

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

VICTORIA FOUNDATION, INC.

A Employer identification number

22-1554541

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

Room/suite

31 MULBERRY STREET

5TH FL

B Telephone number

(973) 792-9200

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

NEWARK, NJ 07102

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 changeD 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 foundationE 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)

J Accounting method:

☐ Cash☐ Accrual☒ Other (specify) **MODIFIED CASH**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))

	(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	600.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	2.	2.		STATEMENT 2
4 Dividends and interest from securities	3,302,283.	3,302,283.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	47,137,355.			STATEMENT 1
b Gross sales price for all assets on line 6a	33,951,816.			
7 Capital gain net income (from Part IV, line 2)		73,424,381.		
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)				
11 Other income	51.	51.		STATEMENT 4
12 Total. Add lines 1 through 11	50,440,291.	76,726,717.		
13 Compensation of officers, directors, trustees, etc	244,984.	0.		244,984.
14 Other employee salaries and wages	649,327.	0.		649,327.
15 Pension plans, employee benefits	247,583.	0.		247,583.
16a Legal fees				
b Accounting fees	STMT 5 28,750.	0.		28,750.
c Other professional fees	STMT 6 224,048.	188,048.		36,000.
17 Interest				
18 Taxes	STMT 7 808,562.	0.		0.
19 Depreciation and depletion				
20 Occupancy	57,874.	0.		57,874.
21 Travel, conferences, and meetings	29,371.	0.		29,371.
22 Printing and publications				
23 Other expenses	STMT 8 148,172.	143.		148,029.
24 Total operating and administrative expenses. Add lines 13 through 23	2,438,671.	188,191.		1,441,918.
25 Contributions, gifts, grants paid	11,880,500.			11,880,500.
26 Total expenses and disbursements. Add lines 24 and 25	14,319,171.	188,191.		13,322,418.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	36,121,120.			
b Net investment income (if negative, enter -0-)		76,538,526.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	100.	100.	100.
	2 Savings and temporary cash investments	12,143,065.	25,093,520.	25,093,520.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	71,561,403.	42,903,856.	42,903,856.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10		165,604,782.	185,701,285.	185,701,285.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ DEPOSITS)		4,650.	4,650.	4,650.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		249,314,000.	253,703,411.	253,703,411.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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	249,314,000.	253,703,411.	
	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			
30 Total net assets or fund balances	249,314,000.	253,703,411.		
31 Total liabilities and net assets/fund balances	249,314,000.	253,703,411.		

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	249,314,000.
2 Enter amount from Part I, line 27a	2	36,121,120.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	285,435,120.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	31,731,709.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	253,703,411.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF 539,516 SH CHUBB CORP.		VARIOUS	VARIOUS
b SALE OF .68 SH CHUBB LTD		VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 70,023,270.		163,763.	69,859,507.
b 74.		76.	-2.
c 3,564,876.			3,564,876.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			69,859,507.
b			-2.
c			3,564,876.
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	73,424,381.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	8,387,670.	243,037,588.	.034512
2014	13,259,351.	239,036,216.	.055470
2013	12,308,821.	223,645,537.	.055037
2012	10,932,014.	201,589,028.	.054229
2011	10,764,675.	203,363,433.	.052933

2 Total of line 1, column (d)	2	.252181
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	.050436
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	247,729,670.
5 Multiply line 4 by line 3	5	12,494,494.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	765,385.
7 Add lines 5 and 6	7	13,259,879.
8 Enter qualifying distributions from Part XII, line 4	8	13,322,418.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	765,385.
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	0.
3 Add lines 1 and 2		3	765,385.
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	765,385.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	725,000.	
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	725,000.	
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	40,385.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ Refunded ☒	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
1b 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
1c 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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? 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) ☐ NJ		
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

N/A

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.VICTORIAFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(973) 792-9200</u> Located at ► <u>31 MULBERRY STREET, NO. 5TH FL, NEWARK, NJ</u> ZIP+4 ► <u>07102</u>		
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		N/A
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 ►		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		X
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?		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 ►	☐ Yes ☒ No	
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.)	N/A	
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?		X

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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)?

N/A

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?

N/A

☐ 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?

N/A

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.

(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
SEE STATEMENT 11		244,984.	58,658.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
DALE R. ANGLIN	ASSOCIATE DIRECTOR FOR		PROGRAMS	
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	131,400.	21,808.	0.
CRAIG L. DRINKARD	ASSOCIATE DIRECTOR FOR		ADMINISTRATI	
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	131,400.	19,698.	0.
SUSANNE WALSH	DIRECTOR OF FINANCE			
31 MULBERRY STREET, NEWARK, NJ 07102	35.00	110,741.	22,566.	0.
STEPHANIE GREENWOOD	PROGRAM OFFICER			
31 MULBERRY STREET, NEWARK, NJ 07102	40.00	93,600.	21,507.	0.
CHUI CHAN	GRANTS MANAGER			
31 MULBERRY STREET, NEWARK, NJ 07102	35.00	72,800.	21,815.	0.
Total number of other employees paid over \$50,000				0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
LIPPER ADVISORY SERVICES 85 HOBART AVENUE, SUMMIT, NJ 07901	INVESTMENT ADVISORS	133,061.
PNC ADVISORS 620 LIBERTY AVENUE, PITTSBURGH, PA 15222	INVESTMENT CUSTODIAN	54,987.

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 ATTACHMENT E	
		201,951.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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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	250,923,108.
b	Average of monthly cash balances	1b	574,445.
c	Fair market value of all other assets	1c	4,650.
d	Total (add lines 1a, b, and c)	1d	251,502,203.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	251,502,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,772,533.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	247,729,670.
6	Minimum investment return. Enter 5% of line 5	6	12,386,484.

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	12,386,484.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	765,385.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	765,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,621,099.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,621,099.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,621,099.

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	13,322,418.
b	Program-related investments - total from Part IX-B	1b	0.
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	13,322,418.
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	5	765,385.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,557,033.

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				11,621,099.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013	458,994.			
d From 2014	1,788,255.			
e From 2015				
f Total of lines 3a through e	2,247,249.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 13,322,418.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				11,621,099.
e Remaining amount distributed out of corpus	1,701,319.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,948,568.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,948,568.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	458,994.			
c Excess from 2014	1,788,255.			
d Excess from 2015				
e Excess from 2016	1,701,319.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

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:

SEE ATTACHMENT C

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

SEE ATTACHMENT C

- c Any submission deadlines:**

SEE ATTACHMENT C

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

SEE ATTACHMENT C

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE ATTACHMENT A	N/A	PC		11,880,500.
Total			3a	11,880,500.
b <i>Approved for future payment</i>				
SEE ATTACHMENT B	N/A	PC		523,500.
Total			3b	523,500.

Form 990-PF (2016)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF 539,516 SH CHUBB CORP.				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
70,023,270.	26,450,789.	0.	0.	43,572,481.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALE OF .68 SH CHUBB LTD				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
74.	76.	0.	0.	-2.	

CAPITAL GAINS DIVIDENDS FROM PART IV	3,564,876.
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TOTAL TO FORM 990-PF, PART I, LINE 6A	47,137,355.
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FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME-PNC BANK	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CAPITAL GAIN						
DIVIDENDS	3,564,876.	3,564,876.	0.	0.		
DIVIDEND INCOME	3,302,283.	0.	3,302,283.	3,302,283.		
TO PART I, LINE 4	6,867,159.	3,564,876.	3,302,283.	3,302,283.		

FORM 990-PF	OTHER INCOME			STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
SECURITY LITIGATION PROCEEDS	51.	51.			
TOTAL TO FORM 990-PF, PART I, LINE 11	51.	51.			

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PKF O'CONNOR DAVIES-AUDIT AND TAX FEES	28,750.	0.		28,750.	
TO FORM 990-PF, PG 1, LN 16B	28,750.	0.		28,750.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	188,048.	188,048.			0.
C.M. MCFARLAND-CONSULTING FEES	36,000.	0.			36,000.
TO FORM 990-PF, PG 1, LN 16C	224,048.	188,048.			36,000.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	808,562.	0.			0.
TO FORM 990-PF, PG 1, LN 18	808,562.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	10,377.	0.			10,377.
INSURANCE	13,161.	0.			13,161.
TELEPHONE	9,647.	0.			9,647.
EQUIPMENT LEASE	6,440.	0.			6,440.
BANK FEES	143.	143.			0.
STAFF EXPENSES	30,943.	0.			30,943.
COMPUTER EQUIPMENT EXPENSE	20,406.	0.			20,406.
TRAINING & EDUCATION	8,165.	0.			8,165.
POSTAGE AND DELIVERY	1,808.	0.			1,808.
COMPUTER LABOR EXPENSE	21,600.	0.			21,600.
MISCELLANEOUS	3,009.	0.			3,009.
ANNUAL REPORT	20.	0.			20.
GUEST PARKING	1,628.	0.			1,628.
DUES AND SUBSCRIPTIONS	20,825.	0.			20,825.
TO FORM 990-PF, PG 1, LN 23	148,172.	143.			148,029.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
324,734 SH OF CHUBB LIMITED	42,903,856.	42,903,856.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,903,856.	42,903,856.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-SEE ATTACHMENT D	FMV	185,701,285.	185,701,285.
TOTAL TO FORM 990-PF, PART II, LINE 13		185,701,285.	185,701,285.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FRANK ALVAREZ 31 MULBERRY STREET NEWARK, NJ 07102	PRESIDENT 1.00	0.	0.	0.
MARGARET H. PARKER 31 MULBERRY STREET NEWARK, NJ 07102	VICE PRESIDENT 1.00	0.	0.	0.
GARY M. WINGENS 31 MULBERRY STREET NEWARK, NJ 07102	TREASURER 1.00	0.	0.	0.
PERCY CHUBB III-DECEASED 03/18/16 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
SALLY CHUBB 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.

