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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

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▶ 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 JOLIE-PITT FOUNDATION		A Employer identification number 20-5176706
Number and street (or P O box number if mail is not delivered to street address) 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. <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,859,404.		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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. <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	3,028,635.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments.	15,752.	15,752.		
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
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	10,601.		10,601.	
12	Total. Add lines 1 through 11	3,054,988.	15,752.	10,601.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages	227,324.			227,324.
15	Pension plans, employee benefits	36,774.			36,774.
16a	Legal fees (attach schedule) ATCH. 2	14,509.			14,509.
b	Accounting fees (attach schedule) ATCH. 3	3,782.			3,782.
c	Other professional fees (attach schedule) [4]	114,984.			114,984.
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion	16,985.			
20	Occupancy	31,220.			31,220.
21	Travel, conferences, and meetings	56,235.			56,235.
22	Printing and publications	6,695.			6,695.
23	Other expenses (attach schedule) ATCH. 5	176,247.	2,135.	10,601.	163,511.
24	Total operating and administrative expenses. Add lines 13 through 23.	684,755.	2,135.	10,601.	655,034.
25	Contributions, gifts, grants paid	1,992,548.			1,992,548.
26	Total expenses and disbursements. Add lines 24 and 25	2,677,303.	2,135.	10,601.	2,647,582.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	377,685.			
b	Net investment income (if negative, enter -0-)		13,617.		
c	Adjusted net income (if negative, enter -0-)				

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	2,440,746.	2,803,315.	2,803,315.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	2,094.		
	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	1,101.	7,479.	7,479.
	10a	Investments - U S and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule)			
	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	20,000.	20,000.	10,000.	
14	Land, buildings, and equipment basis ▶ 126,789.			ATCH 7	
	Less accumulated depreciation ▶ 88,179.	38,749.	38,610.	38,610.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,502,690.	2,869,404.	2,859,404.	
Liabilities	17	Accounts payable and accrued expenses	13,091.	2,120.	
	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)	13,091.	2,120.		
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	2,489,599.	2,867,284.	
	30	Total net assets or fund balances (see instructions)	2,489,599.	2,867,284.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,502,690.	2,869,404.	

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	2,489,599.
2	Enter amount from Part I, line 27a	2	377,685.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,867,284.
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	2,867,284.

Form **990-PF** (2016)

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			
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	
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	

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	2,389,425.	3,423,757.	0.697896
2014	2,329,572.	2,272,934.	1.024918
2013	2,245,953.	1,620,655.	1.385830
2012	3,073,964.	3,585,024.	0.857446
2011	3,291,290.	4,901,966.	0.671422

2 Total of line 1, column (d)	2	4.637512
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	0.927502
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,652,047.
5 Multiply line 4 by line 3.	5	2,459,779.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	136.
7 Add lines 5 and 6.	7	2,459,915.
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	2,664,427.

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)	1	136.
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		
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	136.
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	136.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	117.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	383.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	500.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	364.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 364. Refunded <input type="checkbox"/> 11	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)? 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 <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? 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? <i>ATCH 8</i> 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) <input type="checkbox"/> CA, DE, <input type="checkbox"/>		
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).		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ N/A		
14 The books are in care of ▶ 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 ▶ <input type="checkbox"/> 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?	X	
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ CAMBODIA		

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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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? <input type="checkbox"/>	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? <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) <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/>	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** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATCH 9 ☒ 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 10		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 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 11		72,534.

Total number of others receiving over \$50,000 for professional services **0.**

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 SEE ATTACHED	623,461.
2	
3	
4	

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

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

Form **990-PF** (2016)

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	
b	Average of monthly cash balances	1b	2,682,433.
c	Fair market value of all other assets (see instructions).	1c	10,000.
d	Total (add lines 1a, b, and c)	1d	2,692,433.
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	2,692,433.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,386.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,652,047.
6	Minimum investment return. Enter 5% of line 5	6	132,602.

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	132,602.
2a	Tax on investment income for 2016 from Part VI, line 5 2a		136.
b	Income tax for 2016. (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	136.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	132,466.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	132,466.
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	132,466.

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	2,647,582.
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	16,845.
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	2,664,427.
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	136.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,664,291.

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				132,466.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
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	3,046,497.			
b From 2012	2,895,121.			
c From 2013	2,164,170.			
d From 2014	2,295,331.			
e From 2015	2,218,507.			
f Total of lines 3a through e	12,619,626.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,664,427.</u>				
a Applied to 2015, 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 2016 distributable amount.				132,466.
e Remaining amount distributed out of corpus.	2,531,961.			
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	15,151,587.			
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.				
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)	3,046,497.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	12,105,090.			
10 Analysis of line 9				
a Excess from 2012	2,895,121.			
b Excess from 2013	2,164,170.			
c Excess from 2014	2,295,331.			
d Excess from 2015	2,218,507.			
e Excess from 2016	2,531,961.			

