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 , 2015, and ending , 20

Name of foundation: PATHFINDER FOUNDATION, INC.

A Employer identification number: 27-5487095

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐

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)* ▶ $ 20,559,937.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	611.	611.		
	4 Dividends and interest from securities	104,702.	104,702.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,291,631.			
	b Gross sales price for all assets on line 6a 3,377,238.				
	7 Capital gain net income (from Part IV, line 2)		1,266,827.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	479,915.	567,750.		
	12 **Total.** Add lines 1 through 11	1,876,859.	1,939,890.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	1,000.			1,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	83,827.	47,827.		36,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	59,237.	1,371.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	463,227.	418,935.		35,348.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	607,291.	468,133.		72,348.
	25 Contributions, gifts, grants paid	973,000.			973,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,580,291.	468,133.		1,045,348.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	296,568.			
	b **Net investment income** (if negative, enter -0-)		1,471,757.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,078,327.	249,778.	249,778.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)	416,800.		
	b	Investments - corporate stock (attach schedule) ATCH 5	3,284,364.	3,465,437.	3,309,134.
	c	Investments - corporate bonds (attach schedule)	152,463.		
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	15,126,496.	17,639,803.	17,001,025.
	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)	21,058,450.	21,355,018.	20,559,937.
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.	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	21,058,450.	21,355,018.	
	30	**Total net assets or fund balances** (see instructions)	21,058,450.	21,355,018.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,058,450.	21,355,018.	

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	21,058,450.
2	Enter amount from Part I, line 27a	2	296,568.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	21,355,018.
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	21,355,018.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,266,827.
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	0.

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	683,335.	20,435,275.	0.033439
2013	476,483.	15,940,249.	0.029892
2012	157,332.	11,040,224.	0.014251
2011			
2010			

2	**Total** of line 1, column (d)	2	0.077582
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	0.019396
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	21,339,484.
5	Multiply line 4 by line 3	5	413,901.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,718.
7	Add lines 5 and 6	7	428,619.
8	Enter qualifying distributions from Part XII, line 4	8	1,045,348.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b		1	14,718.
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	14,718.
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	14,718.
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 29,722.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,144.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	32,866.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	18,148.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 14,800. **Refunded** ▶		11	3,348.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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? ☐ Yes ☒ 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		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?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATCH 7 ☒ 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?	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	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		1,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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
NONE		0.

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	5,321,203.
b	Average of monthly cash balances	1b	756,054.
c	Fair market value of all other assets (see instructions)	1c	15,587,194.
d	**Total** (add lines 1a, b, and c)	1d	21,664,451.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	21,664,451.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	324,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,339,484.
6	**Minimum investment return.** Enter 5% of line 5	6	1,066,974.

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	1,066,974.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	14,718.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,718.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,052,256.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,052,256.
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	1,052,256.

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	1,045,348.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	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	1,045,348.
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	14,718.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,030,630.

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				1,052,256.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			973,862.	
b Total for prior years 20 13 ,20 12 ,20 11				
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 ▶ $ 1,045,348.				
a Applied to 2014, but not more than line 2a			973,862.	
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				71,486.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				980,770.
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

T. CARTTER LUPTON, II

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

N/A

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information *(continued)*

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

Recipient 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*				
ATCH 9				
Total . . . . . . ▶ **3a**				973,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	611.	
4 Dividends and interest from securities			14	104,702.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	24,804.	18	1,266,827.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10		-95,798.		575,713.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-70,994.		1,947,853.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,876,859.

