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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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](http://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 **FRANKLIN P. AND ARTHUR W. PERDUE  
FOUNDATION, INC.****A Employer identification number**  
52-6054332

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

Room/suite

**B Telephone number (see instructions)**

FOUNDATION SOURCE 501 SILVERSIDE RD

123

(800) 839-1754

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

WILMINGTON, DE 19809-1377

**G Check all that apply**

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

☒ Name change**H Check type of organization**☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I Fair market value of all assets at  
end of year (from Part II, col (c), line  
16) \$**

50,830,190.

**J Accounting method** ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

**C If exemption application is  
pending, check here.****D 1 Foreign organizations, check here.****2 Foreign organizations meeting the  
85% test, check here and attach  
computation.****E If private foundation status was terminated  
under section 507(b)(1)(A), check here.****F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here.****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<br>expenses per<br>books | (b) Net investment<br>income | (c) Adjusted net<br>income | (d) Disbursements<br>for charitable<br>purposes<br>(cash basis only) |
|-----------------------------------------------------------------------------------------|------------------------------------------|------------------------------|----------------------------|----------------------------------------------------------------------|
| <b>Revenue</b>                                                                          |                                          |                              |                            |                                                                      |
| 1 Contributions, gifts, grants, etc., received (attach schedule)                        | 27,000,000.                              |                              |                            |                                                                      |
| 2 Check <input type="checkbox"/> if the foundation is not required to<br>attach Sch. B. |                                          |                              |                            |                                                                      |
| 3 Interest on savings and temporary cash investments.                                   | 14,109.                                  | 14,109.                      |                            |                                                                      |
| 4 Dividends and interest from securities                                                | 817,093.                                 | 817,093.                     |                            |                                                                      |
| 5a Gross rents                                                                          |                                          |                              |                            |                                                                      |
| b Net rental income or (loss)                                                           |                                          |                              |                            |                                                                      |
| 6a Net gain or (loss) from sale of assets not on line 10                                | 379,594.                                 |                              |                            |                                                                      |
| b Gross sales price for all<br>assets on line 6a                                        | 5,968,456.                               |                              |                            |                                                                      |
| 7 Capital gain net income (from Part IV, line 2)                                        |                                          | 379,594.                     |                            |                                                                      |
| 8 Net short-term capital gain.                                                          |                                          |                              |                            |                                                                      |
| 9 Income modifications                                                                  |                                          |                              |                            |                                                                      |
| 10a Gross sales less returns<br>and allowances                                          |                                          |                              |                            |                                                                      |
| b Less Cost of goods sold                                                               |                                          |                              |                            |                                                                      |
| c Gross profit or (loss) (attach schedule)                                              |                                          |                              |                            |                                                                      |
| 11 Other income (attach schedule)                                                       |                                          |                              |                            |                                                                      |
| 12 Total. Add lines 1 through 11                                                        | 28,210,796.                              | 1,210,796.                   |                            |                                                                      |
| <b>Operating and Administrative Expenses</b>                                            |                                          |                              |                            |                                                                      |
| 13 Compensation of officers, directors, trustees, etc.                                  | 0.                                       |                              |                            |                                                                      |
| 14 Other employee salaries and wages                                                    | 50,000.                                  |                              |                            | 50,000.                                                              |
| 15 Pension plans, employee benefits                                                     | 3,825.                                   |                              |                            | 3,825.                                                               |
| 16a Legal fees (attach schedule)                                                        |                                          |                              |                            |                                                                      |
| b Accounting fees (attach schedule)                                                     |                                          |                              |                            |                                                                      |
| c Other professional fees (attach schedule)                                             | 31,818.                                  | 28,020.                      |                            | 3,798.                                                               |
| 17 Interest                                                                             | 16,311.                                  |                              |                            |                                                                      |
| 18 Taxes (attach schedule) (see instructions)                                           |                                          |                              |                            |                                                                      |
| 19 Depreciation (attach schedule) and depletion.                                        |                                          |                              |                            |                                                                      |
| 20 Occupancy                                                                            |                                          |                              |                            |                                                                      |
| 21 Travel, conferences, and meetings                                                    |                                          |                              |                            |                                                                      |
| 22 Printing and publications                                                            | 600.                                     |                              |                            | 600.                                                                 |
| 23 Other expenses (attach schedule)                                                     | 76,233.                                  | 165.                         |                            | 76,068.                                                              |
| 24 Total operating and administrative expenses.<br>Add lines 13 through 23.             | 178,787.                                 | 28,185.                      |                            | 134,291.                                                             |
| 25 Contributions, gifts, grants paid                                                    | 1,779,450.                               |                              |                            | 1,779,450.                                                           |
| 26 Total expenses and disbursements. Add lines 24 and 25                                | 1,958,237.                               | 28,185.                      |                            | 1,913,741.                                                           |
| 27 Subtract line 26 from line 12                                                        |                                          |                              |                            |                                                                      |
| a Excess of revenue over expenses and disbursements                                     | 26,252,559.                              |                              |                            |                                                                      |
| b Net investment income (if negative, enter -0-)                                        |                                          | 1,182,611.                   |                            |                                                                      |
| c Adjusted net income (if negative, enter -0-)                                          |                                          |                              |                            |                                                                      |

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| Part II Balance Sheets      |                                                                                                                                | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                | Beginning of year                                              | End of year    |                       |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------|-----------------------|
|                             |                                                                                                                                |                                                                                                                                   | (a) Book Value                                                 | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                              | Cash - non-interest-bearing . . . . .                                                                                             |                                                                |                |                       |
|                             | 2                                                                                                                              | Savings and temporary cash investments . . . . .                                                                                  |                                                                | 1,625,286.     | 1,625,286.            |
|                             | 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). . . . .                                                     |                                                                |                |                       |
|                             | b                                                                                                                              | Investments - corporate stock (attach schedule) <u>ATCH 4</u> . . . . .                                                           | 22,800,618.                                                    | 45,027,891.    | 46,856,734.           |
|                             | c                                                                                                                              | Investments - corporate bonds (attach schedule). . . . .                                                                          |                                                                |                |                       |
|                             | Liabilities                                                                                                                    | 11                                                                                                                                | Investments - land, buildings, and equipment basis ▶ . . . . . |                |                       |
|                             |                                                                                                                                | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                       |                                                                |                |                       |
| 12                          |                                                                                                                                | Investments - mortgage loans. . . . .                                                                                             |                                                                |                |                       |
| 13                          |                                                                                                                                | Investments - other (attach schedule) . . . . . <u>ATCH 5</u> . . . . .                                                           |                                                                | 2,400,000.     | 2,348,170.            |
| 14                          |                                                                                                                                | Land, buildings, and equipment basis ▶ . . . . .                                                                                  |                                                                |                |                       |
|                             |                                                                                                                                | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                       |                                                                |                |                       |
| 15                          |                                                                                                                                | Other assets (describe ▶ . . . . . )                                                                                              |                                                                |                |                       |
| 16                          |                                                                                                                                | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                     | 22,800,618.                                                    | 49,053,177.    | 50,830,190.           |
| 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                          | <b>Total liabilities</b> (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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>    |                                                                                                                                   |                                                                |                |                       |
|                             | 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 . . . . .                                                        | 22,800,618.                                                    | 49,053,177.    |                       |
|                             | 30                                                                                                                             | <b>Total net assets or fund balances</b> (see instructions). . . . .                                                              | 22,800,618.                                                    | 49,053,177.    |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                             | 22,800,618.                                                                                                                       | 49,053,177.                                                    |                |                       |

**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 | 22,800,618. |
| 2 | Enter amount from Part I, line 27a. . . . .                                                                                                                         | 2 | 26,252,559. |
| 3 | Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                        | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                     | 4 | 49,053,177. |
| 5 | Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                              | 5 |             |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                              | 6 | 49,053,177. |

Form **990-PF** (2015)

**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<br>P - Purchase<br>D - Donation                                             | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                                    |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| (e) Gross sales price                                                                                                                                                                                             | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                 |                                    |                                |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| 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<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                    |                                |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                        |                                            |                                                 | <b>2</b>                                                                                     | 379,594.                           |                                |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                     | 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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2014                                                                                                                                                                                                                                   | 1,026,367.                               | 25,876,190.                                  | 0.039665                                                  |
| 2013                                                                                                                                                                                                                                   | 1,118,259.                               | 24,677,709.                                  | 0.045315                                                  |
| 2012                                                                                                                                                                                                                                   | 871,428.                                 | 23,373,258.                                  | 0.037283                                                  |
| 2011                                                                                                                                                                                                                                   | 2,848,592.                               | 23,996,463.                                  | 0.118709                                                  |
| 2010                                                                                                                                                                                                                                   | 2,736,642.                               | 22,832,676.                                  | 0.119856                                                  |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                         |                                          |                                              | <b>2</b> 0.360828                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                     |                                          |                                              | <b>3</b> 0.072166                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . . .                                                                                                                                        |                                          |                                              | <b>4</b> 43,684,435.                                      |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                                                           |                                          |                                              | <b>5</b> 3,152,531.                                       |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                          |                                          |                                              | <b>6</b> 11,826.                                          |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                                                                   |                                          |                                              | <b>7</b> 3,164,357.                                       |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 1,913,741.                                       |

**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 . . . . .<br>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       | 23,652. |
| 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       | 23,652. |
| 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       | 23,652. |
| 6 Credits/Payments                                                                                                                                                                                                                               |    |         |         |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015 . . . . .                                                                                                                                                                    | 6a | 14,715. |         |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                  | 6c |         |         |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                              | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                  | 7  | 14,715. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                         | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                        | 9  | 8,937.  |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 |         |         |
| 11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                                   | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>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? . . . . .<br>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<br>• By language in the governing instrument, or<br>• 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) <input type="checkbox"/><br>MD, _____                                                                                                                                                                                                            |     |    |
| 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  |