ROBERT HOLMES, ESQ. 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
ROBERT L. JOHNSON, M.D. 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
FRANKLIN E. PARKER IV 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
JOHN F. PARKER 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
HENRY AMOROSO 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
SARAH CHUBB SAUVAYRE 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
CHARLES M. CHAPIN III-RESIGNED 9/2/16 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
DR. A. ZACHARY YAMBA 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
GRIZEL UBARRY 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
MICHAEL CATANIA 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
DENISE ROGERS 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
BEI SAVILLE 31 MULBERRY STREET NEWARK, NJ 07102	TRUSTEE 1.00	0.	0.	0.
IRENE COOPER-BASCH 31 MULBERRY STREET NEWARK, NJ 07102	EXECUTIVE OFFICER AND SECR 50.00	244,984.	58,658.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

244,984.	58,658.	0.
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Victoria Foundation, Inc.
Grants Paid
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EIN# 22-1554541

Attachment A

<u>Payee/Legal Name</u>	<u>Payee Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Advocates for Children of New Jersey	35 Halsey Street Newark, NJ 07102	\$50,000 00	Youth and Families Grants/Parenting Skills/Strengthening Families	12/15/2016	To provide general operating support and capacity-building for targeted research on lead and asthma	PC
After-School All-Stars	50 Park Place, Suite 1020 Newark, NJ 07102	\$30,000 00	Youth and Families Grants/Youth Development	6/15/2016	\$25,000 to support after school programming and \$5,000 to support the STEM CampUs program in Summer 2016	PC
Aids Resource Foundation for Children	77 Academy Street Newark, NJ 07102	\$20,000 00	Youth and Families Grants/Youth Development	6/15/2016	To support the Firehouse Academy afterschool and summer programs	PC
All Stars Project Inc	543 West 42nd Street New York, NY 10036	\$15,000 00	Youth and Families Grants/Youth Development	6/15/2016	To provide support for general operations of youth development programming at the All Stars Project in Newark, New Jersey	PC
Alvin Ailey Dance Foundation Inc	405 West 55th Street New York, NY 10019	\$55,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To provide artist residencies in the Ivy Hill Elementary School and the 6-week AileyCamp Newark summer day camp program	PC
America Needs You	277 Grove Street, Suite 202 Jersey City, NJ 07302	\$15,000 00	Education Grants/College Access and Success	6/15/2016	To support the enrollment of additional Newark students in the college success program	PC
The Appel Farm Arts and Music Center	457 Shirley Road Post Office Box 888 Elmer, NJ 08318-0888	\$25,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To support camperships for Newark children in the 2016 summer residential arts immersion camp	PC

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Attachment A

<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Apostles House	24 Grant Street Newark, NJ 07104	\$135,000 00	Youth and Families Grants/Emergency Services	6/15/2016	\$100,000 in general operating support and \$35,000 towards the hiring of a property manager	PC
Aspira Inc. of New Jersey	390 Broad Street Third Floor Newark, NJ 07104	\$30,000 00	Youth and Families Grants/Youth Development	6/15/2016	To provide general operating support for educational and empowerment programs for Newark students	PC
Association of New Jersey Environmental Commissions	300 Mendham Road P O Box 157 Mendham, NJ 07945	\$45,000 00	Environment Grants/Open Space Preservation	6/15/2016	To support general operations	PC
Barat Foundation Inc	Gallery One, Gateway One Center, PO Box 32392 Newark, NJ 07102	\$20,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To provide fine arts-in-residency programs at Newark schools and community organizations	PC
Bard College	321 Bergen Street, 2nd Floor Newark, NJ 07103	\$10,000 00	Education Grants/Schools/Traditi onal Public Schools	4/21/2016	To support college advising and tutoring at the Bard High School Early College program in Newark	PC
Bard College	321 Bergen Street, 2nd Floor Newark, NJ 07103	\$30,000 00	Education Grants/Schools/Traditi onal Public Schools	6/15/2016	To support college advising and tutoring at the Bard High School Early College program in Newark	PC
Bethany Cares Incorporated	275 West Market Street Newark, NJ 07103	\$40,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the participation of Newark youth in the Bethany Cares Freedom School summer program	PC

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Payee Legal Name	Payee Address	Amount	Program Area	Payment Date	Purpose	Status
Big Brothers Big Sisters of Essex Hudson and Union Counties NJ Inc	500 Broad Street, 2nd Floor Newark, NJ 07102	\$10,000 00	Youth and Families Grants/Youth Development	4/21/2016	To increase and improve mentoring services provided by Big Brothers Big Sisters in Newark	PC
Big Brothers Big Sisters of Essex Hudson and Union Counties NJ Inc	500 Broad Street, 2nd Floor Newark, NJ 07102	\$50,000 00	Youth and Families Grants/Youth Development	6/15/2016	To increase and improve mentoring services provided by Big Brothers Big Sisters in Newark	PC
Big Picture Company Inc	325 Public Street Providence, RI 02905	\$25,000 00	Education Grants/Professional Development	6/15/2016	To provide professional development training at four Newark schools	PC
Boys and Girls Clubs of Newark Inc	1 Avon Avenue Newark, NJ 07108	\$20,000 00	Youth and Families Grants/Youth Development	2/25/2016	To hire a development associate	PC
Boys and Girls Clubs of Newark Inc	1 Avon Avenue Newark, NJ 07108	\$75,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support general operations, summer day camp, and strategic planning	PC
Braven Incorporated	25 Broadway, 12th Floor New York, NY 10004	\$15,000 00	Education Grants/College Access and Success	6/15/2016	To support the new Braven Accelerator course, designed to link college students to the workforce, at Rutgers-Newark	PC
Braven Incorporated	25 Broadway, 12th Floor New York, NY 10004	\$15,000 00	Education Grants/College Access and Success	12/15/2016	To support the new Braven Accelerator course, designed to link college students to the workforce, at Rutgers-Newark	PC

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<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Bridges Outreach Inc	PO Box 1444 Summit, NJ 07902-1444	\$15,000 00	Youth and Families Grants/Emergency Services	6/15/2016	To support Project Connect at St John's Soup Kitchen in Newark	PC
Building Responsible Intelligent Creative Kids	59 Lincoln Park, Graden Suite 50 Newark, NJ 07102	\$80,000 00	Education Grants/Schools/Traditi onal Public Schools	6/15/2016	To provide support to hire a chief financial officer	PC
Building Responsible Intelligent Creative Kids	59 Lincoln Park, Graden Suite 50 Newark, NJ 07102	\$35,000 00	Education Grants/Academic Enrichment	12/15/2016	To provide general operating support for Leaders for Life Inc , a youth development organization in the South Ward	PC
Christ the King Preparatory School of Newark NJ Corp	239 Woodside Avenue Newark, NJ 07104	\$90,000 00	Education Grants/Schools/Private /Parochial	6/15/2016	To provide general operating support	PC
Comfort Zone Camp Inc	P O Box 8754 Woodcliff Lake, NJ 07677	\$5,000 00	Youth and Families Grants/Mental/Behavio ral Health	7/12/2016	To support camperships for Newark youths coping with the loss of a parent or sibling	PC
Community Food Bank of New Jersey Inc	31 Evans Terminal Road Hillside, NJ 07205	\$140,000 00	Youth and Families Grants/Emergency Services	12/15/2016	To support general operations and capacity building	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Mornstown, NJ 07963- 0338	\$2,500 00	Neighborhood Development/Urban Activities/Leadership Development	8/15/2016	To support the "NJ Spotlight on Cities" daylong conference, held at the New Jersey Performing Arts Center on October 14, 2016	PC