(See worksheet in line 13 instructions to verify calculations)

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

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)

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

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

Carter Lupton | 10/19/16 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	10/14/2016		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 8008391754

JSA
5E1493 1 000

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 3,377,238	$ 3,346,790	$ 30,448
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 1,250,560
Section 751 gain on sale of partnership - Reclass						$ (14,181)
Total included in Part IV				$ 3,377,238	$ 3,346,790	$ 1,266,827
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 24,804
Part I, Line 6a Total						$ 1,291,631

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ACCESS MIDSTREAM PARTNERS L	-68.	
K-1 INC/LOSS AMERIGAS PARTNERS LP	-1,791.	47.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-4,225.	3.
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-16,372.	965.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-13,551.	761.
K-1 INC/LOSS ENLINK MIDSTREAM PARTNERS L	-12,943.	137.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-33,304.	20.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-2,094.	58.
K-1 INC/LOSS EV ENERGY PARTNERS, LP	8.	
K-1 INC/LOSS GENESIS ENERGY, L.P	-7,355.	218.
K-1 INC/LOSS JTL PRIVATE EQUITY FUND, L.	60,496.	53,502.
K-1 INC/LOSS LUPTON DOMESTIC EQUITY PART	50,788.	58,832.
K-1 INC/LOSS LUPTON HEDGE FUND PARTNERSH	385,382.	311,921.
K-1 INC/LOSS LUPTON INTERNATIONAL EQUITY	139,946.	140,590.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-9,193.	13.
K-1 INC/LOSS MARKWEST ENERGY	-13,132.	527.
K-1 INC/LOSS ONEOK PARTNERS LP	-16,780.	1.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-11,105.	29.
K-1 INC/LOSS REGENCY ENERGY PARTNERS LP	-1,146.	-1.
K-1 INC/LOSS TALLGRASS ENERGY PARTNERS L	-1,310.	-1.
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-3,431.	124.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-25,754.	4.
§751 GAIN ON SALE ENBRIDGE ENERGY PARTNE	116.	
§751 GAIN ON SALE ENERGY TRANSFER EQUITY	1,511.	
§751 GAIN ON SALE ENLINK MIDSTREAM PARTN	248.	
§751 GAIN ON SALE ENTERPRISE PRODUCTS PA	1,047.	
§751 GAIN ON SALE EV ENERGY PARTNERS, LP	78.	
§751 GAIN ON SALE GENESIS ENERGY, L.P	153.	
§751 GAIN ON SALE MAGELLAN MIDSTREAM PAR	240.	
§751 GAIN ON SALE MARKWEST ENERGY	1,182.	
§751 GAIN ON SALE PLAINS ALL AMERICAN PI	305.	
§751 GAIN ON SALE REGENCY ENERGY PARTNER	158.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
§751 GAIN ON SALE TARGA RESOURCES PARTNE	742.	
§751 GAIN ON SALE WILLIAMS PARTNERS LP	8,401.	
FEDERAL TAX REFUND	6.	
STATE TAX REFUND	2,662.	
TOTALS	479,915.	567,750.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	47,827.	47,827.	
PHILANTHROPIC CONSULTING	36,000.		36,000.
TOTALS	83,827.	47,827.	36,000.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2015	22,300.	
990-PF EXTENSION FOR 2014	6,676.	
990-T EXTENSION FOR 2014	21,300.	
FOREIGN TAX PAID	1,371.	1,371.
IRS MISCELLANEOUS FEE	490.	
STATE INCOME TAX 2014	7,100.	
TOTALS	59,237.	1,371.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	35,146.		35,146.
BANK CHARGES	200.	200.	
K-1 EXP ENBRIDGE ENERGY PARTNE	17.	5.	
K-1 EXP ENERGY TRANSFER EQUITY	24.	22.	
K-1 EXP ENERGY TRANSFER PARTNE	415.	388.	
K-1 EXP ENLINK MIDSTREAM PARTN	22.	1.	
K-1 EXP ENTERPRISE PRODUCTS PA	10.		
K-1 EXP EV ENERGY PARTNERS, LP	52.		
K-1 EXP GENESIS ENERGY, L.P	65.	56.	
K-1 EXP JTL PRIVATE EQUITY FUN	41,852.	41,301.	
K-1 EXP LUPTON DOMESTIC EQUITY	42,891.	42,730.	
K-1 EXP LUPTON HEDGE FUND PART	267,447.	259,558.	
K-1 EXP LUPTON INTERNATIONAL E	74,353.	74,268.	
K-1 EXP MAGELLAN MIDSTREAM PAR	18.		
K-1 EXP MARKWEST ENERGY	10.		
K-1 EXP ONEOK PARTNERS LP	6.		
K-1 EXP PLAINS ALL AMERICAN PI	438.	387.	
