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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation THE MORGRIDGE FAMILY FOUNDATION		A Employer identification number 26-2336633
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here. ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation. ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 167,511,199.		E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		6,000,000.			
2 Check ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		3,343.	3,343.		
4 Dividends and interest from securities		1,884,530.	1,884,530.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,614,064.			
b Gross sales price for all assets on line 6a 36,804,775.					
7 Capital gain net income (from Part IV, line 2)			6,614,064.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATTCH 1		1,416,884.	912,961.	15,045.	
12 Total. Add lines 1 through 11		15,918,821.	9,414,898.	15,045.	
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATTCH 2		47,780.			47,780.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) [3]		1,201,941.	968,335.		233,606.
17 Interest		11.			11.
18 Taxes (attach schedule) (see instructions) [4]		202,326.	8,833.		5,854.
19 Depreciation (attach schedule) and depletion		22,992.			
20 Occupancy		38,811.			38,811.
21 Travel, conferences, and meetings		84,226.			84,226.
22 Printing and publications		7,497.			7,497.
23 Other expenses (attach schedule) ATTCH 5		1,159,443.	699,726.	15,045.	180,973.
24 Total operating and administrative expenses. Add lines 13 through 23.		2,765,027.	1,676,894.	15,045.	598,758.
25 Contributions, gifts, grants paid		10,010,157.			10,003,437.
26 Total expenses and disbursements. Add lines 24 and 25		12,775,184.	1,676,894.	15,045.	10,602,195.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		3,143,637.			
b Net investment income (if negative, enter -0-)			7,738,004.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		9,032,251.	13,063,297.	13,063,297.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	1,000,000.	ATCH 6
		Less allowance for doubtful accounts ▶		1,000,000.	1,000,000.	1,000,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule) [7]		1,784,484.	1,771,599.	1,742,845.
	b	Investments - corporate stock (attach schedule) ATCH 8		63,725,645.	64,642,256.	67,155,050.
	c	Investments - corporate bonds (attach schedule) ATCH 9		6,568,472.	7,896,434.	7,790,546.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 10		61,401,285.	57,086,276.	74,176,325.
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	2,726,812. 143,676.	1,339,392.	2,583,136.	ATCH 11 2,583,136.
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		144,851,529.	148,042,998.	167,511,199.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons . .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 12)			41,447.	
	23	Total liabilities (add lines 17 through 22)		0.	41,447.	
	24	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	25	Unrestricted				
	26	Temporarily restricted				
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒ X				
	29	Capital stock, trust principal, or current funds				
	30	Paid-in or capital surplus, or land, bldg, and equipment fund		144,851,529.	148,001,551.	
	31	Retained earnings, accumulated income, endowment, or other funds . .		144,851,529.	148,001,551.	
	Total net assets or fund balances (see instructions)		144,851,529.	148,042,998.		
	Total liabilities and net assets/fund balances (see instructions)		144,851,529.	148,042,998.		

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	144,851,529.
2	Enter amount from Part I, line 27a	2	3,143,637.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	6,385.
4	Add lines 1, 2, and 3	4	148,001,551.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	148,001,551.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 6,614,064.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3 0.

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

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

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

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

☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	11,380,321.	153,624,688.	0.074079
2014	10,563,052.	94,215,146.	0.112116
2013	10,202,628.	58,777,665.	0.173580
2012	10,191,483.	44,033,171.	0.231450
2011	10,588,910.	25,660,971.	0.412647
2 Total of line 1, column (d)			2 1.003872
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.200774
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 152,791,668.
5 Multiply line 4 by line 3.			5 30,676,594.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 77,380.
7 Add lines 5 and 6.			7 30,753,974.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 12,781,735.

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	154,760.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	154,760.
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	154,760.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	134,444.	
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	134,444.	
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	20,316.	
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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO, ☐		
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

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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)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► MORGRIDGEFAMILYFOUNDATION.ORG	13	X
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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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)? ☐ **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		1,390,250.
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 BOOK PUBLISHING: EVERY GIFT MATTERS - SEE ATTACHMENT	
	66,450.
2 EDUCATION: SHARE FAIR NATION - SEE ATTACHMENT	
	7,768.
3 BOOK DISTRIBUTION - SEE ATTACHMENT	
	710.
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	73,283,149.
b	Average of monthly cash balances	1b	8,690,683.
c	Fair market value of all other assets (see instructions)	1c	73,144,613.
d	Total (add lines 1a, b, and c)	1d	155,118,445.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	155,118,445.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,326,777.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	152,791,668.
6	Minimum investment return. Enter 5% of line 5	6	7,639,583.