**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? Website address ▶ N/A                                                           | X   |    |
| 14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754<br>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 . . . . . ▶ 15                                                                                  |     |    |
| 16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . |     | 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)? . . . . .                                                                                                                                                                                                                                                                           |                              |                                        |
| 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? . . . . .                                                                                                                                                                                                                                                                                                        |                              | 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) . . . . .                                                                                                                                                                                       |                              |                                        |
| 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) . . . . . |                              |                                        |
| 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                                      |

**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)? ☐ Yes ☒ No

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

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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 7               |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
|                                                               |                                                           | 0.               | 0.                                                                    | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service | (c) Compensation |
|--------------------------------------------------------------------------|---------------------|------------------|
| ATCH 8                                                                   |                     | 76,068.          |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
| 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 |
|------------------------------------------------------------------------------------------------------------------|--------|
| <b>1</b> NONE                                                                                                    |        |
|                                                                                                                  |        |
| <b>2</b>                                                                                                         |        |
|                                                                                                                  |        |
| All other program-related investments See instructions                                                           |        |
| <b>3</b> NONE                                                                                                    |        |
|                                                                                                                  |        |
| <b>Total.</b> Add lines 1 through 3                                                                              |        |

Form **990-PF** (2015)

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 29,893,154. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 14,148,031. |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 308,495.    |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 44,349,680. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 44,349,680. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 665,245.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 43,684,435. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 2,184,222.  |

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 2,184,222. |
| <b>2a</b> | Tax on investment income for 2015 from Part VI, line 5                                                    | <b>2a</b> | 23,652.    |
| <b>b</b>  | Income tax for 2015 (This does not include the tax from Part VI)                                          | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 23,652.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 2,160,570. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 2,160,570. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 2,160,570. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |            |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 1,913,741. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 1,913,741. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 0.         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 1,913,741. |

**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)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 2,160,570.  |
| 2 Undistributed income, if any, as of the end of 2015                                                                                                                                |               |                            |             |             |
| a Enter amount for 2014 only. . . . .                                                                                                                                                |               |                            |             |             |
| b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u> . . . . .                                                                                                         |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2015                                                                                                                                    |               |                            |             |             |
| a From 2010 . . . . .                                                                                                                                                                | 1,599,440.    |                            |             |             |
| b From 2011 . . . . .                                                                                                                                                                | 1,673,231.    |                            |             |             |
| c From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2013 . . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2014 . . . . .                                                                                                                                                                |               |                            |             |             |
| f <b>Total</b> of lines 3a through e . . . . .                                                                                                                                       | 3,272,671.    |                            |             |             |
| 4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>1,913,741.</u>                                                                                                     |               |                            |             |             |
| a Applied to 2014, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions). . . . .                                                                                     |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| d Applied to 2015 distributable amount. . . . .                                                                                                                                      |               |                            |             | 1,913,741.  |
| e Remaining amount distributed out of corpus. . . . .                                                                                                                                |               |                            |             |             |
| 5 Excess distributions carryover applied to 2015 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     | 246,829.      |                            |             | 246,829.    |
| 6 <b>Enter the net total of each column as indicated below:</b>                                                                                                                      |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                    | 3,025,842.    |                            |             |             |
| 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. . . . .                                                                 |               |                            |             |             |
| 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) . . . . .                                                                              | 1,352,611.    |                            |             |             |
| 9 <b>Excess distributions carryover to 2016.</b><br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                    | 1,673,231.    |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2011 . . . . .                                                                                                                                                         | 1,673,231.    |                            |             |             |
| 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

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)

|                                                                                                                                                             | Tax year | Prior 3 years |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                             | (a) 2015 | (b) 2014      | (c) 2013 | (d) 2012 |           |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     |          |               |          |          |           |
| 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) )

NONE

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

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

ATCH 9

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

SEE LINE 2A

c Any submission deadlines

SEE LINE 2A

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

SEE LINE 2A

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

| Recipient                                    | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)          |                                                                                                           |                                |                                  |            |
| <b>a Paid during the year</b><br><br>ATCH 10 |                                                                                                           |                                |                                  |            |
| <b>Total</b> . . . . .                       |                                                                                                           |                                | ▶ <b>3a</b>                      | 1,779,450. |
| <b>b Approved for future payment</b>         |                                                                                                           |                                |                                  |            |
| <b>Total</b> . . . . .                       |                                                                                                           |                                | ▶ <b>3b</b>                      |            |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions) |
|------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------------|
|                                                |                                                          | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                   |
| 1                                              | Program service revenue                                  |                           |               |                                      |               |                                                                   |
| a                                              | -                                                        |                           |               |                                      |               |                                                                   |
| b                                              |                                                          |                           |               |                                      |               |                                                                   |
| c                                              |                                                          |                           |               |                                      |               |                                                                   |
| d                                              |                                                          |                           |               |                                      |               |                                                                   |
| e                                              |                                                          |                           |               |                                      |               |                                                                   |
| f                                              |                                                          |                           |               |                                      |               |                                                                   |
| g                                              | Fees and contracts from government agencies              |                           |               |                                      |               |                                                                   |
| 2                                              | Membership dues and assessments . . . . .                |                           |               |                                      |               |                                                                   |
| 3                                              | Interest on savings and temporary cash investments .     |                           |               | 14                                   | 14,109.       |                                                                   |
| 4                                              | Dividends and interest from securities . . . . .         |                           |               | 14                                   | 817,093.      |                                                                   |
| 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 |                           |               | 18                                   | 379,594.      |                                                                   |
| 9                                              | Net income or (loss) from special events . . . . .       |                           |               |                                      |               |                                                                   |
| 10                                             | Gross profit or (loss) from sales of inventory. . . . .  |                           |               |                                      |               |                                                                   |
| 11                                             | Other revenue a                                          |                           |               |                                      |               |                                                                   |
| b                                              |                                                          |                           |               |                                      |               |                                                                   |
| c                                              |                                                          |                           |               |                                      |               |                                                                   |
| d                                              |                                                          |                           |               |                                      |               |                                                                   |
| e                                              |                                                          |                           |               |                                      |               |                                                                   |
| 12                                             | Subtotal Add columns (b), (d), and (e) . . . . .         |                           |               |                                      | 1,210,796.    |                                                                   |
| 13                                             | Total. Add line 12, columns (b), (d), and (e) . . . . .  |                           |               |                                      | 13            | 1,210,796.                                                        |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]



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

OMB No 1545-0047

**2015**▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**FRANKLIN P. AND ARTHUR W. PERDUE  
FOUNDATION, INC.**Employer identification number**

52-6054332

**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).

Name of organization **FRANKLIN P. AND ARTHUR W. PERDUE  
FOUNDATION, INC.**

Employer identification number  
**52-6054332**

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                             | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                               |
|------------|-------------------------------------------------------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ESTATE OF FRANKLIN P PERDUE<br><br>125 BROAD STREET<br><br>NEW YORK, NY 10004 | \$ 27,000,000.             | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |
|            |                                                                               | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                   |



Name of organization **FRANKLIN P. AND ARTHUR W. PERDUE  
FOUNDATION, INC.**

Employer identification number  
**52-6054332**

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

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

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| INVESTMENT MANAGEMENT SERVICES | 28,020.                                           | 28,020.                              |                                |
| SCHOLARSHIP MANAGEMENT SVCS    | 3,500.                                            |                                      | 3,500.                         |
| DESIGN SERVICES                | 298.                                              |                                      | 298.                           |
| TOTALS                         | <u>31,818.</u>                                    | <u>28,020.</u>                       | <u>3,798.</u>                  |

ATTACHMENT 2FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> |
|-------------------------------|---------------------------------------------------|
| 990-PF ESTIMATED TAX FOR 2015 | 13,500.                                           |
| 990-PF EXTENSION FOR 2014     | 2,811.                                            |
| TOTALS                        | <u>16,311.</u>                                    |

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|---------------------|-----------------------------------------|-----------------------------|------------------------|
| ADMINISTRATIVE FEES | 76,068.                                 |                             | 76,068.                |
| BANK CHARGES        | 165.                                    | 165.                        |                        |
| TOTALS              | <u>76,233.</u>                          | <u>165.</u>                 | <u>76,068.</u>         |

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>              | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|---------------------------------|------------------------------|-----------------------|
| CREDIT SUISSE COMMODITY RET ST  | 1,070,000.                   | 1,011,073.            |
| DELAWARE SM CAP VALUE FUND INS  | 813,658.                     | 750,195.              |
| DODGE & COX FUNDS INTERNATIONAL | 5,519,826.                   | 5,324,964.            |
| INVESCO SMALL CAP GROWTH FUND   | 827,807.                     | 749,571.              |
| LOOMIS SAYLES FDS INV GRADE BO  | 1,542,510.                   | 1,506,998.            |
| MAINSTAY HIGH YIELD CORPORATE   | 1,030,073.                   | 1,001,530.            |
| TCW FDS INC CORE FIXED INCOME   | 3,575,081.                   | 3,514,521.            |
| VANGUARD FTSE ALL-WORLD EX-US   | 6,279,985.                   | 5,353,438.            |
| VANGUARD INTERMEDIATE TERM INV  | 1,547,860.                   | 1,498,515.            |
| VANGUARD REIT INDEX FD ADMIRAL  | 952,409.                     | 1,013,191.            |
| VANGUARD TOTAL BOND MARKET IND  | 3,613,201.                   | 3,511,956.            |
| VANGUARD TOTAL STOCK MARKET IN  | 18,255,481.                  | 21,620,782.           |
| TOTALS                          | <u>45,027,891.</u>           | <u>46,856,734.</u>    |

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>           | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|------------------------------|------------------------------|-----------------------|
| ENTRUST CAP DIVERSIFIED 1115 | 1,200,000.                   | 1,170,803.            |
| ENTRUST CAP DIVERSIFIED 1215 | 1,200,000.                   | 1,177,367.            |
| TOTALS                       | <u>2,400,000.</u>            | <u>2,348,170.</u>     |

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

| Kind of Property                             |                                       | Description                |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|----------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis  | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 5,968,456.                                   |                                       | PUBLICLY-TRADED SECURITIES |                          |                                |                                    |              | 379,594.             |           |
|                                              |                                       | 5,588,862.                 |                          |                                |                                    |              |                      |           |
| TOTAL GAIN (LOSS) .....                      |                                       | .....                      |                          |                                |                                    |              | <u>379,594.</u>      |           |

Franklin P. and Arthur W. Perdue Foundation, Inc.

