



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE MELVILLE FOUNDATION

22-2777140

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

11556 TURTLE BEACH ROAD

B Telephone number

561-627-8048

City or town, state or province, country, and ZIP or foreign postal code

NORTH PALM BEACH, FL 33408

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 foundationE 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

J Accounting method:

☒

Cash

☐

Accrual

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

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 25,930,935. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

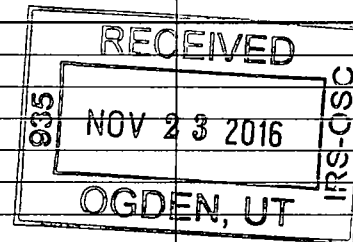
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	1,205,500.		N/A	
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	274,900.	257,229.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,896,527.			
	b	Gross sales price for all assets on line 6a	10,126,393.			
	7	Capital gain net income (from Part IV, line 2)		5,896,527.		
	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)				
	11	Other income	54,017.	0.		STATEMENT 2
	12	Total Add lines 1 through 11	7,430,944.	6,153,756.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes	26,341.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	43,684.	0.		0.
	24	Total operating and administrative expenses Add lines 13 through 23	70,025.	0.		0.
	25	Contributions, gifts, grants paid	793,100.			793,100.
	26	Total expenses and disbursements Add lines 24 and 25	863,125.	0.		793,100.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	6,567,819.			
	b	Net investment income (if negative, enter -0-)		6,153,756.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2015)

9341109 144584 70630

2015.04030 THE MELVILLE FOUNDATION

706301 9

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			
	2 Savings and temporary cash investments	1,340,826.	7,004,268.	7,004,268.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	11,486,476.	12,336,836.	17,698,193.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	941,126.	995,143.	1,228,474.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,768,428.	20,336,247.	25,930,935.	
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"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	6,247,175.	6,247,175.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,521,253.	14,089,072.	
	30 Total net assets or fund balances	13,768,428.	20,336,247.	
	31 Total liabilities and net assets/fund balances	13,768,428.	20,336,247.	

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	13,768,428.
2 Enter amount from Part I, line 27a	2	6,567,819.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	20,336,247.
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	20,336,247.

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 SEE ATTACHED STATEMENT			
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 10,126,393.		4,229,866.	5,896,527.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			5,896,527.

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	5,896,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	884,080.	24,803,925.	.035643
2013	525,180.	11,022,931.	.047644
2012	814,138.	13,902,374.	.058561
2011	726,223.	13,098,424.	.055444
2010	492,250.	9,965,717.	.049394

2 Total of line 1, column (d)	2	.246686
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	.049337
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	24,328,738.
5 Multiply line 4 by line 3	5	1,200,307.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	61,538.
7 Add lines 5 and 6	7	1,261,845.
8 Enter qualifying distributions from Part XII, line 4	8	793,100.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	123,075.
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	123,075.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	123,075.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 16,680.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 190,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	206,680.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	73.
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	83,532.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax 83,532. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ► N/A		
14 The books are in care of ► HARRY BURN III Telephone no. ► 561-627-8048		
Located at ► 11556 TURTLE BEACH ROAD, NORTH PALM BEACH, FL ZIP+4 ► 33408		
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		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		X

Form 990-PF (2015)

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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
HARRY BURN III C/O THE MELVILLE FDN. 11556 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	TRUSTEE 1.00	0.	0.	0.
JEAN BURN C/O THE MELVILLE FDN. 11556 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	TRUSTEE 1.00	0.	0.	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
NONE				

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

0

Form 990-PF (2015)

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	18,725,529.
b	Average of monthly cash balances	1b	4,815,667.
c	Fair market value of all other assets	1c	1,158,030.
d	Total (add lines 1a, b, and c)	1d	24,699,226.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	24,699,226.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	370,488.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,328,738.
6	Minimum investment return. Enter 5% of line 5	6	1,216,437.

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	1,216,437.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	123,075.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	123,075.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,093,362.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,093,362.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,093,362.

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	793,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	793,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	793,100.

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.