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	7,639,583.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	154,760.
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	71,687.
c	Add lines 2a and 2b	2c	226,447.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,413,136.
4	Recoveries of amounts treated as qualifying distributions	4	912,470.
5	Add lines 3 and 4	5	8,325,606.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	8,325,606.

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	10,602,195.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	2,179,540.
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	12,781,735.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,781,735.

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				8,325,606.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015 217,615.				
f Total of lines 3a through e	217,615.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 12,781,735.				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	5,000,000.			
d Applied to 2016 distributable amount.				7,782,070.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	217,615.			217,615.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	5,000,000.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				325,921.
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)	5,000,000.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 16

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATCH 17				
Total			3a	10,010,157.
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
▼	

JSA
6E1492 1 000

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

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

[illegible]

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

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

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

Sign Here  11/10/17 V.P.

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ If self-employed	PTIN
	JEFFREY D HASKELL	JEFFREY D HASKELL	11/09/2017		P01345770
	Firm's name ▶	FOUNDATION SOURCE			Firm's EIN ▶
	Firm's address ▶	ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042		Phone no	800-839-1754

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

OMB No 1545-0047

2016▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

THE MORGRIDGE FAMILY FOUNDATION

Employer identification number

26-2336633

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **THE MORGRIDGE FAMILY FOUNDATION**Employer identification number
26-2336633**Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MORGRIDGE PERSONAL TRUST C/O JOHN MORGRIDGE, 3131 ALPINE ROAD PMB PORTOLA VALLEY, CA 94028	\$ 1,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	TOSA FOUNDATION C/O TASHIA F. MORGRIDGE, 3130 ALPINE RD PORTOLA VALLEY, CA 94028	\$ 5,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization THE MORGRIDGE FAMILY FOUNDATION

Employer identification number

26-2336633

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

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

Name of organization THE MORGRIDGE FAMILY FOUNDATION

Employer identification number

26-2336633

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

Use duplicate copies of Part III if additional space is needed

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

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
K-1 INC/LOSS GEN ATL INV PTRS I LP	319,018.	309,623.	
K-1 INC/LOSS GEN ATL PTRS BERMUDA III	306,024.	305,251.	
K-1 INC/LOSS GEN ATL PTRS 93 LP	166,378.	161,829.	
K-1 INC/LOSS GEN ATL PTRS 95 LP	64.	64.	
K-1 INC/LOSS GEN ATL PTRS 96 LP	2,442.	2,442.	
K-1 INC/LOSS GEN ATL PTRS 97G LP	23,727.	23,727.	
K-1 INC/LOSS GEN ATL PTRS 98G LP	4,408.	4,408.	
K-1 INC/LOSS GEN ATL PTRS 99C LP	20,347.	20,347.	
K-1 INC/LOSS GEN ATL PTRS AIV-1 A LP	479,158.	5,006.	
K-1 INC/LOSS LEGACY VENTURE VIII LLC	45.	45.	
FEDERAL TAX REFUND	9.		
INTEREST INCOME FROM NOTES RECEIVABLE	80,219.	80,219.	
BOOK SALES - SEE PARTS IX-A & XVI-A	15,045.		15,045.
TOTALS	<u>1,416,884.</u>	<u>912,961.</u>	<u>15,045.</u>

FORM 990PF, PART I - LEGAL FEES

ATTACHMENT 2

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BUILDING PURCHASE	2,744.			2,744.
GENERAL CONSULTATIONS	32,290.			32,290.
CONSIDERATION OF NEW DCA	12,160.			12,160.
SHARE FAIR NATION	586.			586.
TOTALS	47,780.			47,780.