EIN: 52-6054332

Taxable Year Ending December 31, 2015

Part VII-A, Line 3 (990-PF) - Changes to Articles Not Yet Reported

THE ARTHUR W. PERDUE FOUNDATION, INC.

ARTICLES OF AMENDMENT

The Arthur W. Perdue Foundation, Inc., a Maryland nonstock corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland ("SDAT") that:

FIRST: Article First of the charter of the Corporation is hereby amended to change the name of the Corporation to:

Franklin P. and Arthur W. Perdue Foundation, Inc.

SECOND: The foregoing name change amendment was approved by the Board of Directors of the Corporation by unanimous written consent and pursuant to Section 2-603 of the Maryland General Corporation Law.

THIRD: The undersigned officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its President and attested by its Secretary on this 9th day of September, 2015.

ATTEST:

THE ARTHUR W. PERDUE FOUNDATION,  
INC.

By:

Name: Mack A. Garth  
Title: Secretary

By:

Name: James A. Perdue  
Title: President

10089969-v1

STATE OF MARYLAND  
I hereby certify that this is a true and complete copy of the 2  
page document on file in this office. DATED: 10-2-15  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:  
BY: Sherry T. Puntland, Custodian  
This stamp replaces our previous certification system. Effective: 6/95

**AMENDED AND RESTATED BYLAWS  
OF  
THE FRANKLIN P. AND ARTHUR W. PERDUE FOUNDATION, INC.**

**ARTICLE I. DIRECTORS**

**Section 1. General Powers.**

The business and affairs of The Franklin P. and Arthur W. Perdue Foundation, Inc. (the "Corporation") shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these Amended and Restated Bylaws, the Board of Directors may exercise all the powers of the Corporation. From time to time, the Board of Directors may delegate to officers of the Corporation or other persons such powers and duties as it may see fit in addition to those specifically provided in these Amended and Restated Bylaws. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

**Section 2. Number and Tenure.**

The Board of Directors shall be comprised of five (5) voting members. Three (3) voting members will be selected through a process established by the Perdue Family Council (the "Family Council") that encourages multi-family, multi-generational representation on the Board of Directors. Two (2) of the voting members will be the Chief Executive Officer and Chief Financial Officer of Perdue Farms Inc. Each director shall be at least 25 years of age and hold office for a term of two (2) years and until a successor shall have been elected and qualify. The terms of the initial directors shall be staggered, in order to permit an ongoing orderly rotation of directors. A spouse of a Perdue family members may serve on the Board of Directors provided that he or she remains a spouse during his or her tenure on the Board.

**Section 3. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held during the first quarter of each calendar year, on a day and at a time and place to be determined by the President or the directors. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the directors. Each director shall endeavor to attend all regular and special meetings of the Board of Directors, as well as all committee meetings of those committees to which such director may be assigned. If a director misses more than one (1) Board meeting a year, the matter may be referred to the Family Council for information, review and possible action by the Family Council at the Family Council's discretion.

**Section 4. Special Meetings.**

Special meetings of the Board of Directors may be called by the President or by any one director.

**Section 5. Place of Meetings.**

The Board of Directors may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine. In

the absence of such determination, regular and special meetings of the Board of Directors shall be held at the principal business office of the Corporation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each director:

a. By notice in writing, mailed postage prepaid, not later than the third day before the day set for the meeting and addressed to the director's last known post office address according to the records of the Corporation; or

b. By telephonic or electronic communication or by notice in writing delivered personally or left at the director's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting. If at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Corporation's charter or these Amended and Restated Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors, or created by an increase in the number of directors, shall be filled by a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

#### Section 9. Resignation and Removal.

A director may resign at any time by notifying the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. In the event that a director fails to specify the effective date of the resignation, such resignation shall become effective on its date of receipt. Any director may, by action of the Board of Directors, be removed from office, with or without cause, and another may be appointed by a majority of the remaining directors in the place of the person so removed to serve for the remainder of the term.

#### Section 10. Compensation.

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

#### Section 11. Informal Action by Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each director and such is filed in paper or electronic form with the minutes of proceedings of the Board of Directors.

#### Section 12. Telephone Conference.

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

### **ARTICLE II. GRANTMAKING**

#### Section 1. In General.

The Corporation shall annually award grants consistent with the Corporation's charitable purposes and as required by law. Each year, the Board of Directors shall determine the amount to be distributed in furtherance of the Corporation's charitable purposes (the "Foundation Distributable Amount"); provided, however, that, the Foundation Distributable Amount shall not be less than the minimum amount required to be distributed in order to avoid the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision. In addition to and as part of the Foundation Distributable Amount, and in the manner set forth on Exhibit A hereto, as such exhibit may be amended from time to time, an amount will be determined each year to be awarded by the Perdue Family Lines (the "Family Distributable Amount"). For purposes of this provision, the "Perdue Family Lines" are Sandra Spedden and her lineal descendants; Anne Oliviero and her lineal descendants; Beverly Jennings and her lineal descendants; and James Perdue and his lineal descendants. From the Foundation Distributable Amount, grants shall be awarded as follows:

a. The Board of Directors and the Grants Committee, pursuant to the provisions of, and in the manner set forth in, these Amended and Restated Bylaws, shall designate the recipient(s) for the annual Foundation Distributable Amount less any amounts designated pursuant to subparagraph b below.

b. The Perdue Family Lines shall designate the recipient(s) for the Family Distributable Amount in accordance with Exhibit A hereto.

c. In the event that one or more of the Perdue Family Lines fails to designate, pursuant to the provisions of subparagraph b above, the recipient(s) for the entire portion of their share of the annual Family Distributable Amount by December 1 of each calendar year, such undesignated portion shall revert to the Corporation and be designated by the Board of Directors and the Grants Committee, pursuant to the provisions of subparagraph a above.

#### Section 2. Eligible Grantees.

For purposes of this Article II, eligible recipients of grants shall be such domestic organizations exempt from federal income tax pursuant to Section 501(c)(3) of the Code and classified as public charities pursuant to any of Section 509(a)(1), (2), or (3) of the Code; provided, however, that if the Board of Directors determines, in its reasonable discretion, that a proposed grant is incompatible with the purposes of the Corporation, the Board of Directors may disallow the issuance of such proposed grant. The Corporation shall also not award any grants that give rise to self-dealing pursuant to Treasury Regulation Section 53.4941(d)-2(f)(1).

### ARTICLE III. OFFICERS

#### Section 1. In General.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, and whenever deemed advisable by the Board, one or more Vice-Presidents, Assistant Secretaries or Assistant Treasurers.

The Chief Executive Officer of Perdue Farms Inc. shall serve as President of the Corporation and the Chief Financial Officer of Perdue Farms Inc. shall serve as Treasurer and Secretary of the Corporation. All other officers of the Corporation shall be elected by the Board of Directors. The terms of office of all officers shall be for one year or for such longer term as shall be designated by the Board of Directors, or until a successor shall have been duly elected, unless the officer's tenure is sooner terminated by incapacity to serve, resignation, or removal. Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity when such instrument is required to be executed, acknowledged or verified by any two or more officers. The Board of Directors may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

## Section 2. President.

The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the directors. The President shall have general management and direction of the activities of the Corporation and all powers ordinarily exercised by the president of a corporation; shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Directors to assist in the general management and direction of the activities of the Corporation; and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

## Section 3. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election or designated seniority) shall perform the duties of the President and, when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

## Section 4. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## Section 5. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## Section 6. Assistant Officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may prescribe.

## Section 7. Compensation.

No officers shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

#### Section 8. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Board may authorize any officer to remove subordinate officers.

#### Section 9. Vacancies.

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

### ARTICLE IV. COMMITTEES

#### Section 1. Executive Committee of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate from among its members an Executive Committee consisting of such number of directors as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that such Committee shall have no authority to amend, alter, or repeal the bylaws of the Corporation; to elect, appoint or remove any officer of the Corporation; or to approve any document required to be filed with the State Department of Assessments and Taxation of Maryland.

#### Section 2. Grants Committee.

The Corporation shall also maintain a Grants Committee which shall be charged with approving all grants less than \$50,000 awarded from that portion of the Foundation Distributable Amount described in Article II, Section 1. The Grants Committee shall also consider grants greater than \$50,000 and, if such proposed grant in excess of \$50,000 is approved by the Grants Committee, the Grants Committee shall recommend such grants to the Board of Directors for its consideration and approval. The Grants Committee shall be comprised of seven (7) voting members. Up to five (5) voting members will be selected through a process established by the Family Council that encourages multi-family, multi-generational representation on the Grants Committee. Two (2) of the voting members will be the Chief Executive Officer and Senior Vice President, Human Resources, of Perdue Farms Inc. In order to encourage broad participation and effective governance, family members serving as a director of the Corporation will not be eligible to serve on the Grants Committee. It is anticipated that the Grants Committee will hold regular meetings on a quarterly basis as it may from time to time determine.

#### Section 3. Other Committees.

The Board of Directors may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

Section 4. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

Section 5. Chairman.

One member of each committee shall be appointed chairman, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

Section 6. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules.

Each committee may adopt rules for its own governance not inconsistent with the Corporation's charter, these Amended and Restated Bylaws, rules adopted by the Board of Directors, or any applicable law of the State of Maryland.

**ARTICLE V. CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, or other agent or agents of the Corporation, in addition to the officers so authorized by these Amended and Restated Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VI. SUNDRY PROVISIONS**

### **Section 1. Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year, unless some other fiscal year be specified by resolution of the Board of Directors.

### **Section 2. Seal.**

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Corporation.

