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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation The Memton Fund Inc		A Employer identification number 13-6096608	
% Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 12,132,249		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,152	1,152		
	4 Dividends and interest from securities	158,351	158,351		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	436,060			
	b Gross sales price for all assets on line 6a 3,508,725				
	7 Capital gain net income (from Part IV, line 2) . . .		436,060		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	10,576	24,260		
	12 Total. Add lines 1 through 11	606,139	619,823		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,451			6,451
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	7,600	2,400	0	5,200
	c Other professional fees (attach schedule)	61,064	61,064		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	7,853	1,103		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.	11,473			11,473
	22 Printing and publications	300			300
	23 Other expenses (attach schedule).	72,723	31,506		41,159
	24 Total operating and administrative expenses. Add lines 13 through 23	167,464	96,073	0	64,583
	25 Contributions, gifts, grants paid	555,400			555,400
	26 Total expenses and disbursements. Add lines 24 and 25	722,864	96,073	0	619,983
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-116,725			
	b Net investment income (if negative, enter -0-)		523,750		
	c Adjusted net income (if negative, enter -0-) . . .				

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	453,934	990,752	990,752	
	3	Accounts receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____	207,744			
	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) ▶ _____ 200,000				
		Less allowance for doubtful accounts ▶ _____	0 	200,000	200,000	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	5,696,893 	5,468,291	6,331,180	
	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)	3,710,932 	3,293,735	4,610,317		
14	Land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)					
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	10,069,503	9,952,778	12,132,249		
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 (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	10,069,503	9,952,778		
	30	Total net assets or fund balances(see instructions)	10,069,503	9,952,778		
	31	Total liabilities and net assets/fund balances(see instructions)	10,069,503	9,952,778		

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	10,069,503		
2	Enter amount from Part I, line 27a	2	-116,725		
3	Other increases not included in line 2 (itemize) ▶ _____	3			
4	Add lines 1, 2, and 3	4	9,952,778		
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	9,952,778		

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Gain			
c	HARBERT VALUE OFFSHORE FUND, LTD CL C	P		2015-01-01
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 2,984,870		2,584,327	400,543
b			-12,646
c 523,855		475,692	48,163
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			400,543
b			
c			48,163
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	436,060
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 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	644,912	12,966,666	0 049736
2013	562,649	12,607,519	0 044628
2012	428,956	11,426,180	0 037542
2011	405,959	11,503,073	0 035291
2010	423,076	11,275,005	0 037523

2 Total of line 1, column (d).	2	0 20472
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 040944
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	12,573,341
5 Multiply line 4 by line 3.	5	514,803
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,238
7 Add lines 5 and 6.	7	520,041
8 Enter qualifying distributions from Part XII, line 4.	8	619,983

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

3

Add lines 1 and 2.

3

5,238

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

5,238

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

9,324

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

9,324

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

10

4,086

11

Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 4,086 Refunded ☒

11

Part VII-AStatements Regarding Activities

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?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

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.

2

No

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

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

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?

6

Yes

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.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
☒ NY

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .

8b

Yes

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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

10

No

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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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
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 198091377		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	Yes	No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	Yes	No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	Yes	No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Yes	No	
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	Yes	No	
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	Yes	No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2015?	1c		No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20, 20, 20, 20	Yes	No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	Yes	No	
b	If "Yes," did it have excess business holdings in 2015 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 2015).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2015?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes

☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes

☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

☐

c

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

☐ Yes

☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes

☒ No

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes

☒ No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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
Fiduciary Trust Co International 600 Fifth Avenue NEW YORK, NY 10020	Investment Mgmt	61,064
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,154,200
b	Average of monthly cash balances.	1b	950,997
c	Fair market value of all other assets (see instructions).	1c	4,659,616
d	Total (add lines 1a, b, and c).	1d	12,764,813
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	0
3	Subtract line 2 from line 1d.	3	12,764,813
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	191,472
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,573,341
6	Minimum investment return. Enter 5% of line 5.	6	628,667

