

SCANNED NOV 17 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation
BAUER FAMILY FOUNDATION INC.

A Employer identification number
20-3448306

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

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

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

C If exemption application is pending, check here. ☐

G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

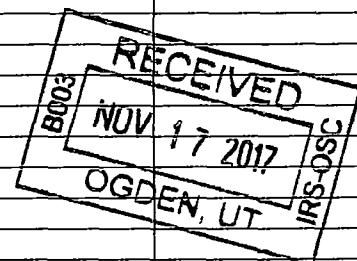
E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ **26,223,459.**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	2,400,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	10,990.	10,990.		
4 Dividends and interest from securities	144,949.	144,949.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-44,200.			
b Gross sales price for all assets on line 6a 2,803,937.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH. 1	385,423.	398,927.		
12 Total. Add lines 1 through 11	2,897,162.	554,866.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) [2]	43,223.	43,223.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [3]	28,000.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 4	264,142.	205,950.		57,143.
24 Total operating and administrative expenses. Add lines 13 through 23.	335,365.	249,173.		57,143.
25 Contributions, gifts, grants paid	1,084,200.			1,084,200.
26 Total expenses and disbursements. Add lines 24 and 25	1,419,565.	249,173.		1,141,343.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,477,597.			
b Net investment income (if negative, enter -0-)		305,693.		
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		2,260,825.	5,898,822.	5,898,822.
	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		6,371,380.	6,487,224.	6,256,788.
	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) ATCH 6		14,106,877.	11,830,633.	14,067,849.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		22,739,082.	24,216,679.	26,223,459.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		22,739,082.	24,216,679.	
	30	Total net assets or fund balances (see instructions)		22,739,082.	24,216,679.	
	31	Total liabilities and net assets/fund balances (see instructions)		22,739,082.	24,216,679.	

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 22,739,082.
2	Enter amount from Part I, line 27a	2 1,477,597.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 24,216,679.
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 24,216,679.

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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-63,729.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,237,777.	23,173,102.	0.053414
2014	611,551.	25,552,404.	0.023933
2013	328,849.	13,509,962.	0.024341
2012	217,403.	5,927,006.	0.036680
2011	292,543.	4,894,390.	0.059771

2 Total of line 1, column (d)	2	0.198139
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	0.039628
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	24,090,630.
5 Multiply line 4 by line 3.	5	954,663.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,057.
7 Add lines 5 and 6.	7	957,720.
8 Enter qualifying distributions from Part XII, line 4. 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.	8	1,141,343.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	3,057.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,057.
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	3,057.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	22,700.	
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	22,700.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,643.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 4,000. Refunded ☐	11	15,643.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE,		
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 2016 or the taxable year beginning in 2016 (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).	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, 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 ►	16	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	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)? ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 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
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	6,009,601.
b	Average of monthly cash balances	1b	2,918,993.
c	Fair market value of all other assets (see instructions).	1c	15,528,898.
d	Total (add lines 1a, b, and c)	1d	24,457,492.
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	24,457,492.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	366,862.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,090,630.
6	Minimum investment return. Enter 5% of line 5	6	1,204,532.

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

1	Minimum investment return from Part X, line 6	1	1,204,532.
2a	Tax on investment income for 2016 from Part VI, line 5 2a		3,057.
b	Income tax for 2016. (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	3,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,201,475.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	1,201,475.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,201,475.

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	1,141,343.
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	1,141,343.
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	3,057.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,138,286.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,201,475.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,137,746.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,141,343.</u>				
a Applied to 2015, but not more than line 2a			1,137,746.	
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 2016 distributable amount.				3,597.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				1,197,878.
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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).)

ATTACHMENT 9

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 10				
Total			3a	1,084,200.
b Approved for future payment				
Total			3b	

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  11/7/17 **PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JEFFREY D HASKELL		Preparer's signature JEFFREY D HASKELL		Date 11/1/2017	Check ☐ if self-employed	PTIN P01345770	
	Firm's name ▶ FOUNDATION SOURCE					Firm's EIN ▶ 510398347		
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042					Phone no 800-839-1754		

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2016**Name of the organization**

BAUER FAMILY FOUNDATION INC.