K-1 EXP REGENCY ENERGY PARTNER	5.	1.	
K-1 EXP TARGA RESOURCES PARTNE	4.		
K-1 EXP WILLIAMS PARTNERS LP	50.	18.	
OFFICE SUPPLIES	28.		28.
POSTAGE/DELIVERY SERVICE	150.		150.
STATE OR LOCAL FILING FEES	22.		22.
CREDIT CARD FEES	2.		2.
TOTALS	463,227.	418,935.	35,348.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	53,628.	53,086.
ADT LTD	8,213.	7,355.
ALLERGAN PLC	15,320.	31,875.
AMC NETWORKS INC	5,524.	5,825.
AMERICAN EXPRESS CO	17,124.	14,953.
ANADARKO PETROLEUM CORP	32,867.	17,440.
ANNALY MTG MGMT INC. COM	8,262.	7,598.
AUTODESK, INC	12,560.	16,695.
BAXALTA INCORPORATED	7,337.	9,367.
BAXTER INTERNATIONAL INC	9,052.	9,156.
BED BATH & BEYOND INC	12,897.	9,168.
BIOGEN INC	23,540.	26,040.
BOEING CO	36,828.	53,354.
BROADCOM CORPORATION	11,835.	22,145.
CHEVRON CORP	12,807.	11,695.
CISCO SYSTEMS INC	8,244.	9,504.
CITRIX SYSTEMS INC	10,934.	13,995.
COLGATE-PALMOLIVE COMPANY	49,398.	54,562.
COMCAST CORP	32,704.	37,413.
CRANE CO	64,949.	50,136.
CREE, INC	22,073.	11,575.
DIAGEO PLC ADS	54,672.	51,372.
DIAMOND OFFSHORE DRL	11,595.	7,913.
DISCOVERY COMMUNICATIONS CL A	7,688.	6,750.
DOLBY LABORATORIES	5,289.	4,778.
DOMINION RESOURCES INC	58,225.	55,668.
EBAY INC	14,691.	15,801.
EXELON CORPORATION	18,417.	16,245.
EXPRESS SCRIPTS HOLDING CO	12,577.	15,734.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EXXON MOBIL CORP	20,516.	17,929.
FLUOR CORP	19,890.	13,977.
FRANKLIN RES INC	13,618.	10,862.
FREEPORT-MCMORAN COPPER & GOLD	15,744.	6,465.
GLAXOSMITHKLINE PLC	15,098.	13,114.
HOME DEPOT INC	49,576.	53,958.
HONDA MOTOR CO LTD	13,312.	13,730.
ILLINOIS TOOL WORKS	42,194.	53,847.
IMMUNOGEN, INC	7,780.	10,015.
INTEL CORP	39,569.	54,155.
INVESCO PLC	57,250.	54,104.
IONIS PHARMACEUTICALS INC	3,374.	7,679.
ISHARES CORE MSCI EMERGING MAR	423,386.	349,270.
JOHNSON & JOHNSON	14,201.	14,381.
JOHNSON CONTROLS INC	61,078.	49,678.
L-3 COMMUNICATIONS CORP	18,348.	21,631.
LIBERTY BROADBAND CORPORATION	488.	517.
LIBERTY BROADBAND CORP K	988.	1,037.
LIBERTY INTERACTIVE CORPORATIO	9,776.	10,709.
LIBERTY MEDIA CORPORATION - SE	5,386.	5,484.
LIBERTY MEDIA CORPORATION COM	2,457.	2,512.
LIBERTY VENTURES	954.	1,534.
MACK CALI RLTY CORP	6,218.	7,122.
MAINSTAY UNCONSTRAINED BOND FD	213,634.	196,244.
MARSH AND MCLENNAN COMPANIES I	52,377.	53,731.
MCDONALD'S CORP	52,449.	55,880.
MEDTRONIC PLC	78,562.	78,766.
MICROSOFT CORP	48,055.	68,518.
NATL OILWELL VARCO	13,782.	7,234.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEXTERA ENERGY, INC	43,562.	57,763.
NORDSTROM INC	55,163.	46,772.
NOVARTIS AG ADR	45,958.	54,549.
NOW INC	6,910.	3,734.
NUANCE COMMUNICATIONS, INC	6,166.	8,055.
NUCOR CP	17,573.	14,508.
OCCIDENTAL PETROLEUM CORP	64,437.	50,167.
PENTAIR INC. COM	8,826.	6,637.
PEPSICO INC	72,699.	77,538.
PNC FINANCIAL GROUP INC	14,515.	17,632.
PROCTER GAMBLE CO	16,394.	16,279.
QUALCOMM INC	8,859.	6,998.
ROCKWELL AUTOMATION INC	54,575.	52,844.
SANDISK CORP	19,685.	21,277.
SCHLUMBERGER LTD	65,792.	50,150.
SEAGATE TECHNOLOGY	25,981.	19,466.
SOUTHWESTERN ENERGY	16,936.	4,159.
STARZ	1,611.	1,843.
SUNTRUST BKS INC	6,854.	7,925.
TAIWAN SEMICONDUCTOR MFG CO LT	11,906.	13,764.
TARGET CORPORATION	16,038.	18,516.
TE CONNECTIVITY LTD	19,576.	22,484.
TEXAS INSTRUMENTS INC	48,529.	51,138.
THE COCA-COLA CO	51,186.	51,982.
TORCHMARK CORP	8,165.	9,146.
TORONTO DOMINION	55,104.	51,665.
TRAVELERS COMPANIES INC	12,201.	15,236.
TWITTER INC	10,664.	9,811.
TYCO INTERNATIONAL LTD	15,439.	12,884.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNION PACIFIC	61,920.	53,098.
UNITED TECHNOLOGIES CORP	57,594.	54,472.
UNITEDHEALTH GROUP INC	23,779.	36,468.
US BANCORP	15,225.	16,428.
V F CORP	40,241.	52,415.
VERTEX PHARMCTLS INC	6,827.	12,331.
WAL-MART STORES INC	27,088.	22,068.
WEATHERFORD INTL	33,977.	18,911.
WELLS FARGO & CO	14,424.	17,123.
WESTERN DIGITAL CORP	10,561.	9,728.
WHOLE FOODS MARKET, INC	14,338.	15,075.
WISDOM TREE EUROPE HEDGED EQUI	418,849.	344,814.
TOTALS	3,465,437.	3,309,134.