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	628,667
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	5,238
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,238
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	623,429
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	623,429
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	623,429

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	619,983
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	619,983
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	5,238
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	614,745

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				623,429
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			598,717	
b Total for prior years 2013 , 2012 , 2011				
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 ▶ \$ 619,983				
a Applied to 2014, but not more than line 2a			598,717	
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.				21,266
e Remaining amount distributed out of corpus	0			
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	0			
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 instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				602,163
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 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
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. . . .	0			

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 170(c)(2)(B)(i) or 170(c)(2)(B)(ii): ☐ 170(c)(2)(B)(i) or ☐ 170(c)(2)(B)(ii)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

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

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

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 email 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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2015)

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes	
1	2
3	4
5	6
7	8
9	10
11	12
13	14
15	16
17	18
19	20
21	22
23	24
25	26
27	28
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31	32
33	34
35	36
37	38
39	40
41	42
43	44
45	46
47	48
49	50
51	52
53	54
55	56
57	58
59	60
61	62
63	64
65	66
67	68
69	70
71	72
73	74
75	76
77	78
79	80
81	82
83	84
85	86
87	88
89	90
91	92
93	94
95	96
97	98
99	100

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

l. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash.

(2) Other assets.

- (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.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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 (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.		
	*****	2016-09-30	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ☒	PTIN P01345770
	Firm's name ☒ Foundation Source			Firm's EIN ☒	
	Firm's address ☒ One Hollow Ln Ste 212 Lake Success, NY 11042			Phone no (800) 839-1754	

Form 990PF Part VIII Line 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	Expense account, (e) other allowances
Frank B Ansman 	Dir / Assistant Treas 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Elenita M Drumwnght 	Dir Emeritus 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Elizabeth Drumwright 	VP / Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Robert V Edgar 	Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
E 'Shep' Shepard Farrar 	VP / Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Ellen W Levy 	VP* / Dir / Sec 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Samuel 'Toma' Thomas Milbank 	Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Samuel L 'Tony' Milbank 	Dir / Treas 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Thomas L Milbank 	Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Karen Quackenbush 	Pres* / Dir 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				
Pamela White 	Pres / Dir / Sec* 1 0	0	0	0
Foundation Source 501 Silverside Rd Wilmington,DE 198091377				