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<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$35,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To serve as the fiscal intermediary for the 2016 Newark Summer Fun initiative	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$1,000,000 00	Youth and Families Grants/Youth Development	6/15/2016	To endow the Percy Chubb III Field Trip Newark Fund, which will provide about \$50,000 each year toward mini grants for bus transportation that would enable approximately 100 Newark schools to participate in educational field trips	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$80,000 00	Education Grants/Schools	6/15/2016	To support the Mayor's Office of Comprehensive Community Education's efforts related to the Community Schools initiative	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$130,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	6/15/2016	\$100,000 to support general operations and \$30,000 to support system improvements of the 2016 Newark Summer Youth Employment program	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$30,000 00	Neighborhood Development/Urban Activities/Public Safety	6/15/2016	Amplify, Inc. staff will provide project management support for the Safer Newark Council (SNC)	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$165,000 00	Education Grants/College Access and Success	6/15/2016	To support the Newark College Institute-the Newark Freshman and Senior College Institutes and the Newark College Internship Program	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$95,000 00	Education Grants/College Access and Success	6/15/2016	To support the new position of Higher Education Liaison for the Newark Public Schools	PC

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<u>Pavee/LegalName</u>	<u>Pavee/Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$30,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	7/28/2016	To serve as the fiscal intermediary for the 2016 Newark Summer Fun initiative	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$100,000 00	Education Grants/Academic Enrichment	12/15/2016	To support capital improvements at the main branch of the Newark Public Library	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$100,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support general operations for Newark Thrives!, a new out-of-school-time network for the city of Newark	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$800,000 00	Neighborhood Development/Urban Activities	12/20/2016	To support the Victoria Foundation Fund, a donor-advised charitable fund held at the Community Foundation of NJ	PC
Community Loan Fund of New Jersey	421 Halsey Street Newark, NJ 07102	\$35,000 00	Neighborhood Development/Urban Activities/Affordable Housing	12/15/2016	To support the Community Asset Preservation Corporation's neighborhood preservation work in Clinton Hill, with enhanced outreach capacity on Seymour Avenue in Newark	PC
Comunidad Unida Para Rehabilitacion De Adictos	35 Lincoln Park Newark, NJ 07102	\$18,000 00	Youth and Families Grants/Capital/Endow ment	12/15/2016	To support the purchase and installation of emergency generators	PC
Council of New Jersey Grantmakers Inc	101 West State Street Trenton, NJ 08608	\$35,000 00	Neighborhood Development/Urban Activities/Technical Assistance Providers	12/15/2016	To support the Office of the Newark Philanthropic Liaison	PC

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<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Drew University	36 Madison Avenue Madison, NJ 07940	\$35,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the AdvantageArts@Drew (formerly ArtsPower) Collaborative in partnership with the Newark Public Schools	PC
The Eagle Academy Foundation Inc	31 West 125th Street, 3rd Floor New York, NY 10027	\$5,000 00	Education Grants/Schools/Traditi onal Public Schools	7/12/2016	To support an eight-week academic summer program for middle school boys in Newark at risk of summer learning loss	PC
Eastern Environmental Law Center Inc	50 Park Place, Suite 1025 Newark, NJ 07102	\$10,000 00	Environment Grants/Research & Advocacy	8/31/2016	To provide general operating support for the Center's legal work including preserving open space, protecting water quality, and addressing environmental justice issues in Newark	PC
Eastern Environmental Law Center Inc	50 Park Place, Suite 1025 Newark, NJ 07102	\$25,000 00	Environment Grants/Research & Advocacy	12/15/2016	To support pro-bono legal services related to preserving open space, protecting water quality, and addressing environmental justice issues in Newark	PC
Education Pioneers Inc	112 West 34th Street, 18th Floor New York, NY 10120- 0001	\$30,000 00	Education Grants/Professional Development	12/15/2016	To support the continued growth of Education Pioneers fellowship programs in Newark	PC
Emmanuel Church of Christ	54 Irvine Turner Boulevard PO Box 3234 Newark, NJ 07103	\$30,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To serve Newark children with a seven-week summer camp in 2016	PC
Environment New Jersey Research and Policy Center	104 Bayard Street, Floor 6 New Brunswick, NJ 08901	\$5,000 00	Environment Grants/Urban Environment	7/12/2016	To create a white paper that links community concerns related to clean energy and climate change in Newark to actual policy changes in Trenton	PC

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<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Erik James Montgomery Foundation	230 Kings Highway East, Suite 286 Haddonfield, NJ 08033	\$15,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	General operating support for the 2016 summer camp program for Newark students	PC
Essex County College Foundation	303 University Avenue Newark, NJ 07102-1719	\$40,000 00	Education Grants/College Access and Success	6/15/2016	To support the High School College Readiness program for Newark students	PC
Essex County College Foundation	303 University Avenue Newark, NJ 07102	\$70,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	12/15/2016	To support Training, Inc , a program that provides job readiness, training, and placement services for Newark residents	PC
Phak 20 Academy	205 Spruce Street Newark, NJ 07108	\$5,000 00	Youth and Families Grants/Youth Development	11/14/2016	To provide academic and social supports to Newark children connected to the Mayor's Centers of Hope	PC
Focus Hispanic Center for Community Development Inc	c/o Science Park HS 160 Norfolk Street Newark, NJ 07079	\$70,000 00	Education Grants/Academic Enrichment	12/15/2016	To support general operations for the Newark Debate Academy	PC
Focus Hispanic Center for Community Development Inc	441-443 Broad Street Newark, NJ 07102	\$50,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To provide general operating support and succession planning	PC
Free Public Library of the City of Newark New Jersey	5 Washington Street P O Box 630 Newark, NJ 07101-0630	\$3,000 00	Education Grants/Parent/Commu nity Engagement	8/31/2016	To support the inaugural Philip Roth Lecture by Zadie Smith and "friendraiser" reception on Oct 27, 2016 intended to raise funds in support of the Philip Roth Personal Library acquisition	PC

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Free Public Library of the City of Newark New Jersey	5 Washington Street P O Box 630 Newark, NJ 07101-0630	\$60,000 00	Education Grants/Academic Enrichment	12/15/2016	To support a new teen librarian position	PC
Friends of TEAM Academy Charter School Inc	60 Park Place, Suite 802 Newark, NJ 07102	\$100,000 00	Education Grants/Schools/Charter	2/25/2016	To support the permanent relocation of the Spark Academy to the Halsey Street Teachers Village in fall 2013	PC
Frost Valley YMCA	2000 Frost Valley Road Claryville, NY 12725	\$75,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	Camperships for Newark youth for the summer 2016 camp season	PC
Girl Scouts Heart of New Jersey Inc	1171 Route 28 North Branch, NJ 08876	\$65,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support the Girl Scouts in Newark and to create a Newark Troop Support Fund	PC
GlassRoots Inc	10 Bleeker Street Newark, NJ 07102	\$25,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support engagement and development for Newark youth through glass arts	PC
Grameen America Inc	150 West 30th Street, 8th Floor New York, NY 10001	\$15,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	6/15/2016	To provide start-up support to launch a new program in Newark, NJ	PC
Gray Charter	55 Liberty Street Newark, NJ 07012	\$25,000 00	Education Grants/Schools/Charter	6/15/2016	To support school expansion for the 2016-17 school year	PC

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Great Swamp Watershed Association	568 Tempe Wicke Avenue Morristown, NJ 07960	\$20,000 00	Environment Grants/Stewardship/Environmental Restoration	12/15/2016	To support the launch of a Passaic River Waterkeeper Alliance Affiliate	PC
Greater Life Inc	272 Chancellor Avenue P O Box 8447 Newark, NJ 07108	\$10,000 00	Youth and Families Grants/Youth Development	5/31/2016	To provide general operating support	PC
Greater Life Inc	272 Chancellor Avenue P O Box 8447 Newark, NJ 07108	\$15,000 00	Youth and Families Grants/Youth Development	10/27/2016	An emergency grant of \$15,000 to cover the removal, purchase, installation, and permits to replace its commercial heating unit	PC
Greater Life Inc	272 Chancellor Avenue P O Box 8447 Newark, NJ 07108	\$65,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support general operations for this youth development agency in the South Ward of Newark	PC
Greater Newark Conservancy Inc	32 Prince Street Newark, NJ 07103	\$120,000 00	Education Grants/Academic Enrichment	6/15/2016	\$70,000 in general operating support and a one-time capital grant of \$50,000 to enhance the CityBloom landscaping business	PC
Greater Newark Enterprises Corporation	211 Warren Street, Suite 317 Newark, NJ 07103	\$20,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	6/15/2016	To provide assistance to Newark residents to start or grow their own businesses through the Urban Enterprise Development Institute (UEDI)	PC
Habitat For Humanity Newark, Inc	P O Box 32189 Newark, NJ 07012	\$55,000 00	Neighborhood Development/Urban Activities/Affordable Housing	12/15/2016	To provide general operating support	PC