### **Section 3. Indemnification.**

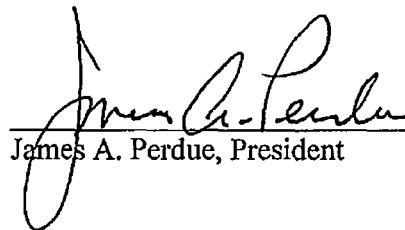
To the maximum extent permitted by the Maryland General Corporation Law and the Internal Revenue Code of 1986, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents and employees to the full extent required by the Corporation's charter.

### **Section 4. Amendments to Bylaws.**

These Amended and Restated Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the vote or written assent of at least four of the five voting members of the Board of Directors; provided, however, that **Exhibit A** hereto shall be amended only in the manner set forth on **Exhibit A**.

I, James A. Perdue, President of The Franklin P. and Arthur W. Perdue Foundation, Inc., hereby certify that the foregoing constitutes all of the provisions of the Amended and Restated Bylaws of the Corporation, as currently in effect.

**IN WITNESS WHEREOF**, I hereunto subscribe my name and affix the seal of the Corporation this 21 day of DECEMBER 2015.

 (SEAL)  
James A. Perdue, President

## **EXHIBIT A**

### **PERDUE FAMILY LINE GRANTMAKING PROCEDURES**

Funds held in the Corporation that were received for the redemption of shares that the Corporation previously held in Franklin P. Perdue Inc. are available for charitable purposes in equal amounts by each of the Perdue Family Lines. All charitable gift giving for each of the Perdue Family Lines shall be administered in the following manner:

#### **1. Annual Awards**

- a. During the first quarter of each calendar year, the Treasurer shall prepare and distribute to Sandra Spedden ("Sandra"), Anne Oliviero ("Anne"), Beverly Jennings ("Beverly"), and James Perdue ("James" and, together with Sandra, Anne, and Beverly, the "G3s") the minimum Family Distribution Amount in regards to the above-referenced funds for the then current calendar year. Such determination will be made in accordance with the Code in regards to the above-referenced funds considering the average of prior year balances including any contributions made and the gains and loses of any investment activity.
- b. A meeting of the G3s will be scheduled to review the minimum requirements and confirm agreement on the amount of the Family Distribution Amount for the then current calendar year.
- c. The Family Distribution Amount agreed to will require the agreement of a majority of the G3s by either vote or written consent and the Family Distribution Amount so chosen will be at least equal to the minimum Family Distribution Amount determined pursuant to and in accordance with 1.a. above.

#### **2. Grantmaking**

- a. All grants awarded must comply with the provisions of these Amended and Restated Bylaws.
- b. No grants per grantee recipient shall be less than \$1,000 and each Perdue Family Line is limited to no more than five (5) such \$1,000 grants per calendar year. However, larger grant amounts are encouraged to promote efficient and impactful gift giving and each Perdue Family line shall use their best efforts to target total gift giving within the range of 20-25 grants per Perdue Family Line per calendar year.

### 3. Perdue Family Line Rights

- a. For so long each G3 is willing and able to exercise such rights, each G3 shall exercise the grantmaking rights attributed to his or her Perdue Family Line.
- b. At such time as any G3 is no longer able or willing to exercise the grantmaking rights attributed to his or her Perdue Family Line, the authority to exercise such rights of such Perdue Family Line shall pass in equal shares to the children ("G4s") of such G3s.
- c. Any amendments to this Exhibit A shall be made only pursuant to the unanimous vote or written consent of the G3s; provided, however, that in the event that one or more of the G3s is no longer able or willing to exercise his or her rights hereunder, the voting rights of such G3 shall be exercised by a majority of the G4s that succeeded to the rights of such G3.
  - i. By way of example: If during a year when each Perdue Family Line was permitted to designate the recipients of one or more gifts totaling \$150,000 and one of the G3s, who has three children (G4s) was no longer able or willing to exercise his or her rights hereunder:
    - a. Each of the three G3s willing to exercise his or her rights hereunder would be entitled to designate the recipients of one or more gifts totaling \$150,000;
    - b. Each of the G4s of the one G3 not willing or unable to exercise his or her rights hereunder would be entitled to designate the recipients of one or more gifts for a proportional share of that year's amount. In this example, each G4 would be entitled to designate recipients of one or more gifts totaling 1/3 of the total amount of \$150,000, or \$50,000 each; and
    - c. In this example, any amendments to this Exhibit A shall be made only with the (i) unanimous vote or written consent of the three G3s who exercised his or her rights hereunder, and (ii) at least two of the three G4s of the one G3 who was not willing or was unable to exercise his or her rights hereunder.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2015, THE ARTHUR W. PERDUE FOUNDATION, INC. (THE "FOUNDATION") TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS A QUALIFYING DISTRIBUTION. DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE ("CODE") SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED FOR CHARITABLE PURPOSES.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

| <u>NAME AND ADDRESS</u>                                                                                                         | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| MARK GARTH<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377                                           | DIR / SEC / TREAS<br>1.00                                       | 0.                  | 0.                                                     | 0.                                               |
| ANNE P OLIVIERO<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377                                      | DIR<br>1.00                                                     | 0.                  | 0.                                                     | 0.                                               |
| JAMES A PERDUE<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377                                       | PRES / DIR<br>1.00                                              | 0.                  | 0.                                                     | 0.                                               |
| MARY H PERDUE<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377                                        | DIR<br>1.00                                                     | 0.                  | 0.                                                     | 0.                                               |
| SANDRA SPEEDEN*<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377<br>*REMOVED FROM FOUNDATION IN 2015. | DIR<br>1.00                                                     | 0.                  | 0.                                                     | 0.                                               |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (CONT'D)

| <u>NAME AND ADDRESS</u>                                                                           | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| WHITNEY M VAN DER HYDE<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>123<br>WILMINGTON, DE 19809-1377 | DIR 1.00                                                        | 0.                  | 0.                                                     | 0.                                               |
| GRAND TOTALS                                                                                      |                                                                 | <u>0.</u>           | <u>0.</u>                                              | <u>0.</u>                                        |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 8

| <u>NAME AND ADDRESS</u>                                               | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|-----------------------------------------------------------------------|------------------------|---------------------|
| FOUNDATION SOURCE<br>55 WALLS DRIVE, 3RD FLOOR<br>FAIRFIELD, CT 06824 | ADMINISTRATIVE         | 76,068.             |
| TOTAL COMPENSATION                                                    |                        | <u>76,068.</u>      |

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

[WWW.PERDUEFARMS.COM/CONTRIBUTIONS](http://WWW.PERDUEFARMS.COM/CONTRIBUTIONS)

