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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

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2015

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation
JOY FAMILY FOUNDATION

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

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

A Employer identification number
84-1361004

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

C If exemption application is pending, check here

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

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

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

G Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 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) **\$ 6,976,156.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities	154,044.	154,044.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,336,198.			
	b Gross sales price for all assets on line 6a 1,812,586.				
	7 Capital gain net income (from Part IV, line 2)		1,336,198.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	1,490,242.	1,490,242.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	28,000.			28,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,142.			2,142.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH. 1	2,900.			2,900.
	c Other professional fees (attach schedule) [2]	74,006.	74,006.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	15,864.	15,864.		
	19 Depreciation (attach schedule) and depletion.				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,376.			5,376.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 4	3,943.	710.		3,233.
	24 Total operating and administrative expenses. Add lines 13 through 23.	132,231.	90,580.		41,651.
	25 Contributions, gifts, grants paid	1,405,000.			1,405,000.
26 Total expenses and disbursements Add lines 24 and 25	1,537,231.	90,580.	0.	1,446,651.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-46,989.				
b Net investment income (if negative, enter -0-)		1,399,662.			
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	204,849.		
	2	Savings and temporary cash investments	58,199.	198,011.	198,011.
	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) ATCH 5	2,867,888.	2,895,157.	6,778,145.
	c	Investments - corporate bonds (attach schedule).			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)	9,220.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,140,156.	3,093,168.	6,976,156.	
Liabilities	17	Accounts payable and accrued expenses	68,358.		
	18	Grants payable			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	68,358.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds	3,071,799.	3,093,168.	
30	Total net assets or fund balances (see instructions).	3,071,799.	3,093,168.		
31	Total liabilities and net assets/fund balances (see instructions)	3,140,157.	3,093,168.		

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	3,071,799.
2	Enter amount from Part I, line 27a.	2	-46,989.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	68,358.
4	Add lines 1, 2, and 3	4	3,093,168.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,093,168.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,336,198.		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	559,116.	7,965,221.	0.070195
2013	458,465.	7,539,586.	0.060808
2012	444,532.	6,574,272.	0.067617
2011	437,234.	6,172,123.	0.070840
2010	562,258.	5,941,118.	0.094638
2 Total of line 1, column (d)			2 0.364098
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.072820
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 7,491,852.
5 Multiply line 4 by line 3			5 545,557.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,997.
7 Add lines 5 and 6			7 559,554.
8 Enter qualifying distributions from Part XII, line 4			8 1,446,651.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	13,997.
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	13,997.
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	13,997.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,608.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868),	6c	26,056.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	28,664.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,667.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	14,667.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JOY FAMILY FOUNDATION Telephone no 415-250-0801 Located at ATTACHMENT 8 ZIP+4 94941
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years
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?
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?
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?

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) ATCH 9

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 10		28,000.	0.	0.

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	7,420,255.
b	Average of monthly cash balances	1b	185,686.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,605,941.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,605,941.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	114,089.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,491,852.
6	Minimum investment return. Enter 5% of line 5	6	374,593.

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

1	Minimum investment return from Part X, line 6	1	374,593.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	13,997.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,997.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	360,596.
4	Recoveries of amounts treated as qualifying distributions	4	68,358.
5	Add lines 3 and 4	5	428,954.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	428,954.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,446,651.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,446,651.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	13,997.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,432,654.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				428,954.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 , 20 12 , 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011	112,185.			
c From 2012	121,526.			
d From 2013	82,998.			
e From 2014	162,405.			
f Total of lines 3a through e	479,114.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 1,446,651.				
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.				428,954.
e Remaining amount distributed out of corpus.	1,017,697.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,496,811.			
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)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,496,811.			
10 Analysis of line 9				
a Excess from 2011	112,185.			
b Excess from 2012	121,526.			
c Excess from 2013	82,998.			
d Excess from 2014	162,405.			
e Excess from 2015	1,017,697.			

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

NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>ATCH 12</p>				
Total				▶ 3a 1,405,000.
<p>b Approved for future payment</p>				
Total				▶ 3b

ATTACHMENT 1

FORM 990PE, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX RETURN PREPARATION/REVIEW	2,900.			2,900.
TOTALS	<u>2,900.</u>			<u>2,900.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	74,006.	74,006.
TOTALS	<u>74,006.</u>	<u>74,006.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX PAID	15,864.	15,864.
TOTALS	<u>15,864.</u>	<u>15,864.</u>