Form 990PF Part XV Line 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				
ALASKA CONSERVATION FOUNDATION 911 W 8TH AVE STE 300 ANCHORAGE, AK 99501	N/A	PC	General & Unrestricted	7,000
ALIMA USA INC 70 E 96TH ST APT 16B NEW YORK, NY 10128	N/A	PC	General & Unrestricted	5,000
AMERICAN CAVE CONSERVATION ASSOCIATION PO BOX 409 HORSE CAVE, KY 42749	N/A	PC	General & Unrestricted	5,000
AMERICAN COLLEGE OF SPORTS MEDICINE PO BOX 1440 INDIANAPOLIS, IN 46206	N/A	PC	General & Unrestricted	2,000
AMERICAN INDIA FOUNDATION 216 E 45TH ST FL 7 NEW YORK, NY 10017	N/A	PC	General & Unrestricted	1,000
ANIMAL WELFARE LEAGUE OF ARLINGTON VA INCORPORATED 2650 S ARLINGTON MILL DR ARLINGTON, VA 22206	N/A	PC	General & Unrestricted	1,500
APPLE HILL CENTER FOR CHAMBER MUSIC INC PO BOX 217 SULLIVAN, NH 03445	N/A	PC	General & Unrestricted	2,500
ARTS HABITAT PO BOX 221487 CARMEL, CA 93922	N/A	PC	General & Unrestricted	5,000
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	N/A	PC	Student Courses at ICP Program	4,000
BEAM CENTER INC 60 SACKETT ST BROOKLYN, NY 11231	N/A	PC	Arts in Parts Program	3,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A	PC	Best Friends Animal Society's Kids camp	5,000
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A	PC	Food and care for the Vicktory Dogs	500
BIG BROTHERS BIG SISTERS OF WESTERN NEW HAMPSHIRE 310 MARLBORO ST KEENE, NH 03431	N/A	PC	General & Unrestricted	2,000
BONNEY LAKE HIGH SCHOOL PANTHER PARENT PRIDE 10920 - 190TH AVE CT E BONNEY LAKE, WA 98391	N/A	PC	General & Unrestricted	5,000
BROOKS SCHOOL 1160 GREAT POND RD NORTH ANDOVER, MA 01845	N/A	PC	Alumni Class of 1959 fund	2,500
Total				555,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 E 73RD ST NEW YORK,NY 10021	N/A	PC	Centennial Building fund and the Class of 1954 Annual Fund	2,000
CASCADE PUBLIC MEDIA 401 MERCER ST SEATTLE,WA 98109	N/A	PC	General & Unrestricted	1,000
CATHOLIC CHARITIES OF TOMPKINS TIOGA 324 W BUFFALO ST ITHACA,NY 14850	N/A	PC	General & Unrestricted	5,000
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE ANNAPOLIS,MD 21403	N/A	PC	Environmental Education program in Maryland	8,000
CHILDRENS LAW CENTER OF WASHINGTON PS 9900 WILLOWS RD NE REDMOND,WA 98052	N/A	PC	General & Unrestricted	9,000
CHIMPS INC PO BOX 6973 BEND,OR 97708	N/A	PC	General & Unrestricted	1,000
CITIZENS COMMITTEE TO SAVE OUR CANYONS 824 S 400 W SALT LAKE CITY,UT 84101	N/A	PC	General & Unrestricted	4,250
COLORADO COLLEGE 14 E CACHE LA POUFRE ST COLORADO SPRINGS,CO 80903	N/A	PC	Scholarship Fund	2,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	Selah Freedom matching fund	25,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	BIG BROTHERS BIG SISTERS OF THE SUN COAST INC	3,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	Veteran Build Program	2,500
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	Pack A Sack Program	10,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	HONOR SANTUARY INC	1,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	MOTE MARINE LABORATORY	2,500
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	MOTHERS HELPING MOTHERS INC	5,000
Total			3a	555,400