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

| <u>RECIPIENT NAME AND ADDRESS</u>                                                          | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------|---------------|
| ALLIANCE FOR THE CHESAPEAKE BAY INC<br>501 6TH ST<br>ANNAPOLIS, MD 21403                   | N/A<br>PC                                                                                 | SPONSORSHIP OF PROJECT CLEAN STREAM     | 10,000.       |
| ALLIANCE FOR THE CHESAPEAKE BAY INC<br>501 6TH ST<br>ANNAPOLIS, MD 21403                   | N/A<br>PC                                                                                 | CHARITABLE EVENT                        | 10,000.       |
| ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIAT<br>PO BOX 96011<br>WASHINGTON, DC 20090 | N/A<br>PC                                                                                 | GENERAL & UNRESTRICTED                  | 5,000.        |
| AMERICAN CANCER SOCIETY INC<br>P.O. BOX 22718<br>OKLAHOMA CITY, OK 73123                   | N/A<br>PC                                                                                 | ACCOMAC FUND RAISING EFFORT             | 1,000.        |
| AMERICAN CANCER SOCIETY INC<br>P.O. BOX 22718<br>OKLAHOMA CITY, OK 73123                   | N/A<br>PC                                                                                 | THE PINK RIBBON CLASSIC PROGRAM         | 1,000.        |
| ART 180 INC<br>114 W MARSHALL ST<br>RICHMOND, VA 23220                                     | N/A<br>PC                                                                                 | GENERAL & UNRESTRICTED                  | 2,500.        |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION         | AMOUNT  |
|------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|------------------------------------------|---------|
|                                                                                                | FOUNDATION                                     | STATUS OF RECIPIENT |                                          |         |
| C. NOIAN<br>BALL STATE UNIVERSITY FOUNDATION<br>2800 W BETHEL AVE<br>MUNCIE, IN 47304          | NONE<br>I                                      |                     | SCHOLARSHIP GRANT                        | 5,000.  |
| BEEBE MEDICAL CENTER INC<br>424 SAVANNAH RD<br>LEWES, DE 19958                                 | N/A<br>PC                                      |                     | MAMMOGRAPHY MACHINES FOR CLINICS PROJECT | 50,000. |
| M. HIX<br>BERRY COLLEGE INC<br>PO BOX 490129<br>MOUNT BERRY, GA 30149                          | NONE<br>I                                      |                     | SCHOLARSHIP GRANT                        | 5,000   |
| BERTIE COUNTY CENTER ON AGING<br>103 W SCHOOL ST<br>WINDSOR, NC 27983                          | N/A<br>PC                                      |                     | KELFORD FACILITY RENT FUND               | 1,800.  |
| BERTIE COUNTY SCHOOLS<br>PO BOX 10<br>WINDSOR, NC 27983                                        | N/A<br>PC                                      |                     | NC CADET PILOT PROGRAM                   | 2,000.  |
| BIG BROTHERS BIG SISTERS OF HARRISONBURG-ROCKINGHAM<br>225 N HIGH ST<br>HARRISONBURG, VA 22802 | N/A<br>PC                                      |                     | SCHOOL/SITE BASED MENTORING PROGRAM      | 15,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                             | AMOUNT  |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------|---------|
| BLOOD BANK OF DELMARVA INC<br>100 HYGEIA DR<br>NEWARK, DE 19713                                 | N/A<br>PC                                                                        | IMPLEMENTATION OF HEMOGLOBIN H1C TEST PROGRAM                | 5,000.  |
| BLUE RIDGE AREA FOOD BANK INC<br>PO BOX 937<br>VERONA, VA 24462                                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                       | 25,000. |
| BON SECOURS RICHMOND HEALTH CARE FOUNDATION<br>8580 MAGELLAN PKWY BLDG IV<br>RICHMOND, VA 23227 | N/A<br>PC                                                                        | NOAH'S CHILDREN AND RICHMOND HOPE THERAPY CENTER<br>CAMPAIGN | 10,000. |
| BOY SCOUTS OF AMERICA<br>1325 W WALNUT HILL LN<br>IRVING, TX 75038                              | N/A<br>PC                                                                        | EAGLE SCOUT PROJECT                                          | 514.    |
| BOY SCOUTS OF AMERICA<br>1032 HEATHERWOOD DR<br>VIRGINIA BCH, VA 23455                          | N/A<br>PC                                                                        | CAPITAL CAMPAIGN                                             | 75,000. |
| BOYS & GIRLS CLUB OF HARRISONBURG AND ROCKINGHAM C<br>PO BOX 1223<br>HARRISONBURG, VA 22803     | N/A<br>PC                                                                        | SCHOLARSHIP FUND                                             | 10,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                               | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION               | AMOUNT  |
|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|------------------------------------------------|---------|
|                                                                                          |                                                                                  |  |                                                |         |
| BOYS & GIRLS CLUBS OF DELAWARE INC.<br>669 S UNION ST<br>WILMINGTON, DE 19805            | N/A<br>PC                                                                        |  | GREAT FUTURES CAPITAL INITIATIVE               | 20,000  |
| BOYS & GIRLS CLUBS OF MARIN AND SOUTHERN SONOMA CO<br>203 MARIA DR<br>PETALUMA, CA 94954 | N/A<br>PC                                                                        |  | SUMMER CAMP DISCOVERY PROGRAM                  | 10,000  |
| BOYS & GIRLS CLUBS OF SOUTHERN MAINE<br>277 CUMBERLAND AVE<br>PORTLAND, ME 04101         | N/A<br>PC                                                                        |  | CAPITAL CAMPAIGN                               | 10,000. |
| BOYS & GIRLS CLUBS OF SOUTHERN MAINE<br>277 CUMBERLAND AVE<br>PORTLAND, ME 04101         | N/A<br>PC                                                                        |  | CHALLENGE GIFT FOR CAPITAL CAMPAIGN            | 50,000. |
| BOYS AND GIRLS CLUBS OF SKAGIT COUNTY<br>PO BOX 947<br>MOUNT VERNON, WA 98273            | N/A<br>PC                                                                        |  | HEALTHY LIFESTYLES AND HEALTHY HABITS PROGRAMS | 10,000. |
| R. SMITH<br>BRESCIA UNIVERSITY INC<br>717 FREDERICA ST<br>OWENSBORO, KY 42301            | NONE<br>I                                                                        |  | SCHOLARSHIP GRANT                              | 5,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                       | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION                             | AMOUNT  |
|----------------------------------------------------------------------------------|------------------------------------------------|---------------------|--------------------------------------------------------------|---------|
|                                                                                  | FOUNDATION                                     | STATUS OF RECIPIENT |                                                              |         |
| CAL RIPKEN SR FOUNDATION INC<br>1427 CLARKVIEW RD STE 100<br>BALTIMORE, MD 21209 | N/A<br>PC                                      |                     | BADGES FOR BASEBALL PROGRAM                                  | 25,000. |
| B. BARNES<br>CAMPBELL UNIVERSITY INC<br>PO BOX 97<br>BUYES CREEK, NC 27506       | NONE<br>I                                      |                     | SCHOLARSHIP GRANT                                            | 5,000.  |
| CHESAPEAKE HOUSING MISSION<br>PO BOX 1061<br>SALISBURY, MD 21802                 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                       | 5,000.  |
| CITY OF SALISBURY<br>125 N DIVISION ST<br>SALISBURY, MD 21801                    | N/A<br>PC                                      |                     | CHARITABLE EVENT                                             | 2,500.  |
| COLONIAL WILLIAMSBURG FOUNDATION<br>PO BOX 1776<br>WILLIAMSBURG, VA 23187        | N/A<br>PC                                      |                     | COLONIAL WILLIAMSBURG ASSOCIATES DONOR SOCIETY<br>INITIATIVE | 2,500.  |
| COMMITTEE ON THE SHELTERLESS<br>PO BOX 2744<br>PETALUMA, CA 94953                | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                       | 450.    |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND                                                   |                                |                                                      |  | AMOUNT  |
|--------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------------------------|--|---------|
| RECIPIENT NAME AND ADDRESS                                                                       | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                     |  |         |
| COMMUNITY FOUNDATION ALLIANCE INC<br>5000 E VIRGINIA ST STE 4<br>EVANSVILLE, IN 47715            | N/A<br>PC                      | PERDUE FARMS COMMUNITY GOOD FUND SUPPORT             |  | 10,000. |
| COMMUNITY FOUNDATION OF THE EASTERN SHORE INC<br>1324 BELMONT AVE STE 401<br>SALISBURY, MD 21804 | N/A<br>PC                      | RED, WHITE AND BOOM ENDOWMENT FUND                   |  | 2,500.  |
| COMMUNITY FOUNDATION OF THE EASTERN SHORE INC<br>1324 BELMONT AVE STE 401<br>SALISBURY, MD 21804 | N/A<br>PC                      | EASTERN SHORE MISSION OF MERCY DENTAL CLINIC PROGRAM |  | 5,000.  |
| CONNORS HEROES FOUNDATION<br>PO BOX 2536<br>MIDLOTHIAN, VA 23113                                 | N/A<br>PC                      | GENERAL & UNRESTRICTED                               |  | 2,500.  |
| CROTCHED MOUNTAIN FOUNDATION<br>1 VERNEY DR<br>GREENFIELD, NH 03047                              | N/A<br>PC                      | HANDICAP SKIING, BIKING AND KAYAKING PROGRAM         |  | 2,500   |
| DAVIESS COUNTY FAMILY YMCA INC<br>405 NE 3RD ST<br>WASHINGTON, IN 47501                          | N/A<br>PC                      | ACTION 2015 BUILDING IMPROVEMENT CAMPAIGN            |  | 20,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION      | AMOUNT |
|-----------------------------------------------------------------------------|------------------------------------------------|---------------------|---------------------------------------|--------|
|                                                                             | FOUNDATION                                     | STATUS OF RECIPIENT |                                       |        |
| DELAWARE CENTER FOR THE INLAND BAYS<br>39375 INLET RD<br>REHOBOTH, DE 19971 | N/A<br>PC                                      |                     | CHARITABLE EVENT                      | 1,000. |
| DELAWARE SPECIAL OLYMPICS INC<br>UNIVERSITY OF DELAWARE<br>NEWARK, DE 19716 | N/A<br>PC                                      |                     | CHARITABLE EVENT                      | 1,000. |
| DELAWARE SPECIAL OLYMPICS INC<br>UNIVERSITY OF DELAWARE<br>NEWARK, DE 19716 | N/A<br>PC                                      |                     | CHARITABLE EVENT                      | 5,000. |
| DELMAR PUBLIC LIBRARY<br>101 N BI STATE BLVD<br>DELMAR, DE 19940            | N/A<br>PC                                      |                     | BUILDING CONSTRUCTION CAMPAIGN        | 5,000  |
| DOVE POINTE INC<br>PO BOX 1610<br>SALISBURY, MD 21802                       | N/A<br>PC                                      |                     | EQUIPMENT PURCHASE INITIATIVE         | 2,915. |
| DREAM CATCHERS<br>PO BOX 1261<br>WILLIAMSBURG, VA 23187                     | N/A<br>PC                                      |                     | CORI SIKICH THERAPEUTIC RIDING CENTER | 5,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                                             | AMOUNT  |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|---------|
| EASTER SEALS DELAWARE & MARYLANDS EASTERN SHORE IN<br>61 CORPORATE CIR<br>NEW CASTLE, DE 19720 | N/A<br>PC                                                                        | INTERACTIVE METRONOME THERAPY PROJECT                                                                        | 5,500.  |
| ENVIRONMENTAL EDUCATIONAL ALLIANCE INC<br>PO BOX 768081<br>ROSWELL, GA 30076                   | N/A<br>PC                                                                        | RIVERS ALIVE PROGRAM                                                                                         | 5,000.  |
| FEEDING AMERICA<br>35 E WACKER DR STE 2000<br>CHICAGO, IL 60601                                | N/A<br>PC                                                                        | PERDUE/FEEDING AMERICA PARTNERSHIP PROMOTION<br>SPONSORSHIP INITIATIVE                                       | 25,000. |
| FEEDMORE INC<br>1415 RHODMILLER ST<br>RICHMOND, VA 23220                                       | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                                                       | 5,000.  |
| FISHER HOUSE FOUNDATION INC<br>111 ROCKVILLE PIKE, STE 420<br>ROCKVILLE, MD 20850              | N/A<br>PC                                                                        | FAMILIES STAYING AT THE FISHER HOUSE VIA THE<br>WOUNDED WARRIOR PROJECT OF THE HOLMES MCQUIRE VA<br>HOSPITAL | 2,500.  |
| FOODBANK OF SOUTHEASTERN VIRGINIA<br>800 TIDEWATER DR<br>NORFOLK, VA 23504                     | N/A<br>PC                                                                        | BACK PACK PROGRAM                                                                                            | 10,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                            | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                          | AMOUNT  |
|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|---------|
| FRIENDS OF MAMMOTH CAVE NATIONAL PARK INC<br>PO BOX 2<br>MAMMOTH CAVE, KY 42259       | N/A<br>PC                                                                        | TRANSPORTATION FOR CHILDREN FROM SCHOOLS IN OHIO<br>AND MCLEAN COUNTIES FUND              | 6,000   |
| FRUITLAND FALCONS FOOTBALL INC<br>4221 ELK CREEK DR<br>SALISBURY, MD 21804            | N/A<br>PC                                                                        | YOUTH SPORTS PROGRAM                                                                      | 5,000.  |
| GENESIS HOUSE INC<br>PO BOX 1180<br>COOKEVILLE, TN 38503                              | N/A<br>PC                                                                        | CLOTHES CLOSET PROJECT                                                                    | 3,600.  |
| GEORGIA FARM BUREAU FOUNDATION FOR AGRICULTURE INC<br>1620 BASS RD<br>MACON, GA 31210 | N/A<br>PC                                                                        | HOUSTON COUNTY TEACHERS TRAINING PROJECT                                                  | 4,700.  |
| GIRL SCOUTS NORTH CAROLINA COASTAL PINES<br>PO BOX 91649<br>RALEIGH, NC 27675         | N/A<br>PC                                                                        | GIRL SCOUTS' CAMP MU-SHA-NI BEAVER POND WETLANDS<br>FLOATING DOCK AND OBSERVATORY PROJECT | 5,000   |
| GULF OF MAINE RESEARCH INSTITUTE<br>350 COMMERCIAL ST<br>PORTLAND, ME 04101           | N/A<br>PC                                                                        | EDUCATING EVERY MAINE STUDENT IN THE SCIENCE<br>LEARNING EXPERIENCE INITIATIVE            | 20,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                           | AMOUNT  |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------|
| HABITAT FOR HUMANITY INTERNATIONAL INC<br>2268 NC 5 HWY<br>ABERDEEN, NC 28315 | N/A<br>PC                                                                        | LEAD SPONSORSHIP OF DOBBIN HEIGHTS HOME BUILD<br>PROJECT                   | 28,000. |
| HAPPY HAVEN HOMES INC<br>2311 WAKEFIELD DR<br>COOKEVILLE, TN 38501            | N/A<br>PC                                                                        | NUTRITION AND WELLNESS PROGRAM                                             | 3,000.  |
| HAYSVILLE PARKS INC<br>7860 N US HWY 231<br>JASPER, IN 47546                  | N/A<br>PC                                                                        | REMOTE FIRE SUPPRESSION AND RESCUE EQUIPMENT<br>PURCHASE                   | 5,000.  |
| HEARTS UNLIMITED INC<br>105 NE FRONT ST<br>MILFORD, DE 19963                  | N/A<br>PC                                                                        | CAPITAL IMPROVEMENTS AND AFTER SCHOOL PROGRAMMING                          | 12,500. |
| HOPE AND LIFE OUTREACH INC<br>701 SNOW HILL RD<br>SALISBURY, MD 21804         | N/A<br>PC                                                                        | PAINT AND SUPPLIES FOR EXTERIOR PAINTING PROJECT                           | 1,500.  |
| HOPE FOR LIFE WOMENS RESOURCE CENTER<br>300 N MAIN ST<br>BEAVER DAM, KY 42320 | N/A<br>PC                                                                        | EARN WHILE YOU LEARN/LOVE AND LOGIC WEEKLY<br>EDUCATIONAL SESSIONS PROJECT | 10,000. |