ATTACHMENT 4

FORM 990PE, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK CHARGES	710.		
CELL PHONE PLAN	1,890.		1,890.
FOUNDATION DUES & MEMBERSHIPS	395.		395.
PAYROLL PROCESSING FEES	948.		948.
TOTALS	<u>3,943.</u>	<u>710.</u>	<u>3,233.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTRIA GROUP INC	36,679.	200,825.
ANHEUSER BUSCH COS INC	256,658.	460,000.
BERKSHIRE HATHAWAY INC DEL CL	167,400.	593,399.
BERKSHIRE HATHAWAY INC. CLASS	26,194.	75,923.
BRANDYWINE FD INC.	65,661.	85,394.
BRITISH AMERICAN TOB	99,816.	190,045.
BROWN FORMAN INC CLASS A	21,254.	165,165.
CIE FINANCIERE RICH	148,553.	437,701.
CLIPPER FUND	240,718.	344,772.
COMCAST CORP	23,146.	119,914.
DIAGEO PLC	76,538.	188,779.
HEINEKEN HOLDING	154,728.	447,297.
JC DECAUX SA.	117,283.	117,329.
MARTIN MARIETTA MATLS INC	25,608.	112,679.
MASTERCARD INC	107,552.	481,932.
NESTLE S.A	226,356.	664,198.
PERNOD RICARD ORD	230,949.	388,512.
PHILIP MORRIS INTL	197,564.	542,844.
SABMILLER PLC ORD	43,045.	171,000.
SCRIPPS NETWORKS INT	13,105.	46,929.
SWATCH GRP AKT	172,469.	156,080.
UNILEVER N V N Y	231,632.	344,394.
WELLS FARGO & CO	212,249.	443,034.
TOTALS	<u>2,895,157.</u>	<u>6,778,145.</u>

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	68,358.
TOTAL	<u>68,358.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,812,586.		PUBLICLY-TRADED SECURITIES 476,388.					1,336,198.	
TOTAL GAIN (LOSS)							<u>1,336,198.</u>	



Colorado Secretary of State
 Date and Time: 01/07/2016 12:57 PM
 ID Number: 19961140380
 Document number: 20161017127
 Amount Paid: \$25.00

Document must be filed electronically.
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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19961140380
 1. Entity name UBUNTU BLUE EARTH FOUNDATION, INC.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name (if applicable) Joy Family Foundation

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment)*
 Other amendments are attached.

4. If the nonprofit corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires

(mm/dd/yyyy)

or

If the nonprofit corporation's period of duration as amended is perpetual, mark this box

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

Notice:
 Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing
 Joy _____ Shannon _____ O'Leary _____
(Last) (First) (Middle) (Suffix)
627 W Smuggler Street
(Street name and number or Post Office Box information)

JOY FAMILY FOUNDATION

84-1361004

ATTACHMENT 8

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

MS. SHANNON O'LEARY JOY, 45 MARLIN AVENUE MILL VALLEY, CA

ATTACHMENT 9FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SAPLING FOUNDATION
GRANTEE'S ADDRESS: 250 HUDSON ST RM 1002
CITY, STATE & ZIP: NEW YORK, NY 10013
GRANT DATE: 01/05/2015
GRANT AMOUNT: 100,000.
GRANT PURPOSE: TO SUPPORT THE MISSION BLUE II VOYAGE PROJECT
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/8/16
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM N JOY* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED IN 2015	PRES / DIR 1.00	0.	0.	0.
SHANNON O'LEARY JOY FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC / TREAS 40.00	28,000.	0.	0.
<u>GRAND TOTALS</u>		<u>28,000.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GARDNER RUSSO & GARDNER LLC 23 E CHESTNUT ST LANCASTER, PA 17602	INVESTMENT MGMT	72,192.
	TOTAL COMPENSATION	<u>72,192.</u>

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

ATTACHMENT 12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ADDICTION IS A DIS-EASE INC 339 MELROSE AVE MILL VALLEY, CA 94941	N/A PC	GENERAL & UNRESTRICTED	25,000
DEMOCRACY NOW PRODUCTIONS INC 207 W 25TH ST NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	10,000
HUMAN NEEDS PROJECT INC 36 PROFESSIONAL CENTER PKWY SAN RAFAEL, CA 94903	N/A PC	GENERAL & UNRESTRICTED	20,000.
MUSIC HEALS INTERNATIONAL PO BOX 2593 MILL VALLEY, CA 94942	N/A PC	GENERAL & UNRESTRICTED	10,000
FIDELITY CHARITABLE GIFT FUND FIDELITY CHARITABLE P O. BOX 770001 CINCINNATI, OH 45277	N/A PC	NELSON JOY CHARITABLE FUND	1,000,000
OCEAN AWARENESS PROJECT INC PO BOX 19405 WASHINGTON, DC 20036	N/A PC	MISSION BLUE - SEA TURTLE GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 12 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OCEANIC PRESERVATION SOCIETY 5858 LUCAS VALLEY RD NICASIO, CA 94946	N/A PC	GENERAL & UNRESTRICTED	5,000.
ROCKEFELLER PHILANTHROPY ADVISORS INC 54 W 47TH ST 4WF NEW YORK, NY 10036	N/A PC	GENERAL & UNRESTRICTED	100,000
SAPLING FOUNDATION 250 HUDSON ST RM 1002 NEW YORK, NY 10013	N/A POF	TO SUPPORT THE MISSION BLUE II VOYAGE PROJECT	100,000
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 262 DANNY THOMAS PL MS512 MEMPHIS, TN 38105	N/A PC	GENERAL & UNRESTRICTED	20,000.
SUNDANCE INSTITUTE PO BOX 684429 PARK CITY, UT 84068	N/A PC	GENERAL & UNRESTRICTED	25,000
WILDAID INC 333 PINE ST STE 300 SAN FRANCISCO, CA 94104	N/A PC	GENERAL & UNRESTRICTED	85,000
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>1,405,000.</u>