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Name and address (home or business)				
a Paid during the year				
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	Selah Freedom matching fund	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA,FL 34237	N/A	PC	WILLIAM MONROE ROWLETT ACADEMY Family helping Families	8,000
CORNELL UNIVERSITY - COLLEGE OF VETERINARY MEDICIN PO BOX 223623 PITTSBURGH,PA 15251	N/A	PC	Acupuncture training	5,500
COVENANT HOUSE 460 W 41ST ST NEW YORK,NY 10036	N/A	PC	Educational Program	3,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK,NY 10001	N/A	PC	General & Unrestricted	24,000
EASTERN UNIVERSITY 1300 EAGLE RD ST DAVIDS,PA 19087	N/A	PC	General & Unrestricted	10,000
ELECTRIC EARTH CONCERTS PO BOX 44 PETERBOROUGH,NH 03458	N/A	PC	General & Unrestricted	3,000
EXODUS TRANSITIONAL COMMUNITY INC 2271 3RD AVE NEW YORK,NY 10035	N/A	PC	General & Unrestricted	3,000
FAMILY SUPPORT CENTER 1760 W 4805 S TAYLORSVILLE,UT 84129	N/A	PC	Safety Net Program	5,000
FARMSTEADS OF NEW ENGLAND INC 213 CENTER RD HILLSBOROUGH,NH 03244	N/A	PC	General & Unrestricted	2,000
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 J5-200 SEATTLE,WA 98109	N/A	PC	General & Unrestricted	2,000
FRIENDS OF THE ORPHEUM SOCIETY PO BOX 379 TANNERSVILLE,NY 12485	N/A	PC	General & Unrestricted	3,000
GAME OF VILLAGE INC PO BOX 323 KEENE,NH 03431	N/A	PC	General & Unrestricted	650
GARDEN HARVEST INC 14045 MANTUA MILL RD GLYNDON,MD 21136	N/A	PC	General & Unrestricted	10,000
GEORGETOWN COLLEGE 400 E COLLEGE ST GEORGETOWN,KY 40324	N/A	PC	Edith Monson Scholarship Fund	1,000
Total			3a	555,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
GEORGETOWN COLLEGE 400 E COLLEGE ST GEORGETOWN,KY 40324	N/A	PC	Edith Monson Scholarship Fund	2,000
GLOBALGIVING FOUNDATION INC 1110 VERMONT AVE NW STE 550 WASHINGTON,DC 20005	N/A	PC	Centro Conviven's campaign	1,000
GOOD SAMARITAN FOUNDATION PO BOX 5299 TACOMA,WA 98415	N/A	PC	Comfort Therapies Program	3,000
HABITAT FOR HUMANITY INTERNATIONAL INC - FORT WORT 9333 N NORMANDALE FORT WORTH,TX 76116	N/A	PC	Fort Worth's Trinity Habitat Program	5,000
HEALTHY ENVIRONMENT ALLIANCE OF UTAH 824 S 400 W STE B-111 SALT LAKE CITY,UT 84101	N/A	PC	General & Unrestricted	4,250
HISTORIC HARRISVILLE INC PO BOX 79 HARRISVILLE,NH 03450	N/A	PC	General & Unrestricted	7,500
HOLDERNESS SCHOOL PO BOX 1879 PLYMOUTH,NH 03264	N/A	PC	General & Unrestricted	2,000
HOMES FOR OUR TROOPS INC 6 MAIN ST TAUNTON,MA 02780	N/A	PC	General & Unrestricted	500
ICAHN SCHOOL OF MEDICINE AT MOUNT SINAI ONE GUSTAVE L LEVY PL BOX 1049 NEW YORK,NY 10029	N/A	PC	Harlem Healthy Hearts Saving Hearts by Eating Right Program	2,000
INSTITUTE OF INTERNATIONAL EDUCATION INC 809 UNITED NATIONS PLZ 6TH FL NEW YORK,NY 10017	N/A	PC	Nepalese student support Program	20,000
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVE OF THE AMERICAS NEW YORK,NY 10036	N/A	PC	General & Unrestricted	16,500
JOURNEYS IN EDUCATION INC 26 MAIN ST PETERBOROUGH,NH 03458	N/A	PC	General & Unrestricted	7,500
LEADERSHIP HART COUNTY PO BOX 688 MUNFORDVILLE,KY 42765	N/A	PC	General & Unrestricted	1,000
LISTENERS COMMUNITY RADIO OF UTAH INC KRCL-FM 1971 WN TEMPLE SALT LAKE CTY,UT 84116	N/A	PC	General & Unrestricted	2,500
LOVE YOUR BRAIN FOUNDATION INC PO BOX 4409 WHITE RIV JCT,VT 05001	N/A	PC	General & Unrestricted	1,000
Total				555,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
LOVE YOUR BRAIN FOUNDATION INC PO BOX 4409 WHITE RIV JCT,VT 05001	N/A	PC	Yoga and Meditation Program	5,000
MANESTAGE THEATRE 13701 24TH ST E UNIT D4 SUMNER,WA 98390	N/A	PC	General & Unrestricted	4,000
MARYLAND ZOOLOGICAL SOCIETY INC 1876 MANSION HOUSE DR BALTIMORE,MD 21217	N/A	PC	General & Unrestricted	2,000
MERCY CORPS 45 SWANKENY ST PORTLAND,OR 97204	N/A	PC	Nepal Earthquake Assistance Fund	10,000
MIDWIFE INTERNATIONAL 1942 BROADWAY STE 314 BOULDER,CO 80302	N/A	PC	General & Unrestricted	1,000
MISS PORTERS SCHOOL INC 60 MAIN ST FARMINGTON,CT 06032	N/A	PC	General & Unrestricted	3,000
MONADNOCK MUSIC 2A CONCORD ST PETERBOROUGH,NH 03458	N/A	PC	General & Unrestricted	10,000
MPT FOUNDATION INC 11767 OWINGS MILLS BLVD OWINGS MILLS,MD 21117	N/A	PC	General & Unrestricted	2,000
MUSTANG HERITAGE FOUNDATION PO BOX 703 BERTRAM,TX 78605	N/A	PC	General & Unrestricted	1,000
NELSON CONGREGATIONAL CHURCH 830 NELSON RD NELSON,NH 03457	N/A	PC	General & Unrestricted	2,000
NEW 42ND STREET INC 229 W 42ND ST 10TH FL NEW YORK,NY 10036	N/A	PC	General & Unrestricted	2,500
NEW HAMPSHIRE PUBLIC BROADCASTING 268 MAST RD DURHAM,NH 03824	N/A	PC	General & Unrestricted	1,000
NEW HAMPSHIRE PUBLIC RADIO INC 2 PILLSBURY ST STE 600 CONCORD,NH 03301	N/A	PC	General & Unrestricted	1,000
NEW YORK CITY BALLET INC 20 LINCOLN CENTER PLZ NEW YORK,NY 10023	N/A	PC	Education and Community Program	3,000
NEW YORK CITY CENTER INC 130 W 56TH ST FL 9 NEW YORK,NY 10019	N/A	PC	General & Unrestricted	2,000
Total				555,400