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                        | AMOUNT  |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------|---------|
| HOUSTON COUNTY ASSN FOR EXCEPTIONAL CITIZENS INC<br>802 S YOUNG AVE<br>WARNER ROBINS, GA 31093 | N/A<br>PC                                                                        | HVAC - MATCHING PROGRAM RESULTS PROJECT                                 | 2,500.  |
| HOUSTON COUNTY SCHOOL DISTRICT<br>1100 MAIN ST<br>PERRY, GA 31069                              | N/A<br>PC                                                                        | CTAE NETWORKING EVENT SPONSORSHIP PROJECT                               | 3,000.  |
| HUDSON HEALTH SERVICES INC<br>PO BOX 1096<br>SALISBURY, MD 21802                               | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                  | 2,500.  |
| INTERFAITH COMMUNITY OUTREACH INC<br>PO BOX 1663<br>KILL DEVIL HILLS, NC 27948                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                  | 5,000.  |
| JOHN HOPKINS UNIVERSITY<br>3400 N CHARLES ST<br>BALTIMORE, MD 21218                            | N/A<br>PC                                                                        | THE LYME DISEASE CLINICAL RESEARCH CENTER UNDER<br>DR JOHN AUCOTT       | 60,000. |
| JUNIOR ACHIEVEMENT OF SOUTHWESTERN INDIANA INC<br>431 E DIAMOND AVE<br>EVANSVILLE, IN 47711    | N/A<br>PC                                                                        | JA PERSONAL FINANCE PROGRAMS FOR DAVIESS COUNTY<br>HIGH SCHOOL STUDENTS | 2,800.  |

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                       | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|----------------------------------------------------------------------------------|------------------------------------------------|--|--------------------------------|----------------------------------|---------|
|                                                                                  |                                                |  |                                |                                  |         |
| JUNIOR ACHIEVEMENT OF THE EASTERN SHORE<br>123C CAMDEN ST<br>SALISBURY, MD 21801 | N/A<br>PC                                      |  |                                | GENERAL & UNRESTRICTED           | 5,000.  |
| JUNIOR ACHIEVEMENT OF THE EASTERN SHORE<br>123C CAMDEN ST<br>SALISBURY, MD 21801 | N/A<br>PC                                      |  |                                | OUR REGION PROGRAM               | 10,000. |
| LA RED HEALTH CENTER INC<br>21444 CARMEAN WAY<br>GEORGETOWN, DE 19947            | N/A<br>PC                                      |  |                                | SEAFORD HEALTH FAIR PROGRAM      | 500.    |
| MAIN STREET GYM INC<br>PO BOX 3178<br>SALISBURY, MD 21802                        | N/A<br>PC                                      |  |                                | GENERAL & UNRESTRICTED           | 3,000.  |
| MAINE COLLEGE OF ART<br>522 CONGRESS ST<br>PORTLAND, ME 04101                    | N/A<br>PC                                      |  |                                | SCHOLARSHIPS FUND                | 2,500.  |
| MANCHESTER BOYS AND GIRLS CLUB<br>555 UNION ST<br>MANCHESTER, NH 03104           | N/A<br>PC                                      |  |                                | GENERAL & UNRESTRICTED           | 2,500.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | PURPOSE OF GRANT OR CONTRIBUTION      | AMOUNT  |
|---------------------------------------------------------------------------|------------------------------------------------|--|---------------------------------------|---------|
|                                                                           | FOUNDATION STATUS OF RECIPIENT                 |  |                                       |         |
| MARCH OF DIMES<br>860 GREENBRIER CIR, STE 502<br>CHESAPEAKE, VA 23320     | N/A<br>PC                                      |  | CHARITABLE EVENT                      | 1,000.  |
| MARCH OF DIMES FOUNDATION<br>210 KILEY DR STE 2<br>SALISBURY, MD 21801    | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED                | 1,000   |
| MARYLAND AGRICULTURAL EDUCATION<br>PO BOX 536<br>HVRE DE GRACE, MD 21078  | N/A<br>PC                                      |  | MARYLAND AGRICULTURE SHOWCASE PROJECT | 25,000. |
| MARYLAND FOOD BANK INC<br>2200 HALETHORPE FARMS RD<br>BALTIMORE, MD 21227 | N/A<br>PC                                      |  | FARM TO FOOD BANK                     | 5,000.  |
| MARYLAND FOOD BANK INC<br>2200 HALETHORPE FARMS RD<br>BALTIMORE, MD 21227 | N/A<br>PC                                      |  | PACK TO GIVE BACK PROGRAM             | 10,000. |
| MARYLAND FOOD BANK INC<br>2200 HALETHORPE FARMS RD<br>BALTIMORE, MD 21227 | N/A<br>PC                                      |  | SCHOOL PANTRY EXPANSION PROGRAM       | 30,000. |

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

ATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                  | AMOUNT  |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------|
| MEALS ON WHEELS OF MIDDLE GEORGIA INC<br>1212 GRAY HWY STE<br>MACON, GA 31211                | N/A<br>PC                                                                        | BIBB AND/OR MONROE COUNTIES PROGRAMMING                                           | 4,875.  |
| MID-ATLANTIC DISTRICT OF THE CHRISTIAN AND MISSION<br>292 MONTEVUE LN<br>FREDERICK, MD 21702 | N/A<br>PC                                                                        | OVERFLOW CAFE PROGRAM                                                             | 1,000.  |
| MINDFULLY ANCHORED INC<br>5295 SAFE HARBOR WAY<br>SALISBURY, MD 21801                        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                            | 3,000.  |
| MISSION AVIATION FELLOWSHIP<br>112 N PILATUS LN<br>NAMPA, ID 83687                           | N/A<br>PC                                                                        | TO PURCHASE KODIAK BUSH PLANES TO ACCESS HARD TO<br>REACH PLACES AROUND THE WORLD | 70,000. |
| MOMEYER COMMUNITY RURITAN FUND<br>4812 MOMEYER WAY<br>NASHVILLE, NC 27856                    | N/A<br>PC                                                                        | PLAYGROUND EQUIPMENT MATCHING GRANT                                               | 1,747.  |
| MONTEREY SENIOR CITIZENS CENTER<br>105 N ELMORE ST<br>MONTEREY, TN 38574                     | N/A<br>PC                                                                        | STORM SAFETY EQUIPMENT INITIATIVE                                                 | 526.    |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u>                                                                      | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u>                                          | <u>AMOUNT</u> |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------|
| MPT FOUNDATION INC<br>11767 OWINGS MILLS BLVD<br>OWINGS MILLS, MD 21117                                | N/A<br>PC                                                                                 | SPONSORSHIP OF MARYLAND FARM AND HARVEST PROGRAM                                 | 15,000.       |
| NATHANIEL ADAMCZYK FOUNDATION<br>6400 CHURCH RD<br>PHILADELPHIA, PA 19151                              | N/A<br>PC                                                                                 | GENERAL & UNRESTRICTED                                                           | 20,000.       |
| NATIONAL AQUARIUM INC<br>501 E PRATT<br>BALTIMORE, MD 21202                                            | N/A<br>PC                                                                                 | WHITE CYPRUS HABITAT AT NASSAWANGO CREEK PROJECT                                 | 6,000.        |
| NATURE CONSERVANCY<br>4245 N. FAIRFAX DR STE 100<br>ARLINGTON, VA 22203                                | N/A<br>PC                                                                                 | LAST GREAT PLACES SOCIETY WITH SPECIFIC EMPHASIS<br>ON PROJECTS IN VA, MD AND NC | 10,000.       |
| NATURE CONSERVANCY<br>4245 N. FAIRFAX DR STE 100<br>ARLINGTON, VA 22203                                | N/A<br>PC                                                                                 | CHARITABLE EVENT                                                                 | 1,000.        |
| A. WORTHAM<br>OWENSBORO COMMUNITY AND TECHNICAL COLLEGE<br>4800 NEW HARTFORD RD<br>OWENSBORO, KY 42303 | NONE<br>I                                                                                 | SCHOLARSHIP GRANT                                                                | 5,000.        |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                             | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| PARTNERS FOR WORLD HEALTH<br>2112 BROADWAY<br>S PORTLAND, ME 04106                     | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000.   |
| PENINSULA REGIONAL MEDICAL CENTER<br>100 E CARROLL ST<br>SALISBURY, MD 21801           | N/A<br>PC                                                                        | MOTHER BABY UNIT PROJECT         | 100,000. |
| PENINSULA REGIONAL MEDICAL CENTER<br>100 E CARROLL ST<br>SALISBURY, MD 21801           | N/A<br>PC                                                                        | MOTHER BABY UNIT PROJECT         | 100,000. |
| PENNSYLVANIA FRIENDS OF AGRICULTURE FOUNDATION<br>510 S 31ST ST<br>CAMP HILL, PA 17011 | N/A<br>PC                                                                        | AG ON THE GO PROGRAMMING         | 20,000.  |
| PORTLAND MUSEUM OF ART<br>7 CONGRESS SQ<br>PORTLAND, ME 04101                          | N/A<br>PC                                                                        | FREE FRIDAY SPONSORSHIP PROGRAM  | 25,000.  |
| PORTLAND OPERA REPERTORY THEATRE<br>PO BOX 7733<br>PORTLAND, ME 04112                  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 2,500.   |