Employer identification number

20-3448306

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **BAUER FAMILY FOUNDATION INC.**Employer identification number
20-3448306**Part I** Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BAUER, JON R. 75 MT. HOLLY ROAD KATONAH, NY 10536	\$ 2,400,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization BAUER FAMILY FOUNDATION INC.

Employer identification number

20-3448306

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. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 425,447	\$ 393,469	\$ 31,978
Chesapeake Partners L.P				\$ 1,730,368	\$ 1,730,119	\$ (95,956)
Garita Value Fund, LP				\$ 648,122	\$ 648,122	\$ 249
						\$ -
Total included in Part IV:				\$ 425,447	\$ 393,469	\$ (63,729)
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 19,529
Part I, Line 6a Total:						\$ (44,200)

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ABRAMS CAPITAL PARTNERS II,	49,898.	52,615.
K-1 INC/LOSS CHESAPEAKE PARTNERS L.P.	19,431.	19,278.
K-1 INC/LOSS CONTRARIAN CAPITAL FUND I L	89,808.	96,342.
K-1 INC/LOSS CONTRARIAN EMERGING MARKETS	107,747.	107,747.
K-1 INC/LOSS EAST SIDE CAPITAL LP	39,677.	39,527.
K-1 INC/LOSS GARITA VALUE FUND, LP	2,204.	2,204.
K-1 INC/LOSS JOULE ENERGY REDUCTION ASSE	23,921.	27,901.
K-1 INC/LOSS LITESPEED PARTNERS LP	34,639.	34,639.
K-1 INC/LOSS MOUNTAINEER PARTNERS, LP	18,098.	18,674.
TOTALS	<u>385,423.</u>	<u>398,927.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	43,223.	43,223.
TOTALS	<u>43,223.</u>	<u>43,223.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2016	20,000.
990-T 1ST EXTENSION FOR 2015	8,000.
TOTALS	<u>28,000.</u>