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Hackensack Riverkeeper Inc	231 Main Street Hackensack, NJ 07601	\$40,000 00	Environment Grants/Research & Advocacy	12/15/2016	To support enforcement, education and community outreach efforts to address the environmental concerns regarding the Hackensack River and the NY/NJ Bay Estuary	PC
Hands in 4 Youth Inc	256 Macopin Road West Milford, NJ 07480	\$5,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	4/21/2016	To cover a portion of the expenses for Newark youth to participate in your summer camp in 2016	PC
Hands in 4 Youth Inc	256 Macopin Road West Milford, NJ 07480	\$10,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To cover a portion of the expenses for Newark youth to participate in your summer camp in 2016	PC
Horizons National Student Enrichment Program Inc	120 Post Road West Westport, CT 06880	\$20,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the Horizons Newark program in summer 2016	PC
Horizons National Student Enrichment Program Inc	120 Post Road West Westport, CT 06880	\$10,000 00	Education Grants/Academic Enrichment/Summer Programs	6/24/2016	To support the Horizons Newark program in summer 2016	PC
Hunterdon Land Trust	111 Mine Street Flemington, NJ 08822-1474	\$30,000 00	Environment Grants/Open Space Preservation	6/15/2016	\$20,000 to support general operations and a one-time grant of \$10,000 to support capital improvements	PC
Independence A Family of Services Inc	179 Van Buren Street Newark, NJ 07105	\$60,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support general operations targeting support to troubled Newark youths and their families	PC

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Institute of Music for Children Inc	780 Salem Avenue Elizabeth, NJ 07208	\$25,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the Newark SmARTS residency programs	PC
Ironbound Community Corporation	317 Elm Street Newark, NJ 07105	\$20,000 00	Environment Grants/Urban Environment	12/15/2016	To support Newark Riverfront Revival and Friends of Riverfront Park	PC
Ironbound Community Corporation	317 Elm Street Newark, NJ 07105	\$250,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To provide general operating support (\$235k) and capacity- building for the new Financial Empowerment Center (\$15k)	PC
Ironbound Community Corporation	317 Elm Street Newark, NJ 07105	\$5,000 00	Environment Grants/Urban Environment	12/15/2016	To support the "Friends of Riverfront Park "	PC
Ironbound Community Corporation	317 Elm Street Newark, NJ 07105	\$30,000 00	Neighborhood Development/Urban Activities/Affordable Housing	12/15/2016	To provide salary support for the NJ HUD Tenants Coalition's tenant organizer	PC
Jazz House Kids Inc	347 Bloomfield Avenue, Lower Level Montclair, NJ 07042	\$30,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To provide general operating support to programs that engage Newark youth through jazz	PC
Jewish Historical Society of Metrowest	901 Route 10 Whippany, NJ 07981	\$2,000 00	Youth and Families Grants/Youth and Family/Arts Education	8/15/2016	To support the Newark Bamberger exhibit, "I'll Meet You Under the Clock "	PC
Johns Hopkins University	Center for Talented Youth McAuley Hall Baltimore, MD 21209	\$40,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the 2016 Center for Talented Youth three-week summer residency program taking place at college campuses across the country	PC

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Kids Corporation II	6 Atlantic Street, 2nd Floor Newark, NJ 07102	\$50,000 00	Youth and Families Grants/Youth Development	6/15/2016	General operating support	PC
La Casa De Don Pedro Inc	75 Park Avenue Newark, NJ 07104	\$285,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To provide general operating support for this community development corporation in the North Ward of Newark	PC
The Land Conservancy of New Jersey	19 Boonton Avenue Boonton, NJ 07005	\$30,000 00	Environment Grants/Open Space Preservation	6/15/2016	To provide general operating support	PC
The Land Conservancy of New Jersey	19 Boonton Avenue Boonton, NJ 07005	\$55,000 00	Environment Grants/Land Acquisition	12/15/2016	To support the acquisition of 129 acres of open space in Vernon Township	PC
Leadership Newark Inc	494 Broad Street, Suite LL10 Newark, NJ 07102	\$70,000 00	Neighborhood Development/Urban Activities/Leadership Development	6/15/2016	To support general operations (\$50,000) and to conduct a needs assessment and design for a junior fellowship program (\$20,000)	PC
Leadership Newark Inc	494 Broad Street, Suite LL10 Newark, NJ 07102	\$10,000 00	Neighborhood Development/Urban Activities/Leadership Development	8/31/2016	To support organizational capacity building	PC
League of Women Voters of New Jersey	315 W State Street Trenton, NJ 08608	\$20,000 00	Environment Grants/Urban Environment	12/15/2016	To support capacity-building for the newly-formed New Jersey Environmental Justice Alliance board	PC

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Liberty Science Center Inc	Liberty State Park 222 Jersey City Boulevard Jersey City, NJ 07305	\$85,000 00	Education Grants/Academic Enrichment	6/15/2016	To launch a new STEM-focused after-school program in four Newark Public Schools	PC
Liberty Science Center Inc	Liberty State Park 222 Jersey City Boulevard Jersey City, NJ 07305	\$20,000 00	Education Grants/Academic Enrichment	12/15/2016	To launch a new STEM-focused after-school program in four Newark Public Schools	PC
Life Camp Inc	310 South Street, 4th Floor Morristown, NJ 07962-1975	\$35,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To support camperships for 300 low-income Newark children, with at least half of those children remaining with the program for six weeks during summer 2016, at LifeCamp, a day camp program located in Pottersville, NJ	PC
Lincoln Park Coast Cultural District Inc	450 Washington Street Newark, NJ 07102	\$40,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To support general operations, hire an organizer, and undertake organizational capacity building	PC
Little Kids Rock Inc	271 Grove Ave , Building E-2 Verona, NJ 07044	\$5,000 00	Youth and Families Grants/Youth and Family/Arts Education	7/12/2016	To integrate music into the curriculum at several NPS schools and support the purchase of instruments (guitars, drums, etc) in Newark	PC
Local Initiatives Support Corporation	501 Seventh Avenue New York, NY 10018	\$50,000 00	Neighborhood Development/Urban Activities/Technical Assistance Providers	6/15/2016	To support Greater Newark LISC to hire a half-time Program Officer who will focus on a resident-driven neighborhood improvement initiative in two Newark communities	PC
Local Initiatives Support Corporation	501 Seventh Avenue New York, NY 10018	\$260,000 00	Neighborhood Development/Urban Activities/Technical Assistance Providers	12/15/2016	To support general operations of Greater Newark LISC, the local Newark affiliate, and to provide intensive intermediary services directed at the Fairmount Heights and Upper Clinton Hill neighborhoods in Newark	PC

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Main Street Counseling Service	8 Marcella Avenue West Orange, NJ 07052	\$50,000 00	Youth and Families Grants/Mental/Behavioral Health	12/15/2016	To support school-based counseling programs at ten Newark public schools	PC
Marion P. Thomas Charter School Inc	370 S. 7th Street Newark, NJ 07103	\$50,000 00	Education Grants/Schools/Charter	6/15/2016	To support the single-gender SELECT program	PC
Metropolitan YMCA of the Oranges Inc	139 East McClellan Avenue Livingston, NJ 07039	\$16,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To provide sleep-away camp at the Fairview Lake Camp for at least 50 Newark youths during summer 2016	PC
Military Park Partnership Inc	50 Park Place, Suite 1431 Newark, NJ 07102	\$15,000 00	Environment Grants/Urban Environment	9/21/2016	To support programming in Military Park	PC
Montclair State University Foundation Inc	1 Normal Avenue Montclair, NJ 07043	\$15,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To provide support for 60 Newark students to participate in the Passaic River Institute 2016 summer program	PC
Montclair State University Foundation Inc	1 Normal Avenue Montclair, NJ 07043	\$50,000 00	Education Grants/Professional Development	6/23/2016	To provide general operating support for the Newark-Montclair Urban Teaching Residency program	PC
Nature Conservancy	200 Pottersville Road Chester, NJ 07930	\$50,000 00	Environment Grants/Land Acquisition	6/15/2016	To support the purchase of the 55-acre Branagan property located in Stillwater Township	PC

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Nature Conservancy	200 Pottersville Road Chester, NJ 07930	\$40,000 00	Environment Grants/Open Space Preservation	6/15/2016	To support general operations for work taking place in New Jersey	PC
New Community Corporation	233 West Market Street Newark, NJ 07103	\$250,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To provide general operating support and capacity building related to executive leadership	PC
New Jersey Audubon Society	9 Hardscrabble Road P O Box 126 Bernardsville, NJ 07924	\$20,000 00	Environment Grants/Research & Advocacy	12/15/2016	To lead and coordinate the Keep It Green Coalition, promoting sound policies to sustain public funding for open space	PC
New Jersey Black Issues Convention Inc	P O Box 1843 Newark, NJ 07101	\$2,000 00	Youth and Families Grants/Parenting Skills/Strengthening Families	7/12/2016	To support the 34th annual two-day conference, "Implementing the Black Leadership Family Plan" at Rutgers-Newark on October 6-7, 2016	PC
New Jersey Chamber of Commerce Foundation	216 West State Street, 3rd Floor Trenton, NJ 08608	\$25,000 00	Education Grants/College Access and Success	12/15/2016	To support expansion of the Jobs for New Jersey Graduates program in Newark	PC
New Jersey Citizen Action Education Fund Inc	744 Broad Street, Suite 2080 Newark, NJ 07102	\$25,000 00	Neighborhood Development/Urban Activities/Technical Assistance Providers	12/15/2016	To provide free tax preparation and financial empowerment services to Newark residents	PC
New Jersey Conservation Foundation	170 Longview Road Far Hills, NJ 07931	\$80,000 00	Environment Grants/Open Space Preservation	12/15/2016	To support the Conservation Assistance Program and the Franklin Parker Conservation Small Grants Program	PC

