IN 2015
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 02/07/2014
GRANT AMOUNT: 310,000.
GRANT PURPOSE: WILDLIFE CONSERVATION
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: REPORT EXPECTED IN 2015
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNI
GRANTEE'S ADDRESS: CEKALUSA 14 71000
CITY, STATE & ZIP: SARAJEVO BIH
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA
GRANT DATE: 09/04/2014
GRANT AMOUNT: 5,000.
GRANT PURPOSE: TO SUPPORT THE CHILDREN'S CREATIVE LAB PROJECT.
AMOUNT EXPENDED: 8.
ANY DIVERSION? NO
DATES OF REPORTS: 5/31/15
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: ACADEMY OF PERFORMING ARTS SARAJEVO
GRANTEE'S ADDRESS: OBALA KULINA BANA 11
CITY, STATE & ZIP: SARAJEVO
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA
GRANT DATE: 09/20/2012
GRANT AMOUNT: 20,000.
GRANT PURPOSE: CLASSROOM EQUIPMENT FOR USE BY THE DEPARTMENT OF ACTING
AMOUNT EXPENDED:

CONT'D ON NEXT PAGE

ATTACHMENT 8 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

ANY DIVERSION? NO
DATES OF REPORTS: 5/15/2013, 4/10/2014 AND 6/8/15
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNI
GRANTEE'S ADDRESS: CEKALUSA 14 71000
CITY, STATE & ZIP: SARAJEVO BIH
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA
GRANT DATE: 09/07/2012
GRANT AMOUNT: 15,000.
GRANT PURPOSE: TO SUPPORT THE LIVE SHOW PROJECT
AMOUNT EXPENDED: 15,000.
ANY DIVERSION? NO
DATES OF REPORTS: 5/27/13 AND 4/16/14
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: LAWYERS FOR JUSTICE IN LIBYA
GRANTEE'S ADDRESS: 6-7 HATTON GARDEN, 3RD FLOOR EC1N 8AD
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM
GRANT DATE: 10/22/2012
GRANT AMOUNT: 74,525.
GRANT PURPOSE: TO SUPPORT DESTOORI AND JOLIE LEGAL FELLOW PROJECT.
AMOUNT EXPENDED: 74,525.
ANY DIVERSION? NO
DATES OF REPORTS: 5/30/14 AND 2/10/15
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/26/2011
GRANT AMOUNT: 309,976.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA
AMOUNT EXPENDED: 309,976.
ANY DIVERSION? NO
DATES OF REPORTS: 11/7/2012, 9/10/2013, 8/1/14 AND 3/19/15
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

CONT'D ON NEXT PAGE

ATTACHMENT 8 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/29/2013
GRANT AMOUNT: 100,000.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA.
AMOUNT EXPENDED: 98,613.
ANY DIVERSION? NO
DATES OF REPORTS: 08/01/14
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

JOLIE-PITT FOUNDATION

20-5176706

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

ATTACHMENT 9

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

TERRY BIRD
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
VP 1.00

WARREN GRANT
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
VP 1.00

ANGELINA JOLIE
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
CO- PRES / DIR 1.00

BRAD PITT
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
CO- PRES / DIR / SEC 1.00

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 10

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> |
|--|---|---------------------|--|
| STEPHAN BOGNAR 117 MAIN ST SEYMOUR, CT 06483 | CEO MJP FD LLC 40.00 | 106,667. | |
| CAMERON SINCLAIR 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809 | EXECUTIVE DIRECTOR 40.00 | 150,000. | 5,133. |
| | TOTAL COMPENSATION | <u>256,667.</u> | <u>5,133.</u> |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| BOB MARTIN HOUSE 120 GROUP #6 02352 PREK PREAH SDACH VILLAGE/COMMUNE BATTAMBANG CAMBODIA | PHILANTHROPIC | 77,864. |
| TOTAL COMPENSATION | | <u>77,864.</u> |

Part IX-A (990-PF) – Summary of Direct Charitable Activities

In 2003, Ms. Angelina Jolie (in conjunction with WildAid) launched a project dedicated to the conservation of one of Cambodia's largest green belts (Cardamom Mountains) located in Battambang and Pailin provinces. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area), the last intact primary forest in the region, hosting endangered species and the watershed for almost one million people. As more resources became available, MJP's operations expanded into other areas such as rural healthcare, education, gender empowerment, micro-credits, community forestry schemes, and park management. In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation, which continues to support the MJP Foundation in Cambodia.