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 4

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	57,118.		57,118.
K-1 EXP ABRAMS CAPITAL PARTNER	19,886.	18,958.	
K-1 EXP CHESAPEAKE PARTNERS L.	13,319.	13,213.	
K-1 EXP CONTRARIAN CAPITAL FUN	18,725.	18,710.	
K-1 EXP CONTRARIAN EMERGING MA	30,925.	30,925.	
K-1 EXP EAST SIDE CAPITAL LP	27,359.	27,359.	
K-1 EXP GARITA VALUE FUND, LP	11,931.	11,931.	
K-1 EXP JOULE ENERGY REDUCTION	4,029.	4,029.	
K-1 EXP LITESPEED PARTNERS LP	12,753.	12,753.	
K-1 EXP MOUNTAINEER PARTNERS, STATE OR LOCAL FILING FEES	68,072. 25.	68,072.	25.
TOTALS	<u>264,142.</u>	<u>205,950.</u>	<u>57,143.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BLACKROCK STRAT INC OPP - INS	224,263.	218,305.
DFA COMMODITY STRATEGY PORTFOL	101,172.	87,797.
DFA EMERGING MARKETS CORE EQ P	155,296.	133,668.
DFA INTERNATIONAL REAL ESTATE	54,480.	46,537.
DFA LARGE CAP INTERNATIONAL PO	498,275.	449,968.
DFA REAL ESTATE SECURITIES POR	123,066.	126,094.
DFA U.S. SMALL CAP PORTFOLIO	820,707.	875,876.
DFA US LARGE COMPANY PORTFOLIO	561,052.	589,318.
DOUBLELINE SHILLER ENHANCED CA	450,194.	495,959.
DOUBLELINE TOTAL RETURN BOND	278,214.	268,473.
DREYFUS PREMIER EMERGING MARKE	250,000.	177,632.
GOLDMAN SACHS RISING DIVIDEND	166,687.	158,434.
ISHARES MSCI EAFE MINIMUM VOLA	265,419.	245,414.
ISHARES MSCI USA MIN VOLATILIT	176,966.	194,048.
JPMORGAN VALUE ADVANTAGE INSTI	412,800.	440,657.
LOOMIS SAYLES ABSOLUTE STRATEG	157,042.	154,473.
LOOMIS SAYLES BOND FUND	119,789.	111,436.
METROPOLITAN WEST RETURN BOND	111,140.	107,209.
PIMCO EMERGING LOCAL BOND FUND	168,474.	105,772.
PIMCO TOTAL RETURN FUND	565,303.	502,518.
RIVERNORTH DOUBLE LINE STRATEG	163,017.	158,352.
TCW EMERGING MARKETS INCOME FU	109,515.	110,883.
TEMPLETON GLOBAL BD	285,000.	250,081.
VIRTUS EMERGING MARKETS OPPTS	75,141.	66,152.
VIRTUS FOREIGN OPPORTUNITIES F	194,212.	181,732.
TOTALS	<u>6,487,224.</u>	<u>6,256,788.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABRAMS CAPITAL PARTNERS II, LP	1,711,361.	1,875,342.
CONTRARIAN CAPITAL FUND I LP	1,776,459.	2,089,892.
CONTRARIAN EMERGING MARKETS LP	1,725,578.	2,225,313.
EAST SIDE CAPITAL LP	2,185,654.	3,026,785.
JOULE ENERGY REDUCTION ASSET F	269,903.	288,065.
LITESPEED PARTNERS LP	2,023,035.	2,073,372.
MOUNTAINEER PARTNERS, LP	2,138,643.	2,489,080.
TOTALS	<u>11,830,633.</u>	<u>14,067,849.</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)	
425,447.		PUBLICLY-TRADED SECURITIES 393,469.					31,978.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					-95,956.	
1,730,368.		CHESAPEAKE PARTNERS L.P. 1,730,119.				P	01/01/2007 249.	08/01/2016
648,122.		GARITA VALUE FUND, LP 648,122.				P	01/01/2014	08/31/2016
TOTAL GAIN (LOSS)							<u>-63,729.</u>	

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
JEFF BAUER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.		0.
JON R BAUER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC 1.00	0.	0.		0.
LAURA BAUER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.		0.
NANCY A BAUER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR 1.00	0.	0.		0.
GRAND TOTALS		0.	0.		0.

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 55 WALLS DRIVE FAIRFIELD, CT 06824	ADMINISTRATIVE SRVC	57,118.
TOTAL COMPENSATION		<u>57,118.</u>

ATTACHMENT 9

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JON R BAUER
NANCY A BAUER

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
826NYC INC 372 5TH AVE BROOKLYN, NY 11215	N/A	PC	GENERAL & UNRESTRICTED	1,000.
AMERICARES FOUNDATION INC 88 HAMILTON AVE STAMFORD, CT 06902	N/A	PC	GENERAL & UNRESTRICTED	15,000
BARTH SYNDROME FOUNDATION INC PO BOX 618 LARCHMONT, NY 10538	N/A	PC	WILL MCCURDY FUND FOR CLINICAL RESEARCH	10,000
BEDFORD 2020 COALITION PO BOX 812 BEDFORD HILLS, NY 10507	N/A	PC	GENERAL & UNRESTRICTED	1,000
BEDFORD AUDUBON SOCIETY 35 TODD RD KATONAH, NY 10536	N/A	PC	GENERAL & UNRESTRICTED	5,000
BIG APPLE CIRCUS LTD ONE METROTECH CENTER N 3RD FLOO BROOKLYN, NY 11201	N/A	PC	GENERAL & UNRESTRICTED	50,000