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	968,335.	968,335.	228,085.
PHILANTHROPIC CONSULTING SRVCS	228,085.		2,795.
MARKETING	2,795.		2,163.
WEBSITE DEVELOPMENT	2,163.		563.
LITERARY AGENT'S COMMISSION	563.		
TOTALS	<u>1,201,941.</u>	<u>968,335.</u>	<u>233,606.</u>

FORM 990PF, PART I - TAXESATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
990-PF EXCISE TAX FOR 2016	117,200.		
990-PF EXCISE TAX FOR 2014	1,577.		
990-PF EXCISE TAX FOR 2015	66,962.		
990-T TAX FOR 2015	1,400.		
FOREIGN TAX	8,833.	8,833.	
PROPERTY TAXES	5,854.		5,854.
STATE INCOME TAX FOR 2015	500.		
TOTALS	<u>202,326.</u>	<u>8,833.</u>	<u>5,854.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	156,893.			156,893.
BANK CHARGES	2,912.	2,912.		
COMMUNICATIONS	1,297.			1,297.
COMPUTERS/ELECTRONIC DEVICES	2,823.			2,823.
EQUIPMENT MAINTENANCE	176.			176.
FOUNDATION DUES & MEMBERSHIPS	85.			85.
INDEMNIFICATION INSURANCE	3,187.			3,187.
K-1 EXP GEN ATL INV PTRS I LP	597,199.	597,199.		
K-1 EXP GEN ATL PTRS BERMUDA	50,845.	50,845.		
K-1 EXP GEN ATL PTRS AIV LP	1,058.	1,058.		
K-1 EXP GEN ATL PTRS 93 LP	4,932.	4,932.		
K-1 EXP GEN ATL PTRS 95 LP	1,192.	1,192.		
K-1 EXP GEN ATL PTRS 96 LP	750.	750.		
K-1 EXP GEN ATL PTRS 97G LP	1,568.	1,568.		
K-1 EXP GEN ATL PTRS 98G LP	1,801.	1,801.		
K-1 EXP GEN ATL PTRS 99C LP	2,513.	2,513.		
K-1 EXP GEN ATL PTRS AIV-1 A	268,711.	5,012.		
K-1 EXP LEGACY VENTURE VIII	29,944.	29,944.		
OFFICE SUPPLIES	4,913.		1,640.	3,273.
POSTAGE/DELIVERY SERVICE	1,775.		1,469.	306.
PROPERTY INSURANCE	12,836.			12,836.
STATE OR LOCAL FILING FEES	97.			97.
SHIPPING & STORAGE - EGM	11,936.		11,936.	
TOTALS	1,159,443.	699,726.	15,045.	180,973.