2014 Accomplishments

\$639,418

Agriculture: Achieving food security and nutritional well-being has been central to MJP's poverty alleviation programme in Samlout. In 2014, MJP continued its partnership with the Australian Centre for International Agricultural Research (ACIAR) in the "Crops & Cows" project. The project focused on the application of Conservation Agriculture principles such as, mulching crop residues on the soil surface to show how to dramatically increase crop yields and reduce the risk of crop failure due to drought. It is "Climate Smart" agriculture that, when adopted by small-scale farmers, will reduce the impact of climate shocks on livelihoods. The project also focused on setting up farmer cattle schools across the region.

Education: In 2014, MJP continued to work with 1 ECCD class with 29 children (16 girls and 13 boys), 3 kindergarten classes with 178 children (86 girls and 92 boys), 4 primary schools with 791 students (395 girls and 396 boys), and 2 lower secondary schools with 141 students (86 girls and 75 boys). School programmes included The Sophy Project (school gardens, integrated pesticide management and nutrition), community sport clubs, school libraries and reading clubs and literacy classes, eco-ranger clubs, and learning materials.

Health: In 2014, MJP continued to provide hands-on interactive training sessions, service improvement, and clinical interventions at two MJP-Cambodian Government health facilities: Kampong Touk Health Post and Boeng Run Health Centre. The primary focus of MJP's rural healthcare programme is to improve the quality of health care services in the region to reduce child mortality and morbidity, improve maternal health, and combat HIV/AIDS, malaria and other diseases. In 2014, the Bueng Run Health Centre (BRHC) treated 8,216 outpatients, with an average of 684 cases per month. The Kampong Touk Health Post (KTHP), MJP's smaller, sister health facility, received 4,261 OPD cases, with an average of 355 cases per month. Other health initiatives conducted by MJP included the Baby Friendly Community Initiative (BFCI), Emergency Food Package to vulnerable families, S-WASH (Samlout Water and Hygiene Project), Family Planning, Mobiles Uniting Mothers, Outreach Clinics in 9 villages, and other health-related topics such as maternal care and women and well-being.

Micro-credit: MJP understands the importance of business approaches to produce economic and social change. To support and expand the economic participation of low-income households in Samlout, MJP created the Micro-Credit Plus Project in 2009. The project provides support to the development of small, family-owned businesses that will generate additional income to improve household savings. From 2009-2013, MJP worked in 7 key villages and created 34 village-based micro-credit and savings groups. In 2014, MJP created an additional 3 micro-credit and saving groups with 30 members. Today, there are 37 micro-credit and saving groups with 375 members. MJP provided loans worth \$51,254 USD to 312 members with an average loan of \$164 USD per member. The project focused on the following key activities: small business and financial management training, micro-credit guidelines training and monitoring and evaluation of the village based micro credit groups.

Natural Resource Management: In 2014, MJP continued to work with its existing 11 CF (community forestry) sites in Samlout. The project recruited 40 community volunteer rangers and provided them with in-class and in-field training to enable them to conduct safe and effective patrols on their respective sites. After receiving training, the volunteer rangers conducted 75 field patrols, resulting in the cessation of 15 cases of illegal land encroachment and the confiscation of illegal equipment. In 2014, the NRM team conducted a Samlout Buddhist monk survey targeting 10 pagodas located in CF target communities. As a result, 28 monks were recruited to create special teams. The NRM team continued to support the Community Tree Nursery project and produced maps of the CF site.

Conservation: Law enforcement continues to be one of the main tools used to protect and conserve the natural resources in Samlout. In 2014, the trafficking of kronghung (rosewood) in the Samlout region from Thailand continued to present great challenges. Illegal land encroachment (257 ha) inside the protected area (Pailin sector) increased as local villagers took advantage of the Cambodian Government's 2012 land titling project which commenced in June 2012. MJP supported conservation teams (C-WET) patrolled regardless of terrain, climate or season. In 2014, C-WET conducted 841 patrols and confiscated 14 axes/knives, 24 chainsaws, 3 grasscutters, 19 08m3 of grade 1 and 3 timber, 3 motos, 1 power trailer, 822 snares, 3 homemade guns, 2 electric shock fishing equipment, and 1 motorbike. MJP also helped to dismantle 3 illegal gem mining operations in Samlout Protected Area.