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Name and address (home or business)				
a Paid during the year				
NEW YORK HARBOR FOUNDATION INC 10 S ST SLIP 7 NEW YORK,NY 10004	N/A	PC	General & Unrestricted	500
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK,NY 10013	N/A	PC	WNCN - The Greene Space and WQXR Division	1,000
OLYMPUS AQUATICS 1917 E 3780 S SALT LAKE CTY,UT 84106	N/A	PC	Scholarship Fund	15,000
ONTEORA HISTORIC PRESERVATION TRUST INC C/O FLANAGAN CO 60 E 42ND ST NO NEW YORK,NY 10165	N/A	PC	General & Unrestricted	2,500
PACIFIC ISLANDERS IN COMMUNICATIONS 615 PIIKOI ST STE 1504 HONOLULU,HI 96814	N/A	PC	Outreach to Guam, Saipan, Tinian and Rota	2,500
PACIFIC LUTHERAN UNIVERSITY INC 12180 PARK AVE S TACOMA,WA 98447	N/A	PC	KPLU Public Radio Program	1,000
PEARL S BUCK INTERNATIONAL INC 520 DUBLIN RD PERKASIE,PA 18944	N/A	PC	Philippines Tutorial Program	3,000
PETERBOROUGH PLAYERS INC PO BOX 118 PETERBOROUGH,NH 03458	N/A	PC	General & Unrestricted	5,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - CORPORA 124 MT AUBURN ST CAMBRIDGE,MA 02138	N/A	PC	Undergraduate Scholarship Fund	1,000
PRESIDENT AND TRUSTEES OF BATES COLLEGE 2 ANDREWS RD LEWISTON,ME 04240	N/A	PC	Bates Squash Court Project	2,000
PROJECT MOST INC PO BOX 1486 EAST HAMPTON,NY 11937	N/A	PC	General & Unrestricted	2,500
RECTOR WARDENS VESTRY MEN OF ST BARTHOLOMEWS CHURC 325 PARK AVE NEW YORK,NY 10022	N/A	PC	General & Unrestricted	10,000
SALT LAKE ACTING COMPANY 168 W 500 N SALT LAKE CTY,UT 84103	N/A	PC	General & Unrestricted	7,000
SALT LAKE ACTING COMPANY 168 W 500 N SALT LAKE CTY,UT 84103	N/A	PC	Title 1 school play production	20,000
SALT LAKE FILM SOCIETY 111 E BROADWAY STE 99 SALT LAKE CTY,UT 84111	N/A	PC	General & Unrestricted	1,000
Total				555,400