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	HERO NEXT DOOR PRODUCTIONS, LLC
ORIGINAL AMOUNT:	1,000,000.
INTEREST RATE:	8.0000 %
DATE OF NOTE:	04/23/2015
MATURITY DATE:	12/31/2017
REPAYMENT TERMS:	MONTHLY INTEREST PRINCIPAL PAYABLE ON MATURITY
SECURITY PROVIDED:	INTEREST IN REVENUES FROM FILM PRODUCTION
PURPOSE OF LOAN:	INVESTMENT
DESCRIPTION AND FMV OF CONSIDERATION:	CASH 1,000,000.
BEGINNING BALANCE DUE	1,000,000.
ENDING BALANCE DUE	<u>1,000,000.</u>
ENDING FAIR MARKET VALUE	<u>1,000,000.</u>
 TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	 <u>1,000,000.</u>
 TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	 <u>1,000,000.</u>
 TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	 <u>1,000,000.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA - 1.125% - 10/19/2018	231,595.	229,718.
FNMA - 4.5% - 04/01/2040	53,635.	53,083.
FNMA - 6.625% - 11/15/2030	57,445.	55,644.
FNMA - 4.5% - 12/01/2044	24,842.	24,657.
FNMA - 3.5% - 12/01/2045	24,516.	23,813.
FNMA - .04% - 9/01/2042	12,318.	12,190.
FNMA - 4% - 01/01/2042	32,686.	32,179.
FEDL HOME LN MTG CRPPOOL #G086	15,881.	15,537.
FEDL HOME LN MTG CRPPOOL #G087	7,621.	7,470.
FEDL HOME LN MTG CRPPOOL #G087	25,561.	24,874.
FEDL NATL MTG ASSN POOL #MA195	39,766.	39,483.
FHLM CPOOL #G08641 - 3.500% -	40,923.	40,714.
FHLM CRP POOL #Q20860 - 0.000%	53,895.	54,117.
FHLM POOL #G08599 - 0.000% - 0	66,024.	64,796.
FHLMC - 3.750% - 03/27/2019	141,944.	136,947.
FHLMC - 4.000% - 09/01/2044	55,782.	55,242.
FHLMC G0 85952044 - 4.000% - 0	16,330.	16,059.
FHLMC G0 8650 032045 - 3.500%	51,919.	51,714.
FHLMC G08627 032045 - 3.500% -	8,256.	8,115.
FHLMC GLD BND - 0.040% - 09/01	26,236.	25,725.
FHLMC GOLD G08615 11/2044 - 3.	42,750.	41,861.
FHLMC POOL #G08737 POOL #G0873	161,066.	160,629.
FHLMC POOL #Q35614 - 0.035% -	10,925.	10,852.
FNMA #AL7767 - 4.500% - 06/01/	29,244.	28,709.
FNMA POOL #890551 - 4.500% - 0	23,067.	23,017.
FNMA POOL #AD8529 - 4.500% - 0	25,397.	25,178.
FNMA POOL #AL6004 - 4.500% - 1	37,319.	36,909.
FNMA POOL #AS7252 - 0.000% - 0	24,996.	24,501.
FNMA POOL #AX0992 - 4.000% - 0	28,912.	28,672.
US T BDS - 3.000% - 05/15/2045	113,105.	107,526.
US T NTS - 2.125% - 09/30/2021	168,022.	166,464.
US TIPS - 1.000% - 02/15/2046	59,454.	57,368.
US TIPS - 2.125% - 02/15/2041	60,167.	59,082.
US OBLIGATIONS TOTAL	<u>1,771,599.</u>	<u>1,742,845.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3M CO	561,095.	652,316.
ABBOTT LABS	190,722.	176,571.
ABBVIE INC	148,557.	150,476.
ADOBE SYSTEMS, INC	241,708.	355,486.
AECOM TECHNOLOGY CORPORATION	124,572.	118,606.
AERCAP HOLDING N.V	86,835.	85,883.
AFFILIATED MANAGERS GROUP	339,479.	249,044.
AIR PRODS & CHEM INC	82,634.	82,121.
ALEXANDRIA REAL ESTATE EQUITIE	77,508.	89,237.
ALLEGION PLC	138,315.	146,304.
ALPHABET INC CL A	234,599.	346,301.
ALTRIA GROUP INC	570,461.	715,284.
AMAZON COM	131,455.	281,951.
AMERICAN CAMPUS COMMUNITIES	55,837.	58,878.
AMERICAN HOMES 4 RENT	41,800.	41,247.
AMERICAN TOWER REIT INC	294,677.	308,797.
AMGEN INC	141,455.	121,208.