ATTACHMENT 10

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIRTHRIGHT ISRAEL FOUNDATION 33 E 33RD ST 7TH FL NEW YORK, NY 10016	N/A PC	GENERAL & UNRESTRICTED	5,000
BOYS CLUB OF MOUNT KISCO INC - BOYS & GIRLS CLUB N 351 MAIN ST MOUNT KISCO, NY 10549	N/A PC	GENERAL & UNRESTRICTED	2,500.
BRIDGE FUND OF NEW YORK INC 271 MADISON AVE STE 907 NEW YORK, NY 10016	N/A PC	GENERAL & UNRESTRICTED	15,000
BROWN UNIVERSITY, ANNUAL FUND BOX 1976 PROVIDENCE, RI 02912	N/A PC	GENERAL & UNRESTRICTED	25,000
CARAMOOR CENTER FOR MUSIC & THE ARTS INC PO BOX 816 KATONAH, NY 10536	N/A PC	GENERAL & UNRESTRICTED	87,500.
CARAMOOR CENTER FOR MUSIC & THE ARTS INC PO BOX 816 KATONAH, NY 10536	N/A PC	ROSEN HOUSE CAPITAL PROJECT	100,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CITY YEAR NEW YORK 20 W 22ND ST 3RD FL NEW YORK, NY 10010	N/A PC		GENERAL & UNRESTRICTED	2,500
CITYMEALS-ON-WHEELS 355 LEXINGTON AVE. 3RD FL NEW YORK, NY 10017	N/A PC		GENERAL & UNRESTRICTED	50,000
CITYMEALS-ON-WHEELS 355 LEXINGTON AVE. 3RD FL NEW YORK, NY 10017	N/A PC		GUARDIAN OF STUYVESANT TOWN PROGRAM	100,000
COMMUNITY CENTER OF NORTHERN WESTCHESTER INC 84 BEDFORD RD KATONAH, NY 10536	N/A PC		GENERAL & UNRESTRICTED	1,000
DOROT INC 171 W 85TH ST NEW YORK, NY 10024	N/A PC		SENIOR ENTERTAINMENT INITIATIVE	15,000
EAST COAST ASSISTANCE DOGS INC PO BOX 831 TORRINGTON, CT 06790	N/A PC		GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC		GENERAL & UNRESTRICTED	5,000
FACING HISTORY AND OURSELVES NATIONAL FOUNDATION, 14 E 4TH ST STE 3003 NEW YORK, NY 10012	N/A PC		GENERAL & UNRESTRICTED	50,000
FAMILY SERVICES OF WESTCHESTER INC ONE GATEWAY PLZ PORT CHESTER, NY 10573	N/A PC		CAMP VIVA PROGRAM	10,000
FRIENDS OF JOHN JAY HOMESTEAD PO BOX 148 KATONAH, NY 10536	N/A PC		GENERAL & UNRESTRICTED	1,000
GUIDING EYES FOR THE BLIND INC 611 GRANITE SPRINGS RD YORKTOWN HTS, NY 10598	N/A PC		GENERAL & UNRESTRICTED	5,000
HARLEM CHILDRENS ZONE INC 35 E 125TH ST NEW YORK, NY 10035	N/A PC		GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMAN RIGHTS WATCH INC 350 5TH AVE 34TH FL NEW YORK, NY 10118	N/A PC	GENERAL & UNRESTRICTED	1,000
IMMIGRANT JUSTICE CORPS INC 17 BATTERY PARK PLZ STE 236 NEW YORK, NY 10004	N/A PC	GENERAL & UNRESTRICTED	10,000
JACOB BURNS FILM CENTER INC 405 MANVILLE RD 3RD FL PLEASANTVILLE, NY 10570	N/A PC	GENERAL & UNRESTRICTED	10,000
KATONAH FIRE DEPARTMENT 65 BEDFORD RD KATONAH, NY 10536	N/A PC	GENERAL & UNRESTRICTED	1,000
KATONAH MUSEUM OF ART INC 134 JAY ST KATONAH, NY 10536	N/A PC	GENERAL & UNRESTRICTED	8,500