Gender Equity: In June 2010, MJP established the Samlout Women's Advisory Committee (WAC) to empower and promote the rights of women/girls in the region through various vocational skills training and business activities that can improve their socio-economic status at home and in the greater community. MJP also constructed a centre or a multifunctional building for community meetings, workshops, vocational skills training, and for other activities or events to promote the well-being of women in the region. In 2014, the project continued to work with WAC on its successful Samlout wild honey business, which processed 655 litres of honey for a profit of almost USD \$1,000 and a silkworm project for local vulnerable women, the selected women received training on silkworm yarn reeling in Siem Reap and collected 4 5kg of cocoons to produce the silk.

The project also continued to conduct awareness campaigns on women's rights through various activities. For example, 2 awareness workshops of "Peaceful Mind" with Buddhist monks were held to prevent and end violence against women and girls in Samlout. In October, a three-day workshop on Theatre for Development in Samlout was held at the Women's Centre to help women process and express their feelings on domestic violence.

Jolie Legal Fellows Program

Libya \$3,000
In 2014, the Foundation continued its focus on enhancing the rule of law in Libya through the Jolie Legal Fellowship Program – Libya to support civil society and the Government of Libya as it embarks on the process of establishing a modern, democratic state.

Haiti \$2,750
In 2014, the Jolie Legal Fellow ("Fellow") in Haiti continued support of the Government of Haiti's child protection efforts by working with the Institut du BienEtre Social et de Recherches (IBESR) under the direction of Minister Arielle Jeanty Villedrouin and her staff. The Fellow assists in program development, support and implementation in an effort to strengthen the capacity of local institutions and colleagues.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANGELINA JOLIE
BRAD PITT

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

| <u>RECIPIENT NAME AND ADDRESS</u> | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u> AND <u>FOUNDATION STATUS OF RECIPIENT</u> | | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|---|--|--|---|---------------|
| | | | | |
| AMERICAN NATIONAL RED CROSS 8550 ARLINGTON BLVD FAIRFAX, VA 22031 | N/A PC | | THIS GRANT IS DESIGNATED FOR DIRECT USE BY THE RED CROSS SOCIETY OF BOSNIA AND HERZEGOVINA AND THE RED CROSS OF SERBIA FOR THE 2014 FLOODING. | 50,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE CONSTRUCTION OF THE ZAHARA CLINIC IN ETHIOPIA. | 300,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE MADDOX CHIVAN CLINIC IN CAMBODIA | 75,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE CONSTRUCTION OF THE ZAHARA CLINIC IN ETHIOPIA. | 200,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE MADDOX CHIVAN CLINIC IN CAMBODIA | 75,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE ZAHARA CLINIC IN ETHIOPIA AND SPECIFICALLY TO COVER SALARIES. | 75,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|--|---|-------------------|
| | | | | |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE CONSTRUCTION OF THE ZAHARA CLINIC IN ETHIOPIA. | 201,000. |
| GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BOSTON, MA 02115 | N/A PC | | IN SUPPORT OF THE ZAHARA CLINIC IN ETHIOPIA | 15,022. |
| N/A/AN KU SE FOUNDATION PO BOX 99292 WINDHOEK NAMIBIA | N/A NC | | EXPENDITURE RESPONSIBILITY GRANT | 410,000. |
| UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNICKE DJELAT CEKALUSA 14 71000 SARAJEVO BOSNIA AND HERZEGOVINA | N/A NC | | EXPENDITURE RESPONSIBILITY GRANT | 5,000. |
| VICTORY BOYS CAMP INC 18242 CALVERT ST TARZANA, CA 91335 | N/A PC | | GENERAL & UNRESTRICTED | 20,000. |
| TOTAL CONTRIBUTIONS PAID | | | | <u>1,426,022.</u> |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | RELATED OR EXEMPT FUNCTION INCOME | |
|----------------------|------------------|--------|-------------------|--------------------------------------|---------------|
| | | | | AMOUNT | |
| ROYALTIES | | | | | |
| OTHER PROGRAM INCOME | | | 15 | 3,961,140. | 5,824. |
| TOTALS | | | | <u>3,961,140.</u> | <u>5,824.</u> |