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                 | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                                                             | AMOUNT  |
|----------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------|
| PREBLE STREET<br>38 PREBLE ST 3RD FL<br>PORTLAND, ME 04101                 | N/A<br>PC                                                                        | SOUP KITCHENS, FOOD PANTRIES AND THE TEEN CENTER                                                                             | 2,000.  |
| PRINCE GEORGE COUNTY<br>PO BOX 68<br>PRINCE GEORGE, VA 23875               | N/A<br>PC                                                                        | PRINCE GEORGE VOLUNTEER FIRE DEPARTMENT COMPANY                                                                              | 10,000. |
| REHOBOTH BAPTIST ASSOCIATION<br>744 LAKE JOY RD<br>WARNER ROBINS, GA 31088 | N/A<br>PC                                                                        | WINSHAPE/CHICK-FIL-A CAMPS PROGRAM                                                                                           | 5,000.  |
| RICHMOND COUNTY HOSPICE INC<br>1119 N US HWY 1<br>ROCKINGHAM, NC 28379     | N/A<br>PC                                                                        | EQUIPMENT PURCHASE INITIATIVE                                                                                                | 5,500.  |
| RICHMOND TENNIS ASSOCIATION<br>PO BOX 17612<br>RICHMOND, VA 23226          | N/A<br>PC                                                                        | TRUONG WHEELCHAIR TENNIS GRAND PRIX, RTA<br>INTERNSHIP PROGRAM, LOBS AND LESSONS, METRO<br>TENNIS CLUB, AND USTA LEAGUE PLAY | 15,000. |
| RIISING ABOVE MINISTRIES<br>PO BOX 222<br>COOKEVILLE, TN 38503             | N/A<br>PC                                                                        | COOKEVILLE COMMUNITY PLAYGROUND PROJECT                                                                                      | 2,500.  |

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| <u>RECIPIENT NAME AND ADDRESS</u>                                                                | <u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br/>AND<br/>FOUNDATION STATUS OF RECIPIENT</u> | <u>PURPOSE OF GRANT OR CONTRIBUTION</u> | <u>AMOUNT</u> |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------|---------------|
| ROANOKE-CHOWAN TECHNICAL COLLEGE FOUNDATION INC<br>109 COMMUNITY COLLEGE RD<br>AHOSKIE, NC 27910 | N/A<br>PC                                                                                 | HSED TESTING FEES INITIATIVE            | 7,500.        |
| ROCKINGHAM COUNTY FAIR ASSOCIATION INC<br>4808 S VALLEY PIKE<br>ROCKINGHAM, VA 22801             | N/A<br>PC                                                                                 | GENERAL & UNRESTRICTED                  | 5,000.        |
| ROOKIE LEAGUE SPORTS INTERNATIONAL INC<br>105 MILFORD ST<br>SALISBURY, MD 21804                  | N/A<br>PC                                                                                 | CHARITABLE EVENT                        | 1,000.        |
| SALISBURY AREA CHAMBER OF COMMERCE FOUNDATION INC<br>PO BOX 1<br>SALISBURY, MD 21803             | N/A<br>PC                                                                                 | YOUNG ENTREPRENEUR ACADEMY PROGRAM      | 2,500.        |
| SALISBURY CHRISTIAN SCHOOL INC<br>807 PARKER RD<br>SALISBURY, MD 21804                           | N/A<br>PC                                                                                 | DRAMA PROGRAM                           | 1,000.        |
| SALISBURY HIGH SCHOOL ASSOCIATION<br>PO BOX 4181<br>SALISBURY, MD 21803                          | N/A<br>PC                                                                                 | CHARITABLE EVENT                        | 350.          |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------|------------------------------------------------|--|----------------------------------|--------|
|                                                                                               | FOUNDATION STATUS OF RECIPIENT                 |  |                                  |        |
| SALISBURY PRESBYTERIAN CHURCH<br>13621 W SALISBURY RD<br>MIDLOTHIAN, VA 23113                 | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 6,000. |
| SALISBURY SCHOOL INC<br>6279 HOBBS RD<br>SALISBURY, MD 21804                                  | N/A<br>PC                                      |  | HORIZONS PROGRAM                 | 20,000 |
| SALISBURY SCHOOL INC<br>6279 HOBBS RD<br>SALISBURY, MD 21804                                  | N/A<br>PC                                      |  | HORIZONS PROGRAM                 | 7,500. |
| SALISBURY SCHOOL INC<br>6279 HOBBS RD<br>SALISBURY, MD 21804                                  | N/A<br>PC                                      |  | CHARITABLE EVENT                 | 500.   |
| SALISBURY SCHOOL INC<br>6279 HOBBS RD<br>SALISBURY, MD 21804                                  | N/A<br>PC                                      |  | ANNUAL FUND 2015 CAMPAIGN        | 5,000. |
| SALISBURY SUBSTANCE ABUSE COMMUNITY CENTER INC<br>726 S SALISBURY BLVD<br>SALISBURY, MD 21801 | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 7,167. |

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION         | AMOUNT  |
|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------|---------|
| G. GORDY<br>SALISBURY UNIVERSITY<br>P.O. BOX 2195<br>SALISBURY, MD 21802                             | NONE<br>I                                                                        | SCHOLARSHIP GRANT                        | 5,000.  |
| K. MADER<br>SALISBURY UNIVERSITY<br>P.O. BOX 2195<br>SALISBURY, MD 21802                             | NONE<br>I                                                                        | SCHOLARSHIP GRANT                        | 5,000.  |
| R. GARNER<br>SANDHILLS COMMUNITY COLLEGE<br>3395 AIRPORT RD<br>PINEHURST, NC 28374                   | NONE<br>I                                                                        | SCHOLARSHIP GRANT                        | 5,000.  |
| G. DAEHN<br>SAVANNAH COLLEGE OF ART AND DESIGN<br>PO BOX 3146<br>SAVANNAH, GA 31402                  | NONE<br>I                                                                        | SCHOLARSHIP GRANT                        | 5,000.  |
| SECOND HARVEST FOOD BANK OF METROLINA INC<br>500 SPRATT ST STE B<br>CHARLOTTE, NC 28206              | N/A<br>PC                                                                        | SCHOOL-BASED PANTRIES IN CONCORD PROJECT | 5,000.  |
| SENATOR GEORGE J MITCHELL SCHOLARSHIP RESEARCH INS<br>75 WASHINGTON AVE STE 2E<br>PORTLAND, ME 04101 | N/A<br>PC                                                                        | CAPITAL CAMPAIGN                         | 10,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION          | AMOUNT  |
|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------|---------|
| SKI JUMPING DEVELOPMENT USA INC<br>PO BOX 680820<br>PARK CITY, UT 84068                 | N/A<br>PC                                                                        | TEAM USA SKI JUMPING PROGRAM              | 5,000.  |
| SKIPJACK HERITAGE INC<br>23529 DEAL ISLAND RD<br>CHANCE, MD 21821                       | N/A<br>PC                                                                        | CHARITABLE EVENT                          | 1,000.  |
| SOMERSET COUNTY LIBRARY FOUNDATION INC<br>11767 BEECHWOOD ST<br>PRINCESS ANNE, MD 21853 | N/A<br>PC                                                                        | CHILDREN'S READING ROOM FIXTURES CAMPAIGN | 10,000. |
| SOUTHWEST INDIANA CHILD ADVOCACY CENTER COALITION<br>PO BOX 252<br>JASPER, IN 47547     | N/A<br>PC                                                                        | RECORDING EQUIPMENT PURCHASES FUND        | 2,000.  |
| SWIM OCEAN CITY INC<br>1 GRICE ST<br>BERLIN, MD 21811                                   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 500.    |
| R. SALINAS<br>TENNESSEE TECHNOLOGICAL UNIVERSITY<br>PO BOX 5076<br>COOKEVILLE, TN 38505 | NONE<br>I                                                                        | SCHOLARSHIP GRANT                         | 5,000.  |