ANADARKO PETROLEUM CORP	356,403.	381,005.
APARTMENT INVESTMENT & MANAGEM	170,598.	190,254.
APPLE INC	218,837.	234,767.
ARCH CAPITAL GROUP LTD PFD - 5	250,000.	211,300.
AUTOMATIC DATA PROCESSING INC	418,970.	518,114.
AUTOZONE INC	227,108.	238,517.
AVALONBAY CMNTYS INC	97,404.	99,913.
AXIS CAPITAL HLDGS LTD NON-CUM	250,000.	216,600.
BAIDU.COM - ADR	191,579.	157,834.
BANCO ITAU HOLDING FINANCIERA	112,840.	107,056.
BB&T CP	272,964.	337,933.
BERKSHIRE HATHAWAY INC. CLASS	134,562.	174,226.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BERRY PLASTICS GROUP INC	62,871.	93,805.
BLACKROCK INC	493,107.	552,164.
BOSTON PPTYS INC	82,159.	84,524.
BRITISH AMERICAN TOBACCO PLC	250,493.	239,649.
BRIXMOR PPTY GROUP INC COM	87,943.	83,223.
BROADCOM LIMITED	162,011.	325,080.
BROOKDALE SENIOR LVG	23,252.	15,090.
CA INC	252,019.	258,227.
CADENCE DESIGN SYSTEMS INC	77,332.	109,026.
CAMDEN PPTY TR	15,321.	14,964.
CANADIAN NATURAL RESOURCES LTD	141,067.	164,469.
CARNIVAL CORP	271,851.	325,791.
CELGENE CORP	241,104.	244,580.
CHECK POINT SOFTWARE TECHNOLOG	132,664.	139,781.
CHEVRON CORP	197,577.	217,039.
CHINA PETRO & CHEM	166,864.	181,669.
CHUBB LIMITED	152,729.	187,082.
CINCINNATI FINANCIAL CORP	194,531.	295,349.
CISCO SYSTEMS INC	7,704,315.	7,926,978.
CITRIX SYSTEMS INC	72,290.	92,168.
COCA-COLA EUROPEAN PARTNERS PL	378,336.	296,228.
COMMUNICATIONS SALES AND LEASI	145,444.	142,550.
CONAGRA FOODS INC	45,990.	57,031.
CONTINENTAL RESOURCES INC	350,425.	413,248.
CORECIVIC INC	6,948.	7,069.
CORP OFFICE PPTY TR	21,060.	21,230.
COSTCO WHOLESALE CORPORATION	282,895.	330,787.
CREDICORP LTD	158,730.	187,696.
CROWN CASTLE INTL	204,892.	211,719.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CUBESMART	40,860.	44,224.
CVS CAREMARK CORP	384,828.	387,369.
DANAHER CORP	171,714.	213,437.
DDR CORP	62,355.	56,850.
DEVON ENERGY CORPORATION	57,710.	68,642.
DIAGEO PLC ADS	424,222.	395,388.
DIGITAL RLTY TR INC	90,300.	100,913.
DOMINION RESOURCES INC	115,901.	126,220.
DOUGLAS EMMETT INC	45,789.	56,193.
DOVER CORP	298,239.	328,343.
DUKE ENERGY CO	148,876.	152,679.
DUPONT FABROS TECHNOLOGY INC C	58,328.	60,755.
EAST WEST BANCORP, INC	101,329.	130,735.
EATON VANCE FLOATING RATE FUND	926,822.	910,098.
EDUCATION RLTY TRUST	39,106.	43,400.
ELI LILLY & CO	173,975.	188,729.
EMPIRE STATE REALTY TRUST	31,573.	34,686.
EQUINIX, INC	64,779.	76,843.
ESSEX PRTY TR INC	72,386.	72,540.
EXPEDIA INC	114,532.	112,260.
EXTENDED STAY AMERICA INC	15,147.	13,970.
EXTRA SPACE STORAGE	55,333.	50,283.
FACEBOOK INC	228,225.	250,924.
FASTENAL COMPANY	166,830.	184,209.
FEDEX CORPORATION	289,744.	329,574.
FERRARI NV	11,073.	12,016.
FIRST DATA CORP	104,252.	115,393.
FIRST ENERGY CORP	55,473.	53,485.
GAMING AND LEISURE PROPERTIES,	43,203.	41,245.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GEN DYNAMICS CP	524,133.	690,122.
GENERAL ELECTRIC CO	496,258.	589,782.
GENERAL MILLS INC	295,498.	286,613.
GEO GROUP INC (THE)	14,134.	14,659.
GILDAN ACTIVEWEAR INC	157,076.	136,567.
GOLDMAN SACHS MLP ENERGY REN	677,949.	317,495.