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New Jersey Conservation Foundation	170 Longview Road Far Hills, NJ 07931	\$50,000 00	Environment Grants/Land Acquisition	12/15/2016	To provide partial funding to conserve and steward the 100-acre Hill & Dale IV site in Tewksbury Township, Hunterdon County	PC
New Jersey Festival Orchestra	224 East Broad Street, Suite 6 Westfield, NJ 07090	\$12,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the program that pairs the Orchestra's professional musicians with instrumental students from Newark's Arts High School	PC
New Jersey Future Inc	16 W Lafayette Street Trenton, NJ 08608	\$7,000 00	Environment Grants/Urban Environment	3/11/2016	To provide technical assistance to the city of Newark on sewer and stormwater management, including integrating green infrastructure	PC
New Jersey Future Inc	16 W Lafayette Street Trenton, NJ 08608	\$30,000 00	Environment Grants/Urban Environment	12/15/2016	To provide technical assistance to the city of Newark on sewer and stormwater management	PC
New Jersey Highlands Coalition	508 Main Street Boonton, NJ 07005	\$45,000 00	Environment Grants/Open Space Preservation	6/15/2016	To support general operations	PC
New Jersey Historical Society	52 Park Place Newark, NJ 07102	\$60,000 00	Education Grants/Academic Enrichment	6/15/2016	To support educational programming to Newark youth	PC
New Jersey Institute for Social Justice Inc	60 Park Place-Suite 511 Newark, NJ 07102	\$60,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	12/15/2016	To provide general operating support and capacity building related to a workforce development initiative in Newark	PC

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New Jersey Institute of Technology Foundation	Central Avenue Building - 2nd Floor University Heights Newark, NJ 07102-1982	\$20,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the participation of 45 Newark youths in NJIT's 5-week summer 2016 STEM-focused program	PC
New Jersey Performing Arts Center Corporation	One Center Street Newark, NJ 07102	\$300,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	General support for NJPAC's Arts Education Department, specifically focused on serving Newark youth	PC
New Jersey Seeds Inc	494 Broad Street, Suite 105 Newark, NJ 07102	\$20,000 00	Education Grants/Academic Enrichment	6/15/2016	To support Newark students in the Scholars and Young Scholars programs	PC
New Jersey Symphony Orchestra	60 Park Place 9th Floor Newark, NJ 07102	\$40,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the Music Education and Community Engagement programs in Newark	PC
Newark Arts Council	17 Academy Street Newark, NJ 07102	\$30,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To serve as the fiscal intermediary for the arts enrichment component of the 2016 Newark Public Schools Summer Plus (summer school) program	PC
Newark Arts Council	17 Academy Street Newark, NJ 07102	\$45,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the Newark Arts Education Roundtable	PC
Newark Beth Israel Medical Center Foundation Inc	201 Lyons Avenue at Osborne Terrace Newark, NJ 07112	\$7,000 00	Education Grants/College Access and Success	3/1/2016	To support students at Bear Zone at Barringer High School as they navigate the college selection and admissions process	PC

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Newark Beth Israel Medical Center Foundation Inc	201 Lyons Avenue at Osborne Terrace Newark, NJ 07112	\$15,000 00	Education Grants/College Access and Success	6/15/2016	To support the College Navigation Program at the Bear Zone in Barringer High School	PC
Newark Boys Chorus School	1016 Broad Street Newark, NJ 07102	\$5,000 00	Education Grants/Schools	3/1/2016	To support the school's Music Ambassadors program	PC
Newark Community Economic Development Corporation	111 Mulberry Street (at Market Street), Suite LL Newark, NJ 07102	\$60,000 00	Youth and Families Grants/Youth Development	6/15/2016	To support the Mayor's Centers of Hope, which provide Newark residents with health and wellness, arts, sports and recreation, and other services in neighborhood based centers	PC
Newark Community Economic Development Corporation	111 Mulberry Street (at Market Street), Suite LL Newark, NJ 07102	\$40,000 00	Neighborhood Development/Urban Activities/Technical Assistance Providers	12/15/2016	To bring on a highly-qualified Grants Administrator to support the Newark Philanthropic Liaison and the Mayor's priorities	PC
Newark Legacy Charter School	823 South 16th Street Newark, NJ 07108	\$25,000 00	Education Grants/Schools/Charter	6/15/2016	To provide support for professional development training for its teaching staff and principal	PC
Newark Mentoring Movement Inc	60 Park Place, Suite 601 Newark, NJ 07102	\$5,000 00	Youth and Families Grants/Youth Development	3/1/2016	To provide capacity building services to Newark groups that provide mentoring services	PC
Newark Museum Association	49 Washington Street Newark, NJ 07102	\$220,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support art, science, and education programs targeting Newark students	PC

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Newark Performing Arts Corporation	1030 Broad Street Newark, NJ 07102	\$50,000 00	Youth and Families Grants/Youth and Family/Arts Education	12/15/2016	To hire a full-time Director of Marketing and Development	PC
Newark Public Schools	2 Cedar Street Newark, NJ 07102	\$10,000 00	Youth and Families Grants/Youth Development	4/21/2016	To support programming at the Marion A. Bolden Student Center for Newark middle and high school students	PC
Newark Public Schools	2 Cedar Street Newark, NJ 07102	\$60,000 00	Youth and Families Grants/Youth Development	6/15/2016	To support programming at the Marion A. Bolden Student Center for Newark middle and high school students	PC
Newark School of the Arts Inc	89 Lincoln Park Newark, NJ 07102	\$65,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	\$50,000 for scholarship support and \$15,000 for a fundraising consultant	PC
Newark Trust for Education Inc	494 Broad Street, Suite LL30 Newark, NJ 07102	\$100,000 00	Education Grants/Schools	6/15/2016	To support the NPS Funders Collaborative for High Quality School Options	PC
Newark Trust for Education Inc	494 Broad Street, Suite LL30 Newark, NJ 07102	\$80,000 00	Education Grants/Parent/Commu nity Engagement	6/15/2016	General operating support	PC
NJ Leep Inc	Seton Hall University School of Law One Newark Center-1109 Raymond Blvd Newark, NJ 07102	\$15,000 00	Education Grants/College Access and Success	4/21/2016	General operating support	PC

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NJ Leep Inc	Seton Hall University School of Law One Newark Center-1109 Raymond Blvd Newark, NJ 07102	\$40,000 00	Education Grants/College Access and Success	6/15/2016	General operating support	PC
Ophelia J Berry Fund Inc	1082 Dartmouth Street Teaneck, NJ 07666	\$50,000 00	Education Grants/College Access and Success	6/15/2016	General operating support for the Pathways to College readiness program in Newark	PC
Paulo Freire Charter School	28 Burnet Street Newark, NJ 07102	\$25,000 00	Education Grants/Schools/Charter	6/15/2016	To provide a 25-day intensive 2016 Summer Institute for classroom teachers	PC
People's Preparatory Charter School	321 Bergen Street Newark, NJ 07103	\$25,000 00	Education Grants/Schools/Charter	6/15/2016	To support the College Readiness and Support office	PC
Philips Education Partners	342 Central Avenue Newark, NJ 07103	\$25,000 00	Education Grants/Schools/Charter	6/15/2016	To support special education staffing	PC
Pillar College Inc	60 Park Place, Suite 701 Newark, NJ 07102	\$20,000 00	Education Grants/College Access and Success	6/15/2016	To encourage degree completion through a mini-grants program for Newark students	PC
Pinelands Preservation Alliance Inc	17 Pemberton Road Southampton, NJ 08088	\$50,000 00	Environment Grants/Open Space Preservation	6/15/2016	\$40,000 in general operating support and \$10,000 for a pilot project to bring Newark students to the Pinelands and document their experience via a promotional video	PC

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Planned Parenthood of Metropolitan New Jersey Inc	151 Washington Street Newark, NJ 07102	\$40,000 00	Youth and Families Grants/Mental/Behavioral Health	12/15/2016	To support the Teen LINKS program	PC
Playwrights Theatre of New Jersey Inc	28 Walnut Street, PO Box 1295 Madison, NJ 07940	\$35,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support the Newark Young Writers Program, providing creative writing, playwriting, poetry, and prose residencies to Newark's schoolchildren	PC
Pocono Environmental Education Center	538 Emery Road Dingmans Ferry, PA 18328	\$15,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support 2016 summer residential science education programs for Newark students	PC
Princeton-Blairstown Center Inc	13 Roszel Road, Suite C204A Princeton, NJ 08540	\$25,000 00	Youth and Families Grants/Youth Development	6/15/2016	To support the Summer Bridge program at 5 Newark public schools	PC
Project USE-Urban Suburban	P O Box 837 Red Bank, NJ 07701-0837	\$3,000 00	Youth and Families Grants/Youth Development	7/12/2016	To support a community event in Newark to share the strategic direction of the organization and to welcome the new Executive Director, Craig Livermore	PC
Project USE-Urban Suburban	P O Box 837 Red Bank, NJ 07701-0837	\$95,000 00	Youth and Families Grants/Youth Development	12/15/2016	To support participation of Newark youth in outdoor learning experiences	PC
Protestant Episcopal Church in the United States of America	66 Highland Avenue Short Hills, NJ 07078	\$5,000 00	Education Grants/Academic Enrichment	4/14/2016	To support educational tutoring services to prepare adult learners (age 24 and above) for the High School Equivalency exam at the House of Prayer in Newark's Central Ward	PC

