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**Return of Private Foundation**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: **PROJECT PERICLES INC.**

Number and street (or P O box number if mail is not delivered to street address): **551 FIFTH AVENUE**

Room/suite: **1910**

City or town, state or province, country, and ZIP or foreign postal code: **NEW YORK, NY 10176-0899**

A Employer identification number: **13-4097541**

B Telephone number: **212-986-4496**

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 126,719.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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)
Revenue	1 Contributions, gifts, grants, etc., received	537,602.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	107.	107.	107.	STATEMENT 1
	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			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		537,709.	107.	107.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	170,224.	0.	0.	170,224.
	14 Other employee salaries and wages	131,464.	0.	0.	131,464.
	15 Pension plans, employee benefits	12,121.	0.	0.	12,121.
	16a Legal fees				
	b Accounting fees STMT 2	10,360.	0.	0.	10,360.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	19,780.	0.	0.	19,780.
	19 Depreciation and depletion	729.	0.	0.	
	20 Occupancy	68,878.	0.	0.	68,878.
	21 Travel, conferences, and meetings	14,878.	0.	0.	14,878.
	22 Printing and publications	45.	0.	0.	45.
	23 Other expenses STMT 4	52,122.	107.	107.	52,015.
	24 Total operating and administrative expenses. Add lines 13 through 23	480,601.	107.	107.	479,765.
	25 Contributions, gifts, grants paid	3,500.			3,500.
26 Total expenses and disbursements. Add lines 24 and 25	484,101.	107.	107.	483,265.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	53,608.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			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	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17,068.	58,117.	58,117.
	2 Savings and temporary cash investments	28,483.	43,890.	43,890.
	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	5,215.	6,337.	6,337.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis	14,235.			
Less accumulated depreciation	13,518.	903.	717.	
15 Other assets (describe <b>SECURITY DEPOSITS</b> )		20,320.	17,658.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		71,989.	126,719.	
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 type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29 Retained earnings, accumulated income, endowment, or other funds		71,989.	126,719.	
30 Total net assets or fund balances		71,989.	126,719.	
31 Total liabilities and net assets/fund balances		71,989.	126,719.	

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	71,989.
2 Enter amount from Part I, line 27a	2	53,608.
3 Other increases not included in line 2 (itemize) <b>SEE STATEMENT 5</b>	3	1,122.
4 Add lines 1, 2, and 3	4	126,719.
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	126,719.

**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	NONE		
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
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). 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))
2014	528,660.	158,027.	3.345378
2013	498,774.	113,594.	4.390848
2012	498,010.	71,684.	6.947296
2011	404,598.	96,484.	4.193421
2010	427,770.	72,325.	5.914552

2 Total of line 1, column (d)	2	24.791495
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	4.958299
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	177,761.
5 Multiply line 4 by line 3	5	881,392.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	881,392.
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	483,265.

**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	0.
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	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	0.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A: Statements Regarding Activities (continued)

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

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

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

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

**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)?

Organizations relying on a current notice regarding disaster assistance check here

5b X

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

N/A

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

If "Yes" to 6b, file Form 8870.

6b X

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		170,225.	6,808.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GARRET BATTEN 551 FIFTH AVENUE, NEW YORK, NY 10176	ASSISTANT DIRECTOR 40.00	82,805.	3,375.	0.

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Rows 1-4 contain 'SEE STATEMENT 7', 'SEE STATEMENT 8', and 'SEE STATEMENT 9' with corresponding expense amounts.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'. Total amount for lines 1-3 is 0.

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	180,468.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	180,468.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	180,468.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,707.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	177,761.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,888.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	483,265.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	483,265.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	483,265.

**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)

N/A

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015.				
a Enter amount for 2014 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$				
a Applied to 2014, 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 2015 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

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 2015, enter the date of the ruling 05/10/00

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				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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	0.	0.	0.	0.	0.
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	483,265.	528,660.	498,774.	498,010.	2,008,709.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	483,265.	528,660.	498,774.	498,010.	2,008,709.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets	126,719.	71,989.	92,179.	79,990.	370,877.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	5,925.	5,267.	3,787.	2,389.	17,368.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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)				
<b>a Paid during the year</b>				
CARLETON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55057		PUBLIC	D4D STUDENT COMPETITION	500.
BATES COLLEGE 161-163 WOOD STREET LEWISTON, ME 04240		PUBLIC	D4D STUDENT COMPETITION	500.
ELON UNIVERSITY 100 CAMPUS DRIVE ELON, NC 27244		PUBLIC	CREATING COHESIVE PATHS MINI-GRANT	1,500.
MACALESTER COLLEGE 1500 GRAND AVENUE ST. PAUL, MN 55105		PUBLIC	D4D STUDENT COMPETITION	500.
OCCIDENTIAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041		PUBLIC	D4D STUDENT COMPETITION	500.
<b>Total</b>			<b>▶ 3a</b>	<b>3,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' in column (c).