GOLDMAN SACHS MLP INCOME OPPOR	602,247.	355,162.
GOVT PPTY INCOME TRUST SENIOR	100,000.	94,280.
GRAMERCY PROPERTY TRUST INC	36,456.	34,609.
GW PHARMACEUTICALS PLC	120,739.	163,043.
H&R BLOCK INC	217,021.	139,825.
HASBRO INC	227,594.	292,101.
HDFC BANK LTD ADR	170,072.	170,450.
HEALTH CARE PPTY INVS INC	27,829.	22,884.
HEALTHCARE TRUST OF AMERICA IN	49,570.	54,523.
HIGHWOODS PRPTY INC	6,875.	7,090.
HILTON HOTELS CORP	61,526.	73,630.
HOLOGIC, INC	86,571.	107,000.
HOME DEPOT INC	221,239.	259,043.
HONEYWELL INTL	543,462.	606,127.
HOST HOTELS & RESORTS INC	41,054.	41,994.
HUDSON PACIFIC PROPERTIES INC	45,272.	49,909.
HUNTINGTON BANCSHARES INC	117,161.	159,301.
ICICI BK LTD ADS	191,345.	139,022.
ILLINOIS TOOL WORKS	81,115.	87,069.
INCYTE CORPORATION	137,729.	155,719.
ING GROUP N V SPONSORED ADR	207,380.	217,718.
INGERSOL-RAND PLC	165,924.	186,925.
INTEL CORP	244,907.	275,507.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES BARCLAYS 1-3 YEAR TREA	1,868,877.	1,857,900.
IVY SCIENCE AND TECHNOLOGY FUN	1,787,124.	1,684,009.
JOHNSON & JOHNSON	583,522.	655,314.
JONES LANG LASALLE INCOME PROP	1,025,387.	1,011,248.
JP MORGAN CHASE	233,570.	327,384.
KAYNE ANDERSON MLP INV CO	615,454.	373,890.
KILROY REALTY CP	64,102.	70,804.
KIMBERLY CLARK CORP	71,803.	76,004.
KINDER MORGAN INC	384,508.	213,644.
KONINKLIJKE PHILIPS ELECTRONIC	139,783.	161,715.
LEGG MASON INC JR NOTES 5.45%	250,000.	216,100.
LIFE STORAGE, INC	7,246.	7,247.
LOCKHEED MARTIN CORP	170,660.	227,945.
LOWES COMPANIES INC	154,636.	156,251.
LYONDELLBASELL INDUSTRIES NV	596,956.	582,961.
MASCO CORP	75,316.	99,445.
MAXIM INTEGRATED PRODS INC	115,987.	135,226.
MEDICAL PROPERTIES TRUST, INC	33,555.	27,909.
MEDTRONIC PLC	281,995.	256,998.
MERCK & CO INC	387,303.	424,865.
MGM RESORTS INTERNATIONAL	103,151.	142,997.
MICROSOFT CORP	806,693.	1,013,379.
MID-AMERICA APT COMMUNITIES IN	14,060.	14,198.
MONDELEZ INTERNATIONAL INC	235,697.	295,326.
NATIONAL GRID TRANSFO PLC	180,634.	145,592.
NETEASE.COM INC COM STK	152,661.	177,871.
NEW MARKET CORP	210,353.	214,039.
NEXTERA ENERGY, INC	219,896.	257,078.
NORFOLK SOUTHERN CORP	252,168.	348,093.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NVIDIA CORP	328,983.	838,870.
OCCIDENTAL PETROLEUM CORP	208,182.	206,140.
OM ASSET MGMT SR NOTES 5.125%	50,000.	43,440.
PANERA BREAD CO. CL. A	91,795.	85,728.
PAYCHEX	353,012.	458,670.
PEBBLEBROOK HOTEL TR COM	14,863.	14,607.
PEPSICO INC	277,170.	298,719.
PFIZER INC	456,723.	455,045.
PHILIP MORRIS INTL	173,719.	184,078.
PHYSICIANS REALTY TRUST	34,381.	35,702.
PIONEER NAT RES CO	188,933.	224,727.
PLANET FITNESS INC	116,086.	110,289.
PNC FINANCIAL GROUP INC	121,551.	155,674.
PRINCIPAL FINANCIAL GROUP	146,821.	171,381.
PROCTER GAMBLE CO	388,618.	393,242.
PROLOGIS	146,919.	167,186.
PRUDENTIAL PLC SC	214,551.	186,894.
PUBLIC STORAGE INC	76,805.	83,142.
QTS REALTY TRUST	29,887.	36,344.
QUALCOMM INC	491,307.	530,467.
QUALITY CARE PROPERTIES INC	19,929.	10,013.
QWEST CORP SR NOTES 6.500% - 0	250,000.	228,500.
R2000 STEPUP ISSUER BNS DUE 12	1,450,000.	1,386,200.