PATHFINDER FOUNDATION, INC.

27-5487095

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERIGAS PARTNERS LP	17,372.	14,530.
ENBRIDGE ENERGY PARTNERS LP	74,897.	50,154.
ENERGY TRANSFER EQUITY LP	296,777.	136,850.
ENERGY TRANSFER PARTNERS LP	157,926.	104,968.
ENLINK MIDSTREAM PARTNERS LP	91,772.	68,475.
ENTERPRISE PRODUCTS PARTNERS L	343,676.	301,716.
EQT MIDSTREAM PARTNERS LP	86,191.	84,817.
GENESIS ENERGY, L.P	73,635.	68,777.
JTL PRIVATE EQUITY FUND, L.P	1,778,666.	1,607,059.
LUPTON DOMESTIC EQUITY PARTNER	2,888,568.	2,951,523.
LUPTON HEDGE FUND PARTNERSHIP,	7,261,093.	7,385,125.
LUPTON INTERNATIONAL EQUITY PA	3,867,421.	3,643,490.
MAGELLAN MIDSTREAM PARTNERS LP	216,444.	193,436.
MPLX LP	97,093.	106,112.
ONEOK PARTNERS LP	74,248.	65,231.
PLAINS ALL AMERICAN PIPELINE L	166,748.	84,638.
SHELL MIDSTREAM PARTNERS LP	22,064.	23,417.
TALLGRASS ENERGY PARTNERS LP	33,864.	31,773.
WESTERN GAS PARTNERS, LP	20,881.	23,290.
WILLIAMS PARTNERS LP	70,467.	55,644.
TOTALS	17,639,803.	17,001,025.