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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				
SOCIETY FOR FRENCH HISTORICAL STUDIES 800 FLORIDA AVE NE WASHINGTON,DC 20002	N/A	PC	General & Unrestricted	10,000
TACOMA AREA LITERACY COUNCIL PO BOX 7210 TACOMA,WA 98417	N/A	PC	General & Unrestricted	3,500
THE NEWYORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 445 5TH AVE NEWYORK,NY 10016	N/A	PC	For the page program	5,000
THE ROAD HOME 210 S RIO GRANDE ST SALT LAKE CTY,UT 84101	N/A	PC	General & Unrestricted	7,000
THE SHIPLEY SCHOOL 814 YARROW ST BRYN MAWR,PA 19010	N/A	PC	Theater Program	750
THEATER PROJECT A NJ NONPROFIT CORPORATION 676 LEXINGTON RD UNION,NJ 07083	N/A	PC	General & Unrestricted	5,000
TREE OF LIFE FOUNDATION PO BOX 778 PATAGONIA,AZ 85624	N/A	PC	Ghana Well Construction and Repair Project	3,500
TRINITY COLLEGE 300 SUMMIT ST HARTFORD,CT 06106	N/A	PC	Class of 1964 Fund	500
TRINITY EPISCOPAL SCHOOLS CORPORATION 139 W 91ST ST NEWYORK,NY 10024	N/A	PC	General & Unrestricted	1,000
TRUDEAU INSTITUTE INC 154 ALGONQUIN AVE SARANAC LAKE,NY 12983	N/A	PC	General & Unrestricted	2,500
TRUSTEES OF DARTMOUTH COLLEGE 7 LEBANON ST STE 302 HANOVER,NH 03755	N/A	PC	Tuck School Class of 1967 Fund	500
TRUSTEES OF PRINCETON UNIVERSITY PRINCETON UNIVERSITY PO BOX 291 PRINCETON,NJ 08544	N/A	PC	maintenance and preservation of chapel organ	5,000
TRUSTEES OF PRINCETON UNIVERSITY 701 CARNEGIE CTR PRINCETON,NJ 08540	N/A	PC	AGM Scholarships fund	10,000
TRUSTEES OF THE SMITH COLLEGE 33 ELM ST NORTHAMPTON,MA 01063	N/A	PC	The Ada Comstock Current Scholarship Fund	5,000
UNCHAINED TALENT INC 4026 DEEPWOOD RD BALTIMORE,MD 21218	N/A	PC	General & Unrestricted	5,000
Total				555,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a Paid during the year				
UNION SETTLEMENT ASSOC 237 E 104TH ST NEWYORK,NY 10029	N/A	PC	Therapeutic and Recreational Summer Camp	10,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY,UT 84112	N/A	PC	KUED Division	5,500
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY,UT 84112	N/A	PC	Pioneer Theater	4,000
UNIVERSITY OF UTAH - RED BUTTE GARDEN & ARBORETUM 540 ARAPEEN DR STE 250 SALT LAKE CITY,UT 84108	N/A	PC	Interpretive Signage Project	1,000
UNIVERSITY OF UTAH KUER Radio Division ATTN SUSAN KROPF ECCLES BROADCASTS SALT LAKE CITY,UT 84112	N/A	PC	General & Unrestricted	5,500
VERMONT JAZZ CENTER INC 72 COTTON MILL HILL STE 222 BRATTLEBORO,VT 05301	N/A	PC	General & Unrestricted	5,000
VILLAGE CARE OF NEW YORK INC 120 BROADWAY STE 2840 NEWYORK,NY 10271	N/A	SO II	General & Unrestricted	3,000
WASATCH HOMELESS HEALTH CARE INC 409 W 400 S SALT LAKE CTY,UT 84101	N/A	PC	General & Unrestricted	7,000
WGBH EDUCATIONAL FOUNDATION ONE GUEST ST BOSTON,MA 02135	N/A	PC	General & Unrestricted	2,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX,NY 10460	N/A	PC	General & Unrestricted	2,500
WMHT EDUCATIONAL TELECOMMUNICATIONS INC 4 GLOBAL VIEW TROY,NY 12180	N/A	PC	General & Unrestricted	500
WNET 825 8TH AVE NEWYORK,NY 10019	N/A	PC	General & Unrestricted	2,500
WOMENS CITY CLUB OF NEWYORK INC 110 W 40TH ST STE1002 NEWYORK,NY 10018	N/A	PC	Citywide Social Services Resource Guide	15,000
WOMENS OPPORTUNITIES RESOURCE CENTER 2010 CHESTNUT ST PHILADELPHIA,PA 19103	N/A	PC	General & Unrestricted	5,000
YOUR PUBLIC RADIO CORPORATION 2216 NORTH S CHARLES ST BALTIMORE,MD 21218	N/A	PC	General & Unrestricted	1,000
Total				555,400