Form 990-PF (2015)

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				1,093,362.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	334,090.			
c From 2012	814,138.			
d From 2013				
e From 2014				
f Total of lines 3a through e	1,148,228.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ \$ 793,100.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				793,100.
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))	300,262.			300,262.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	847,966.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	847,966.			
10 Analysis of line 9:				
a Excess from 2011	33,828.			
b Excess from 2012	814,138.			
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)

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALBANY MEDICAL CENTER FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,500.
AMERICAN HORTICULTURAL SOCIETY	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
BRAVO! VAIL	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
BRUNSWICK SCHOOL - JIM STEPHENS SQUASH ENDOWMENT	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	50,000.
CENTRAL PARK CONSERVANCY	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
Total	SEE CONTINUATION SHEET(S)			793,100.
b Approved for future payment				
NONE				
Total				0.

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



- | | | Yes | No |
|---|--|-------|----|
| 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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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
- b** If "Yes," complete the following schedule


(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  11/11/16  Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN MACEOVSKY, III		11/19/16		P00545632
	Firm's name ▶ CBIZ MHM, LLC			Firm's EIN ▶ 27-3605969	
	Firm's address ▶ 13577 FEATHER SOUND DRIVE, #400 CLEARWATER, FL 33762			Phone no. (727) 572-1400	

THE MELVILLE FOUNDATION

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 CROWN MEDIA HOLDINGS	P	VARIOUS	12/31/15
b ENVIVO INC	P	VARIOUS	12/31/15
c GEEKNET INC	P	VARIOUS	12/31/15
d STARZ-A	P	VARIOUS	12/31/15
e TIVO INC	P	VARIOUS	12/31/15
f SPEED WAY MOTOR SPORTS	P	VARIOUS	12/31/15
g YUME INC	P	VARIOUS	12/31/15
h TREMOR VIDEO INC	P	VARIOUS	12/31/15
i THE STREET INC	P	VARIOUS	12/31/15
j ASCENT CAPITAL GROUP	P	VARIOUS	12/31/15
k REYNOLDS AMERICAN INC	P	06/15/15	06/26/15
l CHUBB CORP	D	VARIOUS	09/11/15
m LORILLARD INC	P	VARIOUS	12/31/15
n			
o			

(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 532,409.		187,490.	344,919.
b 947,936.		714,604.	233,332.
c 299,585.		594,547.	-294,962.
d 8,836.		8,618.	218.
e 317,681.		385,348.	-67,667.
f 273,470.		212,692.	60,778.
g 45,496.		94,848.	-49,352.
h 31,063.		28,169.	2,894.
i 19,837.		21,901.	-2,064.
j 43,531.		49,850.	-6,319.
k 23.		22.	1.
l 1,205,639.		1,205,500.	139.
m 6,400,887.		726,277.	5,674,610.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			344,919.
b			233,332.
c			-294,962.
d			218.
e			-67,667.
f			60,778.
g			-49,352.
h			2,894.
i			-2,064.
j			-6,319.
k			1.
l			139.
m			5,674,610.
n			
o			