PATHFINDER FOUNDATION, INC. 27-5487095

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
3,377,238.		3,346,790.					30,448.	
		PASSTHROUGH K1 CAPITAL GAIN						
							1,250,560.	
		SEC 751 GAIN ON SALE OF PTSHP-RECLASS						
							-14,181.	
TOTAL GAIN(LOSS)							1,266,827.	

ATTACHMENT 7

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

GRANTEE'S NAME:	POLLY BOYD SCHOLARSHIP FUND
GRANTEE'S ADDRESS:	PO BOX 23176
CITY, STATE & ZIP:	CHATTANOOGA, TN 37422
GRANT DATE:	11/23/2015
GRANT AMOUNT:	50,000.
GRANT PURPOSE:	TO FUND SCHOLARSHIP PROGRAM
AMOUNT EXPENDED:	
ANY DIVERSION?	NO
DATES OF REPORTS:	EXPECTED IN 2016
VERIFICATION DATE:	

RESULTS OF VERIFICATION:

NONE NECESSARY

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVID A BELITZ FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	500.	0.	0.
BENIC M CLARK III* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM FOUNDATION IN 2015	SEC 1.00	500.	0.	0.
MRS. GEORGE HILL LUPTON FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / SEC 1.00	0.	0.	0.
T CARTTER LUPTON II FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 20.00	0.	0.	0.
	GRAND TOTALS	1,000.	0.	0.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COASTAL COMMUNITY FOUNDATION OF SOUTH CAROLINA INC 635 RUTLEDGE AVE STE 201 CHARLESTON, SC 29403	N/A PC	MATCHING FUND	340,000
DOGWOOD ALLIANCE INC PO BOX 7645 ASHEVILLE, NC 28802	N/A PC	GENERAL & UNRESTRICTED	10,000
FRIENDS OF GEORGIA STATE PARKS & HISTORIC SITES IN 199 S ERWIN ST STE 100 CARTERSVILLE, GA 30120	N/A PC	FOR FRIENDS OF CLOUD CANYON STATE PARK, SPECIFICALLY TO REDESIGN CLOUDLAND CONNECTOR TRAIL SYSTEM	3,000
MEETING STREET SCHOOLS 200 MEETING ST STE 206 CHARLESTON, SC 29401	N/A PC	CAPITAL CAMPAIGN FOR EXPANSION	200,000
OPERATION HOME INC 2120 NOISETTE BLVD STE 124 N CHARLESTON, SC 29405	N/A PC	ROOF REPAIRS FOR FLOODING VICTIMS PROJECT	5,000.
POLLY BOYD SCHOLARSHIP FUND PO BOX 23176 CHATTANOOGA, TN 37422	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	50,000

PATHFINDER FOUNDATION, INC

27-5487095

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTH CAROLINA COASTAL CONSERVATION LEAGUE INC 328 E BAY ST CHARLESTON, SC 29401	N/A PC	GROWFOOD FOR THE GROWING TOGETHER CAMPAIGN	175,000
THE BAYLOR SCHOOL 171 BAYLOR SCHOOL RD CHATTANOOGA, TN 37405	N/A PC	CLASS OF '71 SCHOLARS FOR NEED BASED AND MERIT BASED SCHOLARSHIPS FUND	175,000
TRIDENT UNITED WAY INC 6296 RIVERS AVE STE 200 N CHARLESTON, SC 29406	N/A PC	LINKS TO SUCCESS PROGRAM	15,000.
		TOTAL CONTRIBUTIONS PAID	973,000.

PATHFINDER FOUNDATION, INC. 27-5487095

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-109,979.	14	573,045.	
FEDERAL TAX REFUND			01	6.	
SEC 751 GAIN ON SALE OF PTSHP	525990	14,181.			
STATE TAX REFUND			01	2,662.	
TOTALS		-95,798.		575,713.	