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Raritan Baykeeper Inc	52 West Front Street Keyport, NJ 07735	\$10,000 00	Environment Grants/Urban Environment	10/28/2016	To support programming activities of Newark DIG (Doing Infrastructure Green), a coalition of groups aimed at increasing sustainable infrastructure in the city of Newark	PC
Raritan Baykeeper Inc	52 West Front Street Keyport, NJ 07735	\$85,000 00	Environment Grants/Open Space Preservation	12/15/2016	To protect, preserve, and restore the ecological integrity and productivity of the Hudson-Raritan estuary	PC
Raritan Baykeeper Inc	52 West Front Street Keyport, NJ 07735	\$30,000 00	Environment Grants/Urban Environment	12/15/2016	To support Newark DIG (Doing Infrastructure Green), a coalition of over 15 organizations with the mission to promote green infrastructure in Newark	PC
Raritan Headwaters Association	PO Box 273 Gladstone, NJ 07934	\$30,000 00	Environment Grants/Open Space Preservation	12/15/2016	To provide general operating support	PC
Reach Out and Read Inc	2 Orchard Drive Basking Ridge, NJ 07920	\$15,000 00	Education Grants/Parent/Commu nity Engagement	6/15/2016	To expand the Reach Out and Read program in Newark, New Jersey	PC
Renaissance Newark Foundation Inc	60 Park Place, Suite 1800 Newark, NJ 07102-5567	\$7,500 00	Education Grants/Academic Enrichment	3/11/2016	To support educational outreach to students at 15 Newark high schools utilizing the Bongiorno film, The Rule	PC
Rising Tide Capital Inc	334 Martin Luther King Drive Jersey City, NJ 07305	\$30,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	12/15/2016	To support business education and consulting services for low-income women and minority entrepreneurs from Newark	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
EIN# 22-1554541

Attachment A

<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Rutgers University Foundation	Rutgers, The State University of New Jersey School of Public Affairs and Administration 111 Washington Street Newark, NJ 07102	\$2,500 00	Education Grants/College Access and Success	4/14/2016	To support 10 School of Public Affairs and Administration graduate students from Newark the opportunity to participate in a week-long seminar in London	PC
Rutgers University Foundation	Bradley Hall, Room 163 110 Warren Street Newark, NJ 07102	\$5,000 00	Education Grants/Parent/Community Engagement	9/21/2016	To support a two-day conference in October, "The 1967 Newark Rebellion, Power, and Politics Before and After" held on the Rutgers-Newark campus with 800 attendees	PC
Rutgers University Foundation	Rutgers University-Newark Office of University-Community Partnerships 158 Washington Street Newark, NJ 07102	\$7,500 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the 2016 Freedom School	PC
Rutgers University Foundation	The Division of Grant and Contract Accounting Rutgers, The State University of New Jersey 3 Rutgers Plaza, 2nd Floor Administration Building #3 New Brunswick, NJ	\$20,000 00	Education Grants/Academic Enrichment/Summer Programs	5/31/2016	To support the summer 2016 R U Ready for Work career awareness and academic enrichment program	PC
Rutgers University Foundation	Rutgers Business School One Washington Park, 10th Floor Newark, NJ 07102	\$65,000 00	Neighborhood Development/Urban Activities/Leadership Development	6/15/2016	To provide support for the Victoria Emerging Leaders Program and the annual capacity-building lecture series, undertaken by the Rutgers' Institute for Ethical Leadership	PC
Rutgers University Foundation	Office of Continuing Professional Education 102 Ryders Lane New Brunswick, NJ 08901	\$20,000 00	Neighborhood Development/Urban Activities/Job Training/Business Development	6/15/2016	To support T E E M Gateway's participation in the Opportunity Youth Network as a provider of education and employment programming for approximately 50 Newark youth	PC
Rutgers University Foundation	Center for Law and Justice 123 Washington Street Newark, NJ 07102	\$125,000 00	Neighborhood Development/Urban Activities/Public Safety	6/15/2016	To support the "Newark Community Street Team" Initiative	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
EIN# 22-1554541

Attachment A

<u>Payee Legal Name</u>	<u>Payee Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Rutgers University Foundation	Joseph C. Cornwall Center for Metropolitan Studies 47 Bleeker Street Newark, NJ 07102	\$85,000 00	Education Grants/College Access and Success	6/15/2016	To provide project management support to the Newark City of Learning Collaborative (NCLC), under the auspices of the Cornwall Center for Metropolitan Studies at Rutgers University-Newark	PC
Rutgers University Foundation	185 South Orange Avenue Newark, NJ 07102	\$12,500 00	Education Grants/Academic Enrichment	12/15/2016	To support Newark students' participation in Rutgers SMART 2017 summer program focused on the biological sciences	PC
Rutgers University Foundation	Bradley Hall, Room 163 110 Warren Street Newark, NJ 07102	\$70,000 00	Education Grants/Parent/Commu nity Engagement	12/15/2016	To support the Youth Media Symposium and college success centers operating out of the Newark-based Abbott Leadership Institute	PC
Rutgers University Foundation	Center for Law and Justice 123 Washington Street Newark, NJ 07102	\$70,000 00	Neighborhood Development/Urban Activities/Public Safety	12/15/2016	To provide staff and program support for the Safer Newark Council housed at Rutgers University-Newark	PC
Rutgers University Foundation	Rutgers Business School One Washington Park, 10th Floor Newark, NJ 07102	\$90,000 00	Neighborhood Development/Urban Activities/Leadership Development	12/15/2016	To launch a two-year leadership initiative to recruit and train 18-20 Newark-based leaders from various sectors under the auspices of Rutgers Institute for Ethical Leadership	PC
Sadie Nash Leadership Project Inc	4 West 43rd Street, Suite 502 New York, NY 10036	\$40,000 00	Youth and Families Grants/Youth Development	6/15/2016	To support leadership activities targeting young women in Newark	PC
Saint John's Soup Kitchen	22 Mulberry Street Newark, NJ 07102	\$20,000 00	Youth and Families Grants/Emergency Services	12/15/2016	To convert a vacant annex in the Church into a men's dining room	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
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Attachment A

<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Saint Vincent Academy	228 West Market Street Newark, NJ 07103	\$100,000 00	Education Grants/Schools/Private /Parochial	6/15/2016	To provide general operating support	PC
The Salvation Army	45 Central Avenue Newark, NJ 07102	\$50,000 00	Youth and Families Grants/Parenting Skills/Strengthening Families	12/15/2016	To support the Ironbound Boys and Girls Club and the Grand Family Success Center in Newark	PC
School of the Garden State Ballet	28 Glen Road Rutherford, NJ 07070	\$35,000 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To provide scholarship support for Newark students	PC
Schools That Can	100 Washington Street Newark, NJ 07102	\$1,500 00	Education Grants/Parent/Commu nity Engagement	7/12/2016	To support a daylong interactive conference, "Crating More Culturally Relevant Schools in Newark," targeting educators, parents, and students from a cross-sector of schools in Newark	PC
Schools That Can	100 Washington Street Newark, NJ 07102	\$10,000 00	Education Grants/Professional Development	6/15/2016	To provide general operating support for Schools That Can Newark to build collaboration among district, charter and parochial schools in Newark	PC
Sharron Miller's Academy for the Performing Arts Inc	14 South Park Street Montclair, NJ 07042	\$42,500 00	Youth and Families Grants/Youth and Family/Arts Education	6/15/2016	To support an artist-in-residency partnership at Quitman Street School in Newark (\$37,500), plus a one-time allocation of \$5,000 to support evaluation and assessment work	PC
She Wins A NJ Nonprofit Corporation	P O Box 25474 Newark, NJ 07101	\$2,000 00	Youth and Families Grants/Youth Development	7/12/2016	To empower Newark girls, ages 10 to 15, who have experienced violence-related trauma	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
EIN# 22-1554541