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	5,896,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHICAGO COMMONS	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,500.
CHURCH OF OUR SAVIOR	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
COMMON GROUND	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
DENVER BOTANIC GARDENS	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	3,500.
EAST HARLEM SCHOOL	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	25,000.
EPISCOPAL HIGH SCHOOL - RANDOLPH FAIRFAX SOCIETY	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
EPISCOPAL HIGH SCHOOL - TOWNSEND BUILDING	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	25,000.
FAMILY CENTERS, INC	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
FOLDS OF HONOR FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
FRIENDS OF GUNSTON HALL	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	500.
Total from continuation sheets				719,600.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GARDEN CLUB OF AMERICA	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	300.
GREENWICH LIBRARY THOMPSON FUND	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
HORIZONS NATIONAL	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
INSPIRICA, INC (F/K/A ST. LUKE'S LIFE WORKS)	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
JEFFERSON SCHOLARS FOUNDATION (UNIVERSITY OF VA)	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
JEREMY HUGHES	UNRESTRICTED	PUBLIC CHARITY		100.
LOST TREE VILLAGE CHARITABLE FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
MEMORIAL SLOAN - KETTERING CANCER CENTER	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
MONTPELIER FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	100,000.
NEW LIFE OF NEW YORK CITY	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW YORK HARBOR SCHOOL FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
NICHOLAUS CHILDREN'S HEALTH CARE FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,000.
NSCDA-VA	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
PARTNERSHIP FOR DRUG-FREE KIDS	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
PATHWAYS, INC.	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
PRESERVACATION FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	15,000.
READ WORKS	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,500.
ROBERT E. LEE MEMORIAL ASSOCIATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,500.
ROOSEVELT HIGH SCHOOL CLASS OF '57	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	500.
SENIOR CENTER CHARLOTTESVILLE	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SQUASH HAVEN	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
ST. CHRISTOPHER'S SCHOOL FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,500.
ST. JOHN'S COMMUNITY SERVICES	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	200.
ST. MARK'S CHURCH	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	377,000.
ST. PAUL'S EPISCOPAL CHURCH	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	3,000.
TEACH FOR AMERICA	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
THE COLLEGE FOUNDATION OF THE UNIVERSITY OF VIRGINIA	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	25,000.
THE DARDEN SCHOOL FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,500.
THE VIRGINIA HOME	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	2,500.
THE WOMEN'S INITIATIVE	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THOMAS JEFFERSON FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	5,000.
UNIVERSITY OF CHICAGO CANCER RESEARCH FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
URBAN INITIATIVES	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,500.
US SKI AND SNOWBOARD FOUNDATION	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	15,000.
USSGA MEMORIAL FUND	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	1,000.
UVA FUND	UNRESTRICTED	PUBLIC CHARITY	CHARITABLE GRANT	10,000.
Total from continuation sheets				

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.

OMB No 1545-0047

2015

Name of the organization

Employer identification number

THE MELVILLE FOUNDATION

22-2777140

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or 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
THE MELVILLE FOUNDATION	22-2777140

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	HARRY BURN 11556 TURTLE BEACH ROAD NORTH PALM BEACH, FL 33408	\$ 1,205,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)
		\$	Person <input 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)
		\$	Person <input 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

22-2777140

[illegible]

Name of organization	Employer identification number
THE MELVILLE FOUNDATION	22-2777140

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	264,815.	0.	264,815.	253,595.	
TWINLEAF	10,085.	0.	10,085.	3,634.	
TO PART I, LINE 4	274,900.	0.	274,900.	257,229.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM WHITE ELM CAPITAL PARTNERS, LP	54,017.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	54,017.	0.	

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	26,341.	0.		0.
TO FORM 990-PF, PG 1, LN 18	26,341.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVISOR FEES	43,684.	0.		0.
TO FORM 990-PF, PG 1, LN 23	43,684.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANALOG DEVICES INC	585,463.	1,106,400.
BANK OF AMERICA CORP	1,448,438.	1,064,497.
CITIGROUP, INC	202,449.	39,744.
CAMERON INTL CORP (NATCO GROUP)	233,791.	3,254,042.
EXTERRAN HOLDINGS INC.	452,733.	170,531.
KANSAS CITY SOUTHERN INDUSTRIES	177,180.	1,120,050.
LORILLARD INC.	0.	0.
KIMBERLY-CLARK COMPANY	973,957.	2,546,000.
CROWN MEDIA HOLDINGS	501,996.	1,583,725.
ENVIVO INC	0.	0.
MAGICJACK VOCALTECH LTD	1,588,100.	1,305,262.
MARCHEX INC	650,471.	698,613.
TIVO INC	419,796.	341,558.
HALYARD HEALTH INC.	42,192.	83,525.
TRUETT-HURST	698,250.	213,150.
GAIA	1,027,489.	1,014,356.
GEEKNET INC	0.	0.
STRZA	0.	0.
SPEED WAY MOTOR SPORTS	0.	0.
YUME	462,734.	327,630.
RUBICON PROJECT INC	270,504.	310,905.
SIZMEK INC	214,104.	205,130.
TUBEMOGUL INC	327,930.	354,348.
REYNOLDS AMERICAN INC	1,406,203.	1,798,927.
ARCHROCK INC	653,056.	159,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,336,836.	17,698,193.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITE ELM CAPITAL PARTNERS	COST	995,143.	1,228,474.
TOTAL TO FORM 990-PF, PART II, LINE 13		995,143.	1,228,474.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

HARRY BURN III C/O THE MELVILLE FDN.
JEAN BURN C/O THE MELVILLE FDN.