REALTY INCOME CORP	96,903.	92,198.
RED ROCK RESORTS INC	27,661.	28,918.
REGIONS FINANCIAL CORP	83,050.	131,495.
REPUBLIC SVCS INC	128,284.	164,361.
REYNOLDS AMERICAN INC	106,686.	166,327.
SALESFORCE.COM	167,964.	198,602.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SANOFI-AVENTIS SPONSORED ADR	159,553.	152,742.
SAP AKTIENGESSELL ADS	135,206.	134,831.
SBA COMMUNICATIONS	91,726.	80,956.
SENSATA TECHNOLOGIES HOLDINGS	217,276.	176,132.
SERVICE NOW	107,573.	103,407.
SHIRE PLC	194,393.	197,300.
SIMON PPTY GROUP INC	291,691.	272,901.
SK TELECOM ADS ADS	165,087.	131,607.
SL GREEN REALTY CORP	108,911.	102,710.
SONY CORP ADR	138,670.	150,942.
SP500 CLIRN ISSUER BAC 19.34%	268,397.	275,250.
SP500 CLIRN ISSUER CIBC CAP 8.	2,000,001.	2,000,000.
SPDR SER TR S&P OIL & GAS EXPL	152,123.	93,999.
SPECTRA ENERGY CORP-W/I	206,160.	256,895.
SPIRIT REALTY CAPITAL, INC	71,224.	68,581.
STARBUCKS CORP COM	256,722.	241,845.
STORE CAPITAL CORPORATION	35,845.	34,545.
SUN COMMUNITIES INC	51,036.	58,760.
SX5E STEPUP ISSUER CS	1,300,000.	1,453,010.
T. ROWE PRICE ASSOCIATES	159,185.	147,058.
TARGET CORPORATION	203,333.	182,597.
TEMPLETON GLOBAL BD	1,104,032.	1,006,146.
TEXAS CAPITAL BANCSHARES, INC	103,698.	104,272.
TEXAS INSTRUMENTS INC	168,471.	200,449.
THE COCA-COLA CO	488,696.	470,156.
THE MOSAIC CO	226,536.	145,096.
THERMO FISHER SCIENTIFIC INC	188,960.	209,251.
TIFFANY & CO	284,706.	346,267.
TJX COMPANIES INC	122,317.	132,154.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOLL BROTHERS INC	145,482.	144,491.
TORONTO DOMINION	179,843.	242,111.
U G I CP	82,253.	85,663.
UDR INC	136,804.	153,435.
UNION PACIFIC	308,401.	384,756.
VALE SA	157,486.	240,983.
VALIDUS HOLDINGS, LTD.	100,000.	90,080.
VANGUARD ST BOND ETF	1,543,760.	1,526,079.
VCA ANTECH INC	124,702.	129,474.
VENTAS INC	276,851.	293,531.
VERIZON COMMUNICATIONS	237,536.	247,310.
VIPSHOP HOLDINGS LTD	261,097.	154,580.
VODAFONE GROUP PLC	147,631.	104,658.
VORNADO RLTY TR	52,818.	56,777.
VULCAN MATERIALS CO	110,162.	113,761.
WAL-MART STORES INC	366,597.	367,926.
WALT DISNEY HOLDINGS CO	255,027.	277,642.
WEC ENERGY GROUP, INC	200,220.	237,767.
WELLS FARGO & CO	395,881.	431,126.
WESTERN ASSET MIDDLE MARKET IN	240,138.	192,173.
WESTERN ASSET SMASH SERIES C F	452,075.	448,176.
WESTERN ASSET SMASH SERIES EC	1,194,852.	1,157,939.
WESTERN ASSET SMASH SERIES M F	1,261,065.	1,237,763.
WISDOM TREE EUROPE HEDGED EQUI	1,005,461.	889,700.
ZIMMER BIOMET HOLDINGS	184,405.	188,650.
ZOETIS INC	156,067.	161,232.
TOTALS	<u>64,642,256.</u>	<u>67,155,050.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACE INC - 2.875% - 11/03/2022	67,465.	66,540.
ALTRIA GROUP INC GTD NT - 4.75	75,078.	71,927.
AMERICAN EXPRESS - 0.024% - 05	119,999.	116,934.
AMERICAN HONDA FINANCE - 0.025	67,639.	66,341.
ANHEUSER BUSCH - 2.150% - 02/0	251,700.	251,548.
ANHEUSER BUSCH BOND - 3.300% -	49,837.	49,869.
APPLE INC - 2.100% - 05/06/201	75,733.	74,702.
BERKSHIRE HATHAWAY INC DEL - 3	50,018.	49,054.
BP CAPITAL MARKETS PLC - 4.500	48,732.	49,361.