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 12

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

NONE

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

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 13				
Total			3a	1,992,548.
b Approved for future payment				
Total			3b	

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) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	15,752.	
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	ATCH 14 _____					10,601.
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				15,752.	10,601.
13	Total. Add line 12, columns (b), (d), and (e)					

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

[illegible]

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 
 Date 11/13/17
 Title Vice President

Signature of officer or trustee _____ Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date		Check <input type="checkbox"/> if self-employed		PTIN		
	JEFFREY D HASKELL		JEFFREY D HASKELL		11/09/2017				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

JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

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 **JOLIE-PITT FOUNDATION**Employer identification number
20-5176706**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	AUSTRALIAN CENTER FOR INTL AG RESEARCH 38 THYNNE STREET BRUCE AUSTRALIA ACT 2617	\$ 113,190.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ELEMENTARY TEACHERS FED OF ONTARIO 136 ISABELLA STREET TORONTO ONTARIO CANADA M4Y 0B5	\$ 64,326.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	JOLIE, ANGELINA 1990 S BUNDY DRIVE #200 LOS ANGELES, CA 90025	\$ 2,849,970.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization **JOLIE-PITT FOUNDATION**

Employer identification number

20-5176706

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

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOMEDESCRIPTION
OTHER PROGRAM REVENUE

REVENUE
AND
EXPENSES
PER BOOKS
10,601.
10,601.

TOTALS

ADJUSTED
NET
INCOME
10,601.
10,601.

ATTACHMENT 2FORM 990PF, PART I - LEGAL 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>
DOCUMENT REVIEW/DRAFTING GENERAL CONSULTATIONS	14,269. 240.			14,269. 240.
TOTALS	<u>14,509.</u>			<u>14,509.</u>

ATTACHMENT 3FORM 990PF, 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>
AUDIT SERVICES	3,782.			3,782.
TOTALS	<u>3,782.</u>			<u>3,782.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
EQUIVALENCY DETERMINATION CONS	1,760.	1,760.
MJP COUNTRY DIRECTOR	35,875.	35,875.
CONSTRUCTION PROJ MGMT	4,815.	4,815.
PHILANTHROPIC CONSULTANT	72,534.	72,534.
TOTALS	<u>114,984.</u>	<u>114,984.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	11,549.			11,549.
PAYROLL PROCESSING FEES	257.			257.
STATE OR LOCAL FILING FEES	325.			325.
BANK AND OTHER FEES	3,158.			1,023.
EQUIPMENT/REPAIRS/MAINTENANCE	21,496.	2,135.		21,496.
GOVT SUPPORT/CONSERVATION	110.			110.
HEALTHCARE CENTER OPERATIONS	25,506.			25,506.
HEALTHCARE POST OPERATIONAL	10,968.			10,968.
INSURANCE	4,635.			4,635.
LIVESTOCK/AGRONOMY EXPENSE	4,244.		4,244.	
LOCAL EMPLOYEE PROGRAMS	2,376.			2,376.
OTHER PROGRAM EXPENSE	6,368.			6,368.
SCHOOL PROGRAMS	32,584.			32,584.
POSTAGE	275.			275.
CONSERVATION FIELD OPERATIONS	6,533.			6,533.
SUPPLIES	28,753.			22,396.
TELEPHONE/INTERNET/FAX	13,699.		6,357.	13,699.
WOMEN SELF EMPOWERMENT	3,411.			3,411.
TOTALS	176,247.	2,135.	10,601.	163,511.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WEDDING PHOTOS	20,000.	10,000.
TOTALS	<u>20,000.</u>	<u>10,000.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 7

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS ENDING BALANCE
VEHICLE/MOTORBIKE	SL	70,249		70,249	42,367	7,894	50,261
EQUIP/FURNITURE	SL	39,695.		39,695	28,827	7,406.	36,233
VEHICLE/MOTORBIKE	SL		12,800.	12,800		1,280	1,280
EQUIPMENT	SL		4,045	4,045		405	405
TOTALS		<u>109,944</u>		<u>126,789</u>	<u>71,194</u>		<u>88,179</u>

Form 990PF, Part VII-A – Liquidation, Termination, Etc. Statement

As explained below, the Foundation has no plans for dissolution.

This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets.

The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions:

During the taxable year ending December 31, 2016, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$1,992,548. This amount represents more than 25% of the Foundation's net assets of \$2,502,690 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2016. **Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution.**

The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein. Furthermore, 99.9% of all the Foundation's charitable grants were made to U.S. public charities or their equivalents (the Foundation made a \$2,500 grant to a foreign organization and exercised expenditure responsibility in connection with such grant, as reported on the attachment to Part VII-B of this return).