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' in column (a).

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5.11.16 Title: EXECUTIVE DIRECTOR

Paid Preparer Use Only Print/Type preparer's name: JOANNE M. JOHNSON, CPA Preparer's signature: [Signature] Date: 5/10/16 Check [ ] if self-employed PTIN: P00058450 Firm's name: PERELSON WEINER LLP Firm's EIN: 13-3791592 Firm's address: ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017-2286 Phone no. 212-605-3100

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ 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](http://www.irs.gov/form990).

OMB No 1545-0047

**2015**

Name of the organization

PROJECT PERICLES INC.

Employer identification number

13-4097541

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 foundation

Check 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 for 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

**PROJECT PERICLES INC.**

**13-4097541**

**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	EUGENE M. LANG FOUNDATION 912 FIFTH AVENUE, ROOM 4B NEW YORK, NY 10021	\$ 275,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	TEAGLE FOUNDATION 570 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 77,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	CARNEGIE CORPORATION OF NEW YORK 437 MADISON AVENUE NEW YORK, NY 10022	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	SPENCER FOUNDATION 625 N MICHIGAN AVENUE CHICAGO, IL 60611	\$ 41,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	BRINGING THEORY TO PRACTICE 1818 R STREET NW WASHINGTON, DC 20009	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>PROJECT PERICLES INC.</b>	Employer identification number <b>13-4097541</b>
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**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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization

Employer identification number

**PROJECT PERICLES INC.**

**13-4097541**

**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 info once) ▶ \$ \_\_\_\_\_  
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

(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

(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

(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

## 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
JPMORGAN CHASE - SAVINGS	107.	107.	107.
TOTAL TO PART I, LINE 3	107.	107.	107.

## FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,360.	0.	0.	10,360.
TO FORM 990-PF, PG 1, LN 16B	10,360.	0.	0.	10,360.

## FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	19,780.	0.	0.	19,780.
TO FORM 990-PF, PG 1, LN 18	19,780.	0.	0.	19,780.

## FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	5,898.	0.	0.	5,898.
STATIONARY & SUPPLIES	540.	0.	0.	540.
WEBSITE & INTERNET	18.	0.	0.	18.
TELEPHONE	3,572.	0.	0.	3,572.
POSTAGE	1,006.	0.	0.	1,006.
MISCELLANEOUS	1,264.	107.	107.	1,157.
PAYROLL PROCESSING	1,144.	0.	0.	1,144.

MEMBERSHIP, DUES AND SUBSCRIPTIONS	1,501.	0.	0.	1,501.
MAINTENANCE	346.	0.	0.	346.
D4D CONFERENCE	24,598.	0.	0.	24,598.
D4D ON THE ROAD WORKSHOPS	8,035.	0.	0.	8,035.
CURRICULUM DEVELOPMENT	4,200.	0.	0.	4,200.
TO FORM 990-PF, PG 1, LN 23	52,122.	107.	107.	52,015.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
PREPAID EXPENSES INCLUDED ON CASH BASIS RETURN	1,122.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,122.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIBUTION	PLAN EXPENSE ACCOUNT
JAN R LISS PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	EXECUTIVE DIRECTOR 40.00	170,225.	6,808.	0.
ALISON R BERNSTEIN RUTGERS UNIVERSITY, 162 RYDERS LANE NEW BRUNSWICK, NJ 08901	TREASURER 0.00	0.	0.	0.
DAVID A CAPUTO PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	DIRECTOR 0.00	0.	0.	0.
JANET S DICKERSON PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	DIRECTOR 0.00	0.	0.	0.

RICHARD EKMAN COUNCIL OF INDEPENDENT COLLEGES, ONE DUPONT CIRCLE, SUITE 320 WASHINGTON, DC 20036	VICE CHAIR 0.00	0.	0.	0.
NEIL R GRABOIS PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	CHAIR 0.00	0.	0.	0.
LEO M LAMBERT ELON UNIVERSITY, 2185 CAMPUS BOX ELON, NC 27244	DIRECTOR 0.00	0.	0.	0.
ARTHUR LEVINE WOODROW WILSON NATL FELLOWSHIP FDN, PO BOX 5281 PRINCETON, NJ 08543	DIRECTOR 0.00	0.	0.	0.
MICHAEL S MCPHERSON SPENCER FOUNDATION, 625 N MICHIGAN AVENUE SUITE 1600 CHICAGO, IL 60611	DIRECTOR 0.00	0.	0.	0.
RICHARD GUARASCI WAGNER COLLEGE, 1 CAMPUS ROAD, STATEN ISLAND NEW YORK, NY 10301	DIRECTOR 0.00	0.	0.	0.
STEVEN G POSKANZER CARLETON COLLEGE, 1 NORTH COLLEGE STREET NORTHFIELD, MN 55057	DIRECTOR 0.00	0.	0.	0.
MARK A VANDER PLOEG PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	DIRECTOR 0.00	0.	0.	0.
HARRIS L WOFFORD PROJECT PERICLES, 551 FIFTH AVENUE SUITE 1910 NEW YORK, NY 10176	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>170,225.</u>	<u>6,808.</u>	<u>0.</u>