KATONAH VILLAGE IMPROVEMENT SOCIETY INC PO BOX 263 KATONAH, NY 10536	N/A PC	GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KATONAH VILLAGE LIBRARY 26 BEDFORD RD KATONAH, NY 10536	N/A PC		GENERAL & UNRESTRICTED	1,000
KATONAH-BEDFORD HILLS VOLUNTEER AMBULANCE CORPS PO BOX 43 KATONAH, NY 10536	N/A PC		GENERAL & UNRESTRICTED	1,000
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVE NEW YORK, NY 10065	N/A PC		CHARITABLE EVENT	5,000
MUSIC MAKER RELIEF FOUNDATION INC PO BOX 1358 HILLSBOROUGH, NC 27278	N/A PC		GENERAL & UNRESTRICTED	1,000
NEIGHBORS LINK CORP 27 COLUMBUS AVE MOUNT KISCO, NY 10549	N/A PC		ESL LEARNING AND LEGAL INITIATIVE	100,000
NORTHERN WESTCHESTER HOSPITAL ASSOCIATION 400 E MAIN ST MOUNT KISCO, NY 10549	N/A PC		JANET FIELDS MEMORIAL GARDEN ENDOWMENT FUND	100,000.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHERN WESTCHESTER HOSPITAL ASSOCIATION 400 E MAIN ST MOUNT KISCO, NY 10549		N/A PC		KEN HAMILTON CAREGIVER'S CENTER	5,000.
PROSPECTS OPPORTUNITY AND ENRICHMENT INC 25 PROSPECT ST RIDGEFIELD, CT 06877		N/A PC		GENERAL & UNRESTRICTED	1,000.
RIDGEFIELD PLAYHOUSE FOR MOVIES AND THE PERFORMING 80 E RIDGE ST RIDGEFIELD, CT 06877		N/A PC		GENERAL & UNRESTRICTED	1,200
RIVERKEEPER INC 20 SECOR RD OSSINING, NY 10562		N/A PC		RIVER PROTECTOR PROGRAM	1,000
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FL NEW YORK, NY 10003		N/A PC		AMERICAN DREAM PROGRAM	150,000
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVE NEW BRUNSWICK, NJ 08901		N/A PC		RUTGERS COLLEGE ECONOMICS DEPARTMENT	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STUYVESANT HIGH SCHOOL ALUMNI ASSOCIATION INC 345 CHAMBERS ST RM 301B NEW YORK, NY 10282	N/A PC	GENERAL & UNRESTRICTED	1,000
SUCCESS ACADEMY CHARTER SCHOOLS INC 95 PINE ST 6TH FL NEW YORK, NY 10005	N/A PC	GENERAL & UNRESTRICTED	100,000
THE ACTORS FUND OF AMERICA 729 7TH AVE 10TH FL NEW YORK, NY 10019	N/A PC	GENERAL & UNRESTRICTED	1,500.
VERTUS CHARTER SCHOOL 21 HUMBOLDT ST ROCHESTER, NY 14609	N/A PC	GENERAL & UNRESTRICTED	1,000
WASHINGTON UNIVERSITY 700 ROSEDALE AVE BOX 1000 ST LOUIS, MO 63112	N/A PC	DANFORTH SCHOLARS PROGRAM	10,000
WESTCHESTER COMMUNITY CHRISTMAS DAY DINNER 52 QUICKS LN KATONAH, NY 10536	N/A PC	GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTCHESTER LAND TRUST INC 403 HARRIS RD BEDFORD HILLS, NY 10507	N/A PC	GENERAL & UNRESTRICTED	7,500
WOLF CONSERVATION CENTER INC PO BOX 421 SOUTH SALEM, NY 10590	N/A PC	GENERAL & UNRESTRICTED	5,000
TOTAL CONTRIBUTIONS PAID			<u>1,084,200</u>