As reflected above, the Foundation made no grant to another private foundation during the taxable year ending December 31, 2016. Accordingly, there is no termination issue presented under Internal Revenue Code Section 507.

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

GRANTEE'S NAME: ACADEMY OF PERFORMING ARTS SARAJEVO
GRANTEE'S ADDRESS: OBALA KULINA BANA 11
CITY, STATE & ZIP: SARAJEVO
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA
GRANT DATE: 09/20/2012
GRANT AMOUNT: 20,000.
GRANT PURPOSE: CLASSROOM EQUIPMENT FOR USE BY THE DEPARTMENT OF ACTING
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 5/15/13, 4/10/14, 6/8/15, 12/30/15, 7/20/16
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNI
GRANTEE'S ADDRESS: CEKALUSA 14
CITY, STATE & ZIP: SARAJEVO BIH
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA 71000
GRANT DATE: 12/08/2016
GRANT AMOUNT: 2,500.
GRANT PURPOSE: TO SUPPORT THE AGENTS OF INTERCULTURALISM PROJECT
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: 6/13/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/26/2011
GRANT AMOUNT: 309,976.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA.
AMOUNT EXPENDED: 309,976.
ANY DIVERSION? NO
DATES OF REPORTS: 11/7/12 9/10/13 8/1/14 3/19/15 11/2/15 7/13/16 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAX PAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

CONT'D ON NEXT PAGE

ATTACHMENT 9 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/29/2013
GRANT AMOUNT: 100,000.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA.
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/1/14, 11/2/15, 7/13/16, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAX PAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 02/07/2014
GRANT AMOUNT: 310,000.
GRANT PURPOSE: TO SUPPORT WILDLIFE CONSERVATION
AMOUNT EXPENDED: 310,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/2/15, 7/13/16, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAX PAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 05/02/2014
GRANT AMOUNT: 100,000.

CONT'D ON NEXT PAGE

ATTACHMENT 9 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT PURPOSE: TO SUPPORT WILDLIFE CONSERVATION
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/2/15, 7/13/16, 5/26/17, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAX PAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 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>
TERRY BIRD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
WARREN GRANT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
ANGELINA JOLIE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CO-PRES / DIR 1.00	0.	0.	0.
BRAD PITT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CO-PRES / DIR / SEC 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BOB MARTIN HOUSE 120 GROUP #6 02352 PREK PREAH SDACH VILLAGE/COMMUNE BATTAMBANG CAMBODIA	PHILANTHROPIC	72,534.
TOTAL COMPENSATION		<u>72,534.</u>

Part IX-A (990-PF) – Summary of Direct Charitable Activities

In 2003, Ms. Angelina Jolie (in conjunction with WildAid) launched a project dedicated to the conservation of one of Cambodia's largest green belts (Cardamom Mountains) located in Battambang and Pailin provinces. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area), the last intact primary forest in the region, hosting endangered species and the watershed for almost one million people. As more resources became available, MJP's operations expanded into other areas such as rural healthcare, education, gender empowerment, micro-credits, community forestry schemes, and park management. In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation, which continues to support the MJP Foundation in Cambodia.

Strategy

The overall strategy of MJP is to protect Samlout Protected Area by integrating the following key components into its conservation programme. All are essential elements working together to fight poverty, disease, inequality and ignorance.

- Agriculture (Food security)
- Education (Kindergarten and primary school)
- Health (Health care)
- Women Empowerment (Gender Equity)
- Income Generation (vocational skills and financial access)
- Natural Resource Management (Conservation, PA law enforcement, and community forestry)

2016 Accomplishments

\$623,461

Agriculture: MJP's collaboration with the Australian Centre for International Agricultural Research (ACIAR) "Crops & Cows" Project concluded on December 31, 2016. An independent monitoring and evaluation study has shown that the farmer field school (FFS) program had positive effects on farmers' knowledge, attitudes and beliefs about improved farming practices.

Education: In 2016, MJP continued to support the Battambang Provincial Department of Education program through hands-on professional coaching and training to target schools. Early Childhood Care and Development and Kindergarten programs supported 194 students and 8 teachers. Primary School programs supported 1,016 students and 56 teachers. Lower Secondary School programs supported 305 students and 21 teachers. School programs included early childhood care and development and kindergarten, teacher capacity building, education/learning material support, sports activities, Eco-Ranger clubs, school libraries and community libraries, school gardens, and youth empowerment and special support (for victims injured by landmines).