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FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT      7

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ACTIVITY ONE

PROJECT PERICLES IS A NOT-FOR-PROFIT ORGANIZATION THAT ENCOURAGES AND FACILITATES COMMITMENTS BY COLLEGES AND UNIVERSITIES TO INCLUDE SOCIAL RESPONSIBILITY AND PARTICIPATORY CITIZENSHIP AS ESSENTIAL ELEMENTS OF THEIR EDUCATIONAL PROGRAMS. PROJECT PERICLES WORKS DIRECTLY WITH ITS MEMBER INSTITUTIONS AS THEY INDIVIDUALLY AND COLLABORATIVELY DEVELOP MODEL CIVIC ENGAGEMENT PROGRAMS IN THEIR CLASSROOMS, ON THEIR CAMPUSES AND IN THEIR COMMUNITIES. OUR PERICLEAN COLLEGES AND UNIVERSITIES ARE EACH IMPLEMENTING A UNIQUE PROGRAM OF CURRICULAR AND CO-CURRICULAR INITIATIVES THAT PREPARE AND ENCOURAGE STUDENTS TO BECOME RESPONSIBLE CITIZENS. THESE INITIATIVES INCLUDE OUR SIGNATURE PROGRAMS: THE CIVIC ENGAGEMENT COURSE (CEC) PROGRAM, DEBATING FOR DEMOCRACY (D4D) PROGRAM, AND THE PERICLEAN FACULTY LEADERSHIP (PFL) PROGRAM.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

161,088.

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FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT      8

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ACTIVITY TWO

DEBATING FOR DEMOCRACY IS A DISTINCTIVE CAMPUS-BASED CO-CURRICULAR PROGRAM THAT REPRESENTS THE MISSION OF PROJECT PERICLES IN ACTION. ON EACH CAMPUS PERICLEAN STUDENTS RESEARCH, DEVELOP, AND ADVOCATE THEIR OPINIONS AND POSITIONS ON CURRENT PUBLIC POLICY ISSUES. THE D4D NATIONAL CONFERENCE BRINGS TOGETHER STUDENT REPRESENTATIVES FROM ALL PERICLEAN CAMPUSES TO PARTICIPATE IN A SERIES OF EDUCATIONAL ACTIVITIES WITH LEADING FIGURES IN CIVIC ENGAGEMENT, EDUCATION, GOVERNMENT, AND SOCIAL ENTREPRENEURSHIP. A HIGHLIGHT OF THE CONFERENCE IS THE D4D LEGISLATIVE HEARING IN WHICH STUDENTS PRESENT AND DEFEND THEIR ORIGINAL LEGISLATIVE PROPOSALS TO CURRENT AND FORMER GOVERNMENT OFFICIALS. D4D ON THE ROAD BRINGS ADVOCACY EXPERTS TO PERICLEAN CAMPUSES TO DELIVER WORKSHOPS DESIGNED TO EMPOWER AND PREPARE STUDENTS, FACULTY, AND COMMUNITY MEMBERS TO WORK WITHIN OUR DEMOCRATIC PROCESSES TO IMPROVE THE CONDITION OF SOCIETY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

161,088.

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ACTIVITY THREE

CREATING COHESIVE PATHS TO CIVIC ENGAGEMENT IS A CUTTING EDGE RESEARCH PROJECT TO ENHANCE OUR DELIVERY OF CIVIC ENGAGEMENT AND SOCIAL RESPONSIBILITY OPPORTUNITIES TO STUDENTS IN ALL MAJORS AND WILL SIGNIFICANTLY INCREASE THE REACH OF CIVIC ENGAGEMENT PROGRAMMING ACROSS THE CURRICULUM. PROJECT PERICLES IS INVENTORYING, MAPPING, STRENGTHENING, AND DEVELOPING MORE COHESIVE AND INTEGRATED CIVIC ENGAGEMENT PROGRAMS TO ENABLE STUDENTS IN ALL DISCIPLINES TO INCORPORATE CIVIC ENGAGEMENT INTO THEIR COURSES OF STUDY. AS PART OF THE PROJECT, WE ARE HOLDING A NATIONAL CONVENING, DRAFTING REPORTS, AND PUBLISHING A WHITE PAPER.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

161,089.