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
YWCA PIERCE COUNTY 405 BROADWAY TACOMA,WA 98402	N/A	PC	Domestic Violence Legal Support Program	5,000
Total  3a				555,400

TY 2015 Accounting Fees Schedule

Name: The Memton Fund Inc

EIN: 13-6096608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKKEEPING	7,600	2,400		5,200

TY 2015 Compensation Explanation**Name:** The Memton Fund Inc**EIN:** 13-6096608

Person Name	Explanation
Ellen W Levy	*REMOVED FROM POSITION in 2015
Karen Quackenbush	*REMOVED FROM POSITION in 2015
Pamela White	*REMOVED FROM POSITION in 2015

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: The Memton Fund Inc

EIN: 13-6096608

TY 2015 Investments Corporate Stock Schedule

Name: The Memton Fund Inc
EIN: 13-6096608

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC	179,806	196,084
ALIBABA GROUP HOLDING LIMITED	51,703	54,857
ALLERGAN PLC	34,940	50,000
ALPHABET INC CL A (GOOGL)	20,280	58,351
ALPHABET INC CL C (GOOG)	52,318	102,449
AMAZON	47,440	128,419
AMER INTERNATIONAL GROUP INC	35,092	61,970
AMGEN INC	26,374	48,699
ANADARKO PETROLEUM CORP	23,679	14,574
ANHEUSER BUSCH COS INC	30,202	50,000
AON PLC	40,142	101,431
APPLE INC	15,850	63,156
BANK OF AMERICA CORP	43,595	42,075
BERKLEY W R CP	16,737	35,588
BERKSHIRE HATHAWAY INC.	155,803	201,361
BLACKROCK INC	59,073	63,677
CHUBB CORPORATION	14,862	39,792
CITIGROUP INC	130,498	151,369
CONSTELLATION BRANDS INC	6,504	21,366
CONTINENTAL RESOURCES INC	18,697	9,192
D R HORTON	31,285	32,030
DISCOVERY COMMUNICATIONS	23,617	18,676
DISH NETWORK CORPORATION	68,003	68,616
DOLLAR TREE INC	15,355	15,444
ECOLAB INC	33,346	91,504
EOG RESOURCES INC	44,505	42,474
GILEAD SCIENCES INC	38,786	50,595
GOLDMAN SACHS GROUP	19,482	32,802
HENRY SCHEIN INC	15,260	47,457
ILLUMINA INC	27,477	32,632