Health: In 2016, MJP continued to provide hands-on interactive coaching/training sessions and direct clinical interventions at two MJP-Cambodian Government health facilities: Kampong Touk Health Post and Boeng Run Health Centre. The primary focus of MJP's rural healthcare program is to improve the quality of health care services in the region to reduce child mortality and morbidity, improve maternal health, and combat HIV/AIDS, malaria and other diseases. In 2016, the Boeng Run Health Centre (BRHC) treated 8,138 out-patients. The Kampong Touk Health Post (KTHP), MJP's smaller, sister health facility, received 3,294 out-patient cases. Other health initiatives conducted by MJP included health staff capacity building, family planning, baby friendly community initiative, hygiene and sanitation education, sexual health and reproductive education, eye care, dental care, and indoor air pollution and respiratory infection prevention and awareness.

Women Empowerment: In 2010, MJP established the Gender Equity and Women Empowerment (GEWE) Program. The overall goals of this program are to empower and promote the rights of rural women and girls in Samlout through public awareness campaigns, vocational skills training, business development and literacy programs. The GEWE program has been designing and implementing projects in the following areas: Economic Empowerment (Samlout Honey, Samlout Silk, Food Processing, Chicken Raising), Social Empowerment (Women Advisory Committee quarterly meetings, Social Relief support, Trainings, Mobile Library), and Samlout Women's Prosperity Centre (used for WAC quarterly meetings).

Community Income Generation: From 2009-2016, MJP worked in 7 key villages and created 34 village-based community savings groups (CSG)/Community Income Generation with 348 members using an initial loan without interest worth \$24,778. As of January 2016, there are 36 CSGs established and operated with 387 members.

In 2016, MJP shifted its focus to supporting the existing groups on capacity building and problem resolution. Business management and household financial management were main topics in the capacity building.

Natural Resource Management and Conservation: MJP's Conservation and Wildlife Enforcement Teams continuously patrol the Samlout Protected Area's core zone and perimeter using monthly plans adjusted for different seasons and circumstances. The patrols are aimed at capturing illegal forest crimes, both timber poaching and shipment, and wildlife poaching.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANGELINA JOLIE
BRAD PITT

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EPIDERMOLYSIS BULLOSA MEDICAL RESEARCH FOUNDATION 2757 ANCHOR AVE LOS ANGELES, CA 90064	N/A PC	GENERAL & UNRESTRICTED	10,000
FUR BABY ANIMAL RESCUE INC 3030 S HILL ST LOS ANGELES, CA 90007	N/A PC	GENERAL & UNRESTRICTED	5,000
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON, MA 02115	N/A PC	ZAHARA CHILDREN'S CENTER IN ETHIOPIA FUND	75,000.
GLOBAL HEALTH COMMITTEE 800 HUNTINGTON AVE BOSTON, MA 02115	N/A PC	MADDOX CHILDREN'S CENTER IN PHNOM PENN, CAMBODIA	75,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BLDG BOSTON, MA 02115	N/A PC	MADDOX CHILDREN'S CENTER IN PHNOM PENN, CAMBODIA	75,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BLDG BOSTON, MA 02115	N/A PC	THIS GRANT IS SPECIFICALLY TO PURCHASE SILICATE PAINT, IMPORT THE PAINT AND PAY FOR LABOR TO PAINT THE ZAHARA CHILDREN'S CENTER IN ETHIOPIA	12,550.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BLDG BOSTON, MA 02115	N/A PC	ZAHARA CHILDREN'S CENTER IN ETHIOPIA	75,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BLDG BOSTON, MA 02115	N/A PC	TO COVER THE REMAINING BALANCE OF THE CONSTRUCTION CONTRACT FOR ZCC, DEMOLITION OF THE ZCC CIRCLE, AGRICULTURE PROJECT AT ZCC FOR TWO YEARS, AND MATTHEW HUGES SALARY AND OTHER CONSULTANTS THROUGH SEPTEMBER 2016	306,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE WARREN ALPERT BLDG BOSTON, MA 02115	N/A PC	ZAHARA CHILDREN'S CENTER IN ETHIOPIA	239,280
UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNICKE DJELAT CEKALUSA 14 SARAJEVO BIH BAHRAIN 71000	N/A NC	EXPENDITURE RESPONSIBILITY GRANT	2,500
UNITED STATES ASSOCIATION FOR UNHCR 1775 K ST WASHINGTON, DC 20006	N/A PC	EPCC GRANT-REPAIR AND RENOVATION FOR SCHOOLS IN KAKUMA, KENYA	163,588
N/A'AN KU SE FOUNDATION PO BOX 99292 WINDHOEK NAMIBIA	N/A PC	WILDLIFE CONSERVATION	953,630
TOTAL CONTRIBUTIONS PAID			<u>1,992,548</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER PROGRAM REVENUE					10,601.
TOTALS					<u>10,601.</u>