Attachment A

<u>Payee/Legal Name</u>	<u>Payee Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
South Ward Alliance	59 Lincoln Park, Garden Suite 50 Newark, NJ 07102	\$2,500 00	Youth and Families Grants/Parenting Skills/Strengthening Families	9/21/2016	To support Family College, a 9-week Saturday series of parenting education classes to strengthen the South Ward community of mothers, fathers, and caretakers of children up to three years old	PC
South Ward Alliance	59 Lincoln Park, Garden Suite 50 Newark, NJ 07102	\$45,000 00	Youth and Families Grants/Parenting Skills/Strengthening Families	12/15/2016	To provide general operating support for the Family Hub efforts in the Clinton Hill community of Newark's South Ward	PC
St Benedict's Preparatory School	520 Dr Martin L King, Jr Blvd Newark, NJ 07102-1314	\$150,000 00	Education Grants/Schools/Private /Parochial	5/31/2016	To provide support to the endowment campaign	PC
St Benedict's Preparatory School	520 Dr Martin L King, Jr Blvd Newark, NJ 07102-1314	\$120,000 00	Education Grants/Schools/Private /Parochial	6/15/2016	To provide general operating support for SBP and technology equipment and staff support for Saint Mary School	PC
St Benedict's Preparatory School	520 Dr Martin L King, Jr Blvd Newark, NJ 07102-1314	\$300,000 00	Education Grants/Schools/Private /Parochial	12/15/2016	To provide support to the endowment campaign	PC
Student Conservation Association Inc	4245 N Fairfax Drive Arlington, VA 22203	\$20,000 00	Environment Grants/Urban Environment	12/15/2016	To support a Newark-based Conservation Leadership Corp in partnership with United Parks As One	PC
Students 2 Science	66 Deforest Avenue East Hanover, NJ 07936	\$100,000 00	Education Grants/Capital/Endowment	12/15/2016	To provide capital for the build-out and launch of the new STEM technology center in Newark	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
EIN# 22-1554541

Attachment A

<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program/Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
Trail Blazer Camps Inc	394 Rogers Avenue Brooklyn, NY 11225	\$5,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	4/27/2016	To cover a portion of the expenses for Newark youth to participate in your summer outdoor educational program in 2016	PC
Trail Blazer Camps Inc	394 Rogers Avenue Brooklyn, NY 11225	\$10,000 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To cover a portion of the expenses for Newark youth to participate in your summer outdoor educational program in 2016	PC
Trust for Public Land	20 Community Place, Suite 7 Morristown, NJ 07960	\$200,000 00	Environment Grants/Urban Environment	6/15/2016	\$180,000 to support the Parks for People-Newark program and \$20,000 to United Parks as One (UPAO) to support capacity building	PC
Trust for Public Land	20 Community Place, Suite 7 Morristown, NJ 07960	\$40,000 00	Environment Grants/Open Space Preservation	6/15/2016	To support the New Jersey conservation programs and services	PC
Trust for Public Land	20 Community Place, Suite 7 Morristown, NJ 07960	\$60,000 00	Environment Grants/Land Acquisition	12/15/2016	To support the purchase of the Pancoast Road Link property located in Barnegat and Ocean Townships	PC
Unified Vailsburg Services	P O Box 6039 40-42 Richelieu Terrace Newark, NJ 07106	\$250,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To support general operations, with specific support for community organizing and leadership transition	PC
Urban League of Essex County	508 Central Avenue Newark, NJ 07107	\$160,000 00	Neighborhood Development/Urban Activities/CDC's/Multi Service Agencies	12/15/2016	To provide general operating and capacity building support targeting efforts in the West Ward of Newark	PC

Victoria Foundation, Inc.
Grants Paid
December 31, 2016
EIN# 22-1554541

Attachment A

<u>Payee/Legal Name</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Program Area</u>	<u>Payment Date</u>	<u>Purpose</u>	<u>Status</u>
W E B Dubois Scholars Institute Inc	174 Nassau Street, Suite 360 Princeton, NJ 08542	\$35,000 00	Education Grants/Academic Enrichment	12/15/2016	To support rigorous academic training for Newark youths on the Princeton University campus during the summer, as well as year-round programming in Newark	PC
Write On Sports Inc	P O Box 833 South Orange, NJ 07079	\$10,000 00	Education Grants/Academic Enrichment	5/31/2016	For 50 Newark students to attend the 2016 summer "Write on Sports" camps	PC
YMCA Camp Ralph S Mason Inc	23 Birch Ridge Road Hardwick, NJ 07825	\$5,000 00	Youth and Families Grants/Youth Development	3/1/2016	To provide programming to 400 Newark students from the 2 BRICK schools in April and October of 2016	PC
Young Audiences of New Jersey	220 Forrestal Road Princeton, NJ 08540	\$7,000 00	Education Grants/Professional Development	3/1/2016	To demonstrate the effectiveness of the Creativity Consultant Project at a Newark public school	PC
Young Men & Womens Christian Assn of Newark & Vicinity	600 Broad Street Newark, NJ 07102	\$52,500 00	Youth and Families Grants/Youth Development/Summer Camps/Programs	5/31/2016	To support camperships for Newark youth to attend summer 2016 day camp at the Broad Street YMWCA, and summer resident camp at Camp Linwood-McDonald	PC
Youth Development Clinic of Newark	500 Broad Street Third Floor, Suite #1 Newark, NJ 07102	\$35,000 00	Youth and Families Grants/Mental/Behavioral Health	6/15/2016	To provide support for school-based counseling services, classroom behavior management program, and your outpatient clinic	PC
YouthBuild Newark	571 Central Avenue, 2nd Floor Newark, NJ 07107	\$170,000 00	Youth and Families Grants/Youth Development	6/15/2016	\$140,000 in general operating support and \$30,000 in a one-time grant to purchase computer equipment	PC

Grants Paid **\$11,880,500.00**

Victoria Foundation, Inc.
Approved/Unpaid Grants
December 31, 2016
EIN# 22-1554541

ATTACHMENT B

<u>Grantee</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Year to Be Paid</u>	<u>Purpose</u>	<u>Status</u>
The Appel Farm Arts and Music Center	457 Shirley Road Post Office Box 888 Elmer, NJ 08318-0888	\$25,000 00	2017	To support camperships for Newark children in the 2017 summer residential arts immersion camp	PC
Bethany Cares Incorporated	275 West Market Street Newark, NJ 07103	\$30,000 00	2017	To support Newark children's participation in the 2017 Freedom School summer program	PC
Community Foundation of New Jersey	35 Knox Hill Road P O Box 338 Morristown, NJ 07963-0338	\$35,000 00	2017	To support the 2017 Summer of Fun initiative in partnership with Newark City Hall, which offers athletic, arts and culture, education, and recreation programs that engage the community and provide safer streets	PC
Emmanuel Church of Christ	54 Irvine Turner Boulevard PO Box 3234 Newark, NJ 07103	\$35,000 00	2017	To serve Newark children in the South Ward of Newark with a seven-week camp during summer 2017	PC
Erik James Montgomery Foundation	230 Kings Highway East, Suite 286 Haddonfield, NJ 08033	\$15,000 00	2017	To support 2017 summer camperships for Newark children attending Camp Lenoloc in Harriman State Park, NY	PC
Frost Valley YMCA	2000 Frost Valley Road Claryville, NY 12725	\$75,000 00	2017	To provide camperships for 135 Newark youths at this residential summer camp in the Catskills	PC
Horizons National Student Enrichment Program Inc	120 Post Road West Westport, CT 06880	\$20,000 00	2017	To support Horizon Newark's 2017 summer program	PC
Johns Hopkins University	Center for Talented Youth McAuley Hall Baltimore, MD 21209	\$35,000 00	2017	To support the participation of a minimum of 70 Newark students in the 2017 Center for Talented Youth three-week summer residency program, with at least 10 youths from traditional public schools	PC
Life Camp Inc	310 South Street, 4th Floor Morristown, NJ 07962-1975	\$40,000 00	2017	To support camperships for 300 Newark children to attend LifeCamp in Pottersville, NJ	PC
Metropolitan YMCA of the Oranges Inc	139 East McClellan Avenue Livingston, NJ 07039	\$11,000 00	2017	To provide sleep-away camp at the Fairview Lake Camp for at least 50 Newark youths during summer 2017	PC
Montclair State University Foundation Inc	Center of Pedagogy 1 Normal Avenue Montclair, NJ 07043	\$15,000 00	2017	To support the Passaic River Institute's 2017 summer camp program serving 60 Newark middle school students	PC
Newark Arts Council	17 Academy Street Newark, NJ 07102	\$35,000 00	2017	To support the arts enrichment component of the 2017 Newark Public Schools' summer school program, <i>Summer Plus</i>	PC

Victoria Foundation, Inc.
Approved/Unpaid Grants
December 31, 2016
EIN# 22-1554541