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                               | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION   | AMOUNT  |
|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|------------------------------------|---------|
|                                                                                          |                                                                                  |  |                                    |         |
| THE COMMUNITY FOUNDATION INC<br>7501 BOULDER VIEW DR STE 110<br>N CHESTERFIELD, VA 23225 | N/A<br>PC                                                                        |  | FRANKLIN P. PERDUE FUND            | 5,000.  |
| THE GRANITE STATE CHILDRENS ALLIANCE<br>2 WELLMAN AVE STE 140<br>NASHUA, NH 03064        | N/A<br>PC                                                                        |  | HILLSBOROUGH CHILD ADVOCACY CENTER | 2,500.  |
| THE NEMOURS FOUNDATION<br>1600 ROCKLAND RD<br>WILMINGTON, DE 19803                       | N/A<br>PC                                                                        |  | NBS PROGRAM                        | 5,000.  |
| THE UNITED WAY OF GREATER WATERBURY INC<br>PO BOX 2688<br>WATERBURY, CT 06723            | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED             | 10,000. |
| TOWN OF MIDDLEBURY PUBLIC LIBRARY<br>30 CREST RD<br>MIDDLEBURY, CT 06762                 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED             | 13,000. |
| TRI COUNTY MLK COALITION INC<br>5980 CATCHPENNY RD<br>QUANTICO, MD 21856                 | N/A<br>PC                                                                        |  | CHARITABLE EVENT                   | 350.    |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|--------|
| M. HERMES<br>PURDUE UNIVERSITY<br>403 W WOOD ST<br>WEST LAFAYETTE, IN 47907 | NONE<br>I                                                                        | SCHOLARSHIP GRANT                | 5,000. |
| UNITED FUND OF DILLON COUNTY INC<br>PO BOX 828<br>DILLON, SC 29536          | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,391. |
| UNITED WAY OF CENTRAL GEORGIA INC<br>PO BOX 1302<br>MACON, GA 31202         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 13,953 |
| UNITED WAY OF DAVIESS COUNTY INC<br>PO BOX 224<br>WASHINGTON, IN 47501      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,471. |
| UNITED WAY OF DELAWARE INC<br>625 N ORANGE ST FL 3<br>WILMINGTON, DE 19801  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 3,981. |
| UNITED WAY OF HOPEWELL PRINCE GEORGE<br>PO BOX 394<br>HOPEWELL, VA 23860    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 263.   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                        | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION              | AMOUNT   |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|-----------------------------------------------|----------|
|                                                                                                   |                                                                                  |  |                                               |          |
| UNITED WAY OF NORTH CAROLINA<br>875 WALNUT ST STE 150<br>CARY, NC 27511                           | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 4,817    |
| UNITED WAY OF SKAGIT COUNTY<br>PO BOX 451<br>BURLINGTON, WA 98233                                 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 941.     |
| UNITED WAY OF THE LOWER EASTERN SHORE INC<br>803 N SALISBURY BLVD STE 2100<br>SALISBURY, MD 21801 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 112,244. |
| UNITED WAY OF THE LOWER EASTERN SHORE INC<br>803 N SALISBURY BLVD STE 2100<br>SALISBURY, MD 21801 | N/A<br>PC                                                                        |  | SPONSORSHIP OF THE ANNUAL BROCHURE AND PLEDGE | 10,000.  |
| UNITED WAY OF THE LOWER EASTERN SHORE INC<br>803 N SALISBURY BLVD STE 2100<br>SALISBURY, MD 21801 | N/A<br>PC                                                                        |  | CHARITABLE EVENT                              | 2,500.   |
| UNITED WAY OF THE LOWER EASTERN SHORE INC<br>803 N SALISBURY BLVD STE 2100<br>SALISBURY, MD 21801 | N/A<br>PC                                                                        |  | CHARITABLE EVENT                              | 2,500.   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                     | AMOUNT  |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------|---------|
| UNIVERSITY OF DELAWARE<br>83 E MAIN ST, 3RD FL<br>NEWARK, DE 19716                              | N/A<br>PC                                                                        | GRADUATE FELLOWSHIP IN THE DEPARTMENT OF ANIMAL<br>AND FOOD SCIENCES | 25,000. |
| J. CHUNG<br>UNIVERSITY OF DELAWARE<br>30 LOVETT AVE<br>NEWARK, DE 19716                         | NONE<br>I                                                                        | SCHOLARSHIP GRANT                                                    | 5,000.  |
| UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION INC<br>620 W. LEXINGTON ST.<br>BALTIMORE, MD 21201  | N/A<br>PC                                                                        | ELI SAUNDERS FUND CAMPAIGN                                           | 1,000.  |
| L. HOBSON<br>UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL<br>PO BOX 309<br>CHAPEL HILL, NC 27514 | NONE<br>I                                                                        | SCHOLARSHIP GRANT                                                    | 5,000.  |
| UNIVERSITY OF VIRGINIA ANNUAL FUND<br>PO BOX 400807<br>CHARLOTTESVILLE, VA 22904                | N/A<br>PC                                                                        | SCHOOL OF NURSING PROGRAM                                            | 2,500.  |
| US POULTRY & EGG HAROLD E FORD FOUNDATION<br>1530 COOLEGE RD<br>TUCKER, GA 30084                | N/A<br>PC                                                                        | ENSURING THE FUTURE CAMPAIGN                                         | 1,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                              | AMOUNT  |
|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------|---------|
| US POULTRY & EGG HAROLD E FORD FOUNDATION<br>1530 COOLEDGE RD<br>TUCKER, GA 30084                             | N/A<br>PC                                                                        | ENSURING THE FUTURE CAMPAIGN                                                  | 50,000. |
| VILLAGE OF HOPE INC<br>PO BOX 2517<br>SALISBURY, MD 21802                                                     | N/A<br>PC                                                                        | CHARITABLE EVENT                                                              | 1,000.  |
| VIRGINIA CONGRESS OF PARENTS AND TEACHERS<br>3600 JAMES RIVER RD<br>MIDLOTHIAN, VA 23113                      | N/A<br>PC                                                                        | BETTIE WEAVER ELEMENTARY PTA GIVING TREE PROGRAM                              | 5,000.  |
| M. LINDSEY<br>VIRGINIA POLYTECHNIC INSTITUTE AND STATE UNIV<br>1880 PRATT DR STE 2006<br>BLACKSBURG, VA 24060 | NONE<br>I                                                                        | SCHOLARSHIP GRANT                                                             | 5,000.  |
| WARREN COUNTY SCHOOLS<br>PO BOX 110<br>WARRENTON, NC 27589                                                    | N/A<br>PC                                                                        | RRVEC ULTIMEERS AFTERSCHOOL STEM TEAMS ELEMENTARY<br>SCHOOL EXPANSION PROJECT | 15,000. |
| WASHINGTON CARNEGIE PUBLIC LIBRARY<br>300 W MAIN ST<br>WASHINGTON, IN 47501                                   | N/A<br>PC                                                                        | SUMMER READING PROGRAM                                                        | 300.    |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND                                                          |                                | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| RECIPIENT NAME AND ADDRESS                                                                              | FOUNDATION STATUS OF RECIPIENT |                                  |        |
| K. SETTLES<br>WESTERN KENTUCKY UNIVERSITY<br>1906 COLLEGE HEIGHTS BLVD 11006<br>BOWLING GREEN, KY 42101 | NONE<br>I                      | SCHOLARSHIP GRANT                | 5,000. |
| WICOMICO COUNTY BOARD OF EDUCATION<br>900 MOUNT HERMON RD<br>SALISBURY, MD 21802                        | N/A<br>PC                      | WICOMICO MENTORING PROJECT       | 2,988. |
| WICOMICO COUNTY EXTENSION ADVISORY COUNCIL INC<br>PO BOX 1836<br>SALISBURY, MD 21802                    | N/A<br>PC                      | CHILDREN'S FARM TOUR PROGRAM     | 100.   |
| WICOMICO COUNTY FREE LIBRARY INC<br>122 S DIVISION ST<br>SALISBURY, MD 21801                            | N/A<br>PC                      | SUMMER READING PROGRAM           | 4,500. |
| WICOMICO FARM & HOME SHOW INC<br>8428 RUM RIDGE RD<br>DELMAR, MD 21875                                  | N/A<br>PC                      | GENERAL & UNRESTRICTED           | 500.   |
| WOMEN SUPPORTING WOMEN INC<br>1320 BELMONT AVE STE 402<br>SALISBURY, MD 21804                           | N/A<br>PC                      | CARE & SHARE NEWSLETTER FUNDING  | 4,707. |

FORM 990DP, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                   | AMOUNT            |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|--------------------------------------------------------------------|-------------------|
|                                                                                                |                                                                                  |  |                                                                    |                   |
| WOR-WIC COMMUNITY COLLEGE FOUNDATION<br>32000 CAMPUS DR<br>SALISBURY, MD 21804                 | N/A<br>PC                                                                        |  | HAZEL CENTER ROOM 302 PROJECT                                      | 30,000.           |
| WORLD PEDIATRIC PROJECT<br>7201 GLEN FOREST DR STE 304<br>RICHMOND, VA 23226                   | N/A<br>PC                                                                        |  | MEDICAL NEEDS IN EASTERN CARIBBEAN PROGRAMS                        | 54,000.           |
| WORLD RELIEF CORP OF NATIONAL ASSOCIATION OF EVANG<br>7 E BALTIMORE ST<br>BALTIMORE, MD 21202  | N/A<br>PC                                                                        |  | WORLD RELIEF HIGH POINT FUND                                       | 10,000.           |
| YOUNG MENS CHRISTIAN ASSOCIATION OF THE CHESAPEAKE<br>202 PEACH BLOSSOM LN<br>EASTON, MD 21601 | N/A<br>PC                                                                        |  | MID SHORE FAMILY YMCA FACILITY RENOVATION AND<br>EXPANSION PROJECT | 30,000.           |
| TOTAL CONTRIBUTIONS PAID                                                                       |                                                                                  |  |                                                                    | <u>1,779,450.</u> |