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTEL CORP	23,286	37,895
JP MORGAN CHASE	46,653	52,824
KINDER MORGAN CONVERTABLE PREF	76,529	77,376
KRAFT HEINZ CO	20,157	21,828
KROGER CO	33,387	58,562
LIBERTY GLOBAL LILAC - CLASS K	4,986	8,686
LIBERTY GLOBAL PLC - SERIES C	95,293	165,282
LOWES COMPANIES INC	22,479	22,812
MACQUIRE INFRASTRUCTURE CO LLC	119,886	105,996
MASTERCARD INC	39,735	52,574
MEDTRONIC PLC	92,879	92,842
MGIC INVT CORP WI	40,200	39,735
MICROSOFT CORP	113,919	199,728
MONDELEZ INTERNATIONAL INC	34,384	71,744
MORGAN STANLEY	82,548	124,536
NESTLE S.A	23,394	48,373
NOBLE ENERGY INC	36,105	49,395
NOVARTIS AG	36,144	34,416
OCCIDENTAL PETROLEUM CORP	90,147	89,921
ORACLE CORP	104,775	127,855
OSTERWEIS FUND	896,943	792,974
OSTERWEIS STRATEGIC INCOME FUN	799,092	755,654
PEPSICO INC	42,353	64,948
PIMCO ALL ASSET FUND INSTITUTI	297,656	247,427
RANGE RESOURCES CORP DEL	35,059	24,610
RBS CAP FDG TR VII GTD TR PFD	76,557	76,286
SHERWIN-WILLIAMS CO	16,352	25,960
STARWOOD HOTELS & RESORTS	23,925	24,248
SYNCHRONY FINANCIAL	40,868	41,358
TENCENT HOLDINGS LTD	12,253	17,733

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE HAIN CELESTIAL GROUP, INC	40,856	28,273
THERMO FISHER SCIENTIFIC INC	35,704	78,018
TIME WARNER INC	100,876	80,191
TJX COMPANIES INC	13,606	14,182
TWENTY-FIRST CENTURY	123,209	104,836
UNION PACIFIC	17,819	23,460
UNITED PARCEL SERVICE	60,478	58,700
UNITEDHEALTH GROUP INC	12,030	72,466
VALEANT PHARMACEUTICALS INTL	93,124	75,221
VERIZON COMMUNICATIONS	117,194	115,550
WALT DISNEY HOLDINGS CO	28,620	63,048
WESTERN REFINING INC	59,192	56,636
WESTERN UNION CO	41,314	43,521
WPP PLC	25,614	36,860

TY 2015 Investments - Other Schedule**Name:** The Memton Fund Inc**EIN:** 13-6096608

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BROOKFIELD INFRASTRUCTURE PART		78,382	74,493
ELM RIDGE VALUE PARTNERS, LP		1,027,328	703,994
FORE MULTI STRATEGY OFFSHORE F		848,865	893,810
HERON INCOME FUND, L.P		482,258	330,833
SEG PARTNERS OFFSHORE, LTD		856,902	2,607,187

TY 2015 Other Expenses Schedule**Name:** The Memton Fund Inc**EIN:** 13-6096608

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	38,909			38,909
Bank Charges	38	38		
Foundation Dues & Memberships	750			750
Indemnification Insurance	750			750
K-1 Exp BROOKFIELD INFRASTRUCT	474	474		
K-1 Exp ELM RIDGE VALUE PARTNE	30,780	30,780		
K-1 Exp Heron Income Fund, L P	272	214		
State or Local Filing Fees	750			750

TY 2015 Other Income Schedule

Name: The Memton Fund Inc

EIN: 13-6096608

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss BROOKFIELD INFRASTRUCTURE PARTNERS LP	6,259	6,259	
K-1 Inc/Loss ELM RIDGE VALUE PARTNERS, LP	19,468	19,468	
K-1 Inc/Loss Heron Income Fund, L P	-15,151	-1,467	

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TY 2015 Other

Notes/Loans Receivable

Long Schedule

Name: The Memton Fund Inc

EIN: 13-6096608

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
STAGE ONE CORP		200,000	200,000	2015-05	2017-02	INTEREST AND PRINCIPAL	5 %	NONE	INVESTMENT	CASH	200,000

TY 2015 Other Professional Fees Schedule

Name: The Memton Fund Inc

EIN: 13-6096608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	61,064	61,064		

TY 2015 Taxes Schedule**Name:** The Memton Fund Inc**EIN:** 13-6096608

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2015	6,500			
Foreign Tax Paid	1,103	1,103		
STATE UBTI TAX 2014	250			