ATTACHMENT B

<u>Grantee</u>	<u>Payee/Address</u>	<u>Amount</u>	<u>Year to Be Paid</u>	<u>Purpose</u>	<u>Status</u>
Newark Performing Arts Corporation	1030 Broad Street Newark, NJ 07102	\$50,000 00	2017	To hire a full-time Director of Marketing and Development	PC
Pocono Environmental Education Center	538 Emery Road Dingmans Ferry, PA 18328	\$17,500 00	2017	To support a week-long residential environmental science program for 60 Newark students	PC
Rutgers University Foundation	The Division of Grant and Contract Accounting Rutgers, The State University of New Jersey 3 Rutgers Plaza, 2nd Floor	\$20,000 00	2017	To support the summer 2017 R U Ready for Work career awareness and academic enrichment program	PC
Trail Blazer Camps Inc	394 Rogers Avenue Brooklyn, NY 11225	\$15,000 00	2017	To provide a residential camp experience in Sussex County for Newark children during summer 2017	PC
Young Men & Womens Christian Assn of Newark & Vicinity	600 Broad Street Newark, NJ 07102	\$50,000 00	2017	To provide day and residential camp programs to over 500 Newark children during summer 2017	PC

Total \$523,500.00



VICTORIA FOUNDATION
CUSTODY STATEMENT

Account number 21-42-001-2006587
January 1, 2016 - December 30, 2016

Detail

Portfolio - income

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
PNC ADVANTAGE TREASURY MONEY MARKET INST CLASS FUND # 434	3,907 210		\$3,907 21 \$1 0000	0 01 %		\$3,907 21 \$1 00		0 27 %	\$10 18	\$67 94

Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
VANGUARD FUNDS GNMA (VFIJX) FUND #536 ADMIRAL SHARES	\$361,539 91 33,915 564		\$357,470 04 \$10 5400	A 0 20 %		\$367,282 89 \$10 83	- \$9,812 85	2 42 %	\$8,648 47	

Equities

Mutual funds - equity

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
VULCAN VALUE PARTNERS S/C (VPSX)	\$331,589 35 20,946 895		\$392,754 28 \$18 7500	0 21 %		\$365,104 38 \$17 43	\$27,649 90	0 32 %	\$1,253 25	
FRANKLIN MUTUAL GLOBAL (MDISX) DISCOVERY FUND CL Z	293,491 30 10,006 518		311,502 91 31 1300	0 17 %		297,173 70 29 70	14,329 21	2 21 %	6,864 47	
T ROWE PR NEW HORIZONS-I (PRJIX) FD #077	31 83 0 749		32 47 43 3500	0 01 %		32 83 43 83	- 0 36			
Total mutual funds - equity			\$704,289.66	A 0.38 %		\$662,310.91	\$41,978.75	1.15 %	\$8,117.72	



VICTORIA FOUNDATION
CUSTODY STATEMENT

Account number 21-42-001-2006587
January 1, 2016 - December 30, 2016

Detail

Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
DODGE & COX INCOME FUND (DODIX) FD #147	\$10,297,330.70	774,817.961	\$10,529,776.09	\$13.5900	5.61 %	\$10,000,000.00	\$12.91	\$529,776.09	3.23 %	\$339,370.27	
VANGUARD S/T INFL PROT-INS (VTSPX)	6,335,989.49	262,034.305	6,459,145.62	24.6500	3.44 %	6,477,245.57	24.72	- 18,099.95	0.81 %	51,882.79	
VANGUARD FUNDS GNMA (VFIJX) FUND #536 ADMIRAL SHARES	10,256,289.58	962,128.478	10,140,834.16	10.5400	5.40 %	10,164,399.58	10.56	- 23,565.42	2.42 %	245,342.76	20,454.66
Total mutual funds - fixed income			\$27,129,755.87A		14.44 %	\$26,641,645.15		\$488,110.72	2.35 %	\$636,595.82	\$20,454.66

Total fixed income

			\$27,129,755.87		14.44 %	\$26,641,645.15		\$488,110.72	2.35 %	\$636,595.82	\$20,454.66
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Equities

Mutual funds - equity

Description (Symbol)	Market value last period	Quantity	Current market value	Current price per unit	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
AMERICAN BEACON LON INC E-IS (ABCIX)	\$9,217,203.23	649,098.819	\$9,944,193.91	\$15.3200	5.30 %	\$9,526,849.19	\$14.68	\$417,344.72	2.00 %	\$198,624.24	
DODGE & COX INTERNATIONAL (DODFX) STOCK FUND #1048	11,648,370.58	319,308.404	12,165,650.19	38.1000	6.48 %	7,825,106.00	24.51	4,340,544.19	2.24 %	271,731.45	
FEDERATED STRATEGIC VALUE (SVAIX) DIVIDEND FD CLASS IS FUND #662	9,125,218.50	1,617,946.543	9,562,064.07	5.9100	5.09 %	9,656,172.67	5.97	- 94,108.60	3.12 %	297,702.16	
VULCAN VALUE PARTNERS S/C (WPSX)	8,828,986.54	557,737.621	10,457,580.39	18.7500	5.57 %	10,264,057.93	18.40	193,522.46	0.32 %	33,369.44	
FRANKLIN SMALL CAP GRW FD-R6 (FSMLX)	8,686,936.93	475,475.475	9,461,961.95	19.9000	5.04 %	9,500,000.00	19.98	- 38,038.05			
AMERICAN GROWTH FUND OF AMERICA (GFFFX) CLASS F2	8,894,875.32	215,842.643	9,054,598.87	41.9500	4.82 %	5,014,255.70	23.23	4,040,343.17	0.85 %	76,192.45	



VICTORIA FOUNDATION
CUSTODY STATEMENT

Account number 21-42-001-2006587
January 1, 2016 - December 30, 2016

Detail

Equities
Mutual funds - equity

Mutual funds - equity										
Description (Symbol)	Market value last period		Current market value	% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit			Avg tax cost per unit					
MATTHEWS ASIA SCI & TECH-I (MITEX)	7,047,232.61	6,328,121.06	6,328,121.06	3.37 %	5,538,285.91	8.87	789,835.15	0.86 %	54,057.38	
MATTHEWS ASIA DIVIDEND FUND (MPIX)	624,075.055	8,986,238.97	10,140.00	4.79 %	9,238,749.91	15.96	- 252,510.94	2.06 %	184,704.27	
CLASS IS	8,887,807.23	15,520.00	15,520.00							
MATTHEWS ASIA GROWTH FUND (MIAPX)	579,010.243	6,587,395.54	21,190.00	3.51 %	5,188,721.69	16.69	1,398,673.85	1.30 %	85,490.03	
CL IS	6,602,939.19	310,872.843	21,190.00							
MATTHEWS PACIFIC TIGER FUND (MIPTX)	5,655,720.97	6,946,656.26	22,900.00	3.70 %	7,800,000.00	25.71	- 853,343.74	0.75 %	51,872.41	
CLASS I	303,347.435	22,900.00	22,900.00							
FRANKLIN MUTUAL GLOBAL (MDISX)	8,060,934.18	8,549,808.55	31,130.00	4.56 %	7,672,287.09	27.94	877,521.46	2.21 %	188,408.89	
DISCOVERY FUND CL Z	274,648.524	31,130.00	31,130.00							
FD #077										
T ROWE INST AFR & MID EAST (TRIAIX)	187,496.760	1,019,982.37	5,440.00	0.55 %	1,000,000.00	5.33	19,982.37	2.58 %	26,249.55	
PRIMECAP ODYSSEY GROWTH (POGRX)	9,573,589.09	10,036,149.03	28,640.00	5.35 %	9,500,000.00	27.11	536,149.03	0.48 %	48,008.12	
FUND #1650	350,424.198	28,640.00	28,640.00							
AKRE FOCUS FUND (AKRIX)	9,582,606.74	10,388,314.61	25,400.00	5.53 %	9,100,000.00	22.25	1,288,314.61	0.34 %	35,087.15	
FUND #171	408,988.764	25,400.00	25,400.00							
T ROWE PRICE INTL DISC-I (TIDDX)	65,204.254	3,468,866.31	53,200.00	1.85 %	3,500,000.00	53.68	- 31,133.69			
T ROWE PR NEW HORIZONS-I (PRJIX)	8,853,465.14	9,032,659.77	43,350.00	4.81 %	9,559,910.55	45.88	- 527,250.78			
	208,365.854	43,350.00	43,350.00							
T ROWE PRICE NEW ERA FUND-I (TRNEX)	211,919.651	7,133,215.45	33,660.00	3.80 %	7,000,000.00	33.03	133,215.45	1.40 %	99,602.24	
		33,660.00	33,660.00							
VANGUARD PRIMECAP FUND (VPMAX)	9,122,215.52	9,613,350.59	108,830.00	5.12 %	4,734,476.81	53.60	4,878,873.78	1.38 %	131,705.46	
ADM FD # 559	88,333.645	108,830.00	108,830.00							
WASATCH CORE GROWTH FUND-INS (WIGRX)	7,940,217.72	8,772,961.32	58,680.00	4.67 %	9,000,000.00	60.20	- 227,038.68			
	149,505.135	58,680.00	58,680.00							
Total mutual funds - equity			\$157,509,769.21A	83.83 %	\$140,618,873.45		\$16,890,895.76	1.13 %	\$1,782,805.24	

A=\$ 185,701,284.78