CATERPILLAR INC - 3.900% - 05/	74,649.	72,763.
CHEVRON CORP - 2.193% - 11/15/	75,852.	74,738.
CISCO SYSTEMS INC - 4.450% - 0	75,041.	72,878.
CITIGROUP INC GLB - 3.875% - 1	85,496.	85,522.
COMCAST CORP - 6.400% - 03/01/	118,985.	115,842.
DUKE ENERGY PROGRES - 3.000% -	49,148.	48,207.
EATON VANCE LTD. DUR SER - 1.5	399,728.	400,332.
ENTERPRISE PRODUCTS - 5.700% -	70,396.	69,051.
EXXON MOBIL CORP - 1.819% - 03	76,221.	75,123.
GE CAP CORP MTN BE - 6.000% -	74,524.	71,817.
GE CAP CORP NTS - 5.875% - 01/	83,055.	85,580.
GENERAL DYNAMICS CORPGTD SR NT	74,067.	73,106.
GILEAD SCIENCES INC - 0.000% -	120,100.	113,026.
GOLDMAN SACHS GROUP INC - 4.00	86,138.	87,143.
GOLDMAN SACHS GRP INC - 6.000%	75,754.	74,299.
HOME DEPOT INC - 0.027% - 04/0	67,173.	66,014.
HSBC FINANCE CORP - 6.676% - 0	49,531.	49,458.
INTEL CORP NOTE - 3.300% - 10/	74,696.	72,742.
JOHN DEERE CAPITAL - 0.024% -	49,569.	49,146.
JOHNSON & JOHNSON - 1.125% - 0	76,445.	75,390.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
JP MORGAN CHASE - 5.300% - 12/	785,312.	765,419.
JPM CHASE - 4.400% - 07/22/202	119,480.	116,843.
LOCKHEED MARTIN NT - 4.250% -	435,000.	426,016.
MEDTRONIC INC SR NT - 3.125% -	68,691.	66,411.
MERCK & CO INC - 1.850% - 02/1	75,226.	74,047.
METLIFE - 5.250% - 12/31/2049	754,688.	759,375.
MICROSOFT CORP - 2.375% - 06/0	75,188.	72,643.
MONSANTO CO - 1.850% - 11/15/2	250,900.	249,225.
MORGAN STANLEY - 2.800% - 06/1	501,915.	504,090.
MS GBL - 2.375% - 07/23/2019	75,375.	75,214.
NBC UNIVERSAL MEDIA LLC - 0.02	73,859.	71,831.
OCCIDENTAL PETROLEUM - 2.700%	68,378.	67,341.
ORACLE CORP SR GBL NT - 2.500	74,289.	73,486.
PEPSICO INC NOTE - 2.150% - 10	75,032.	74,131.
PHILIP MORRIS - 2.900% - 11/15	49,707.	48,644.
PROCTOR & GAMBLE - 0.019% - 11	75,906.	74,672.
SAN DIEGO G & E - 3.000% - 08/	49,144.	48,355.
SCHLUMBERGER - 3.650% - 12/01/	76,254.	74,371.
SHELL INTERNATIONAL FIN - 4.30	73,592.	73,198.
SIMON PROPERTY GROUP INC - 3.3	49,426.	48,591.
STARBUCKS CORP - 3.850% - 10/0	49,255.	48,014.
STATOILHYDRO ASA - 7.717% - 04	74,983.	74,086.
TARGET CORP - 3.875% - 07/15/2	49,292.	47,665.
TOTAL CAPITAL GTD NT - 4.450%	76,650.	74,244.
TOYOTA MTR CRED SER B - 3.300%	74,122.	72,314.
UNITED MEXICAN STATES BOND - 3	116,341.	113,792.
UNITED PARCEL SERVICE - 0.025%	74,097.	72,699.
UNITED TECHNOLOGIES CORP - 3.1	48,826.	48,308.
UNITEDHEALTH GROUP INCORPORATE	68,457.	66,901.

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 9 (CONT'D)DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VERIZON COMMUNICATIONS - 3.650	420,440.	413,208.
VERIZON COMMUNICATIONS INC - 5	115,469.	113,891.
VIRGINIA ELEC POWER - 0.028% -	49,204.	48,609.
WAL-MART STORES INC NT - 2.550	75,024.	72,449.
WALT DISNEY - 0.023% - 02/12/2	74,952.	73,366.
WELLS FARGO CO - 3.500% - 03/0	59,191.	58,644.
TOTALS	<u>7,896,434.</u>	<u>7,790,546.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERAL ATL INV PTRS I LP	24,155,948.	30,935,576.
GENERAL ATL PTRS BERMUDA III	16,509,699.	20,087,160.
GENERAL ATL PTRS BERMUDA OCEAN	256,731.	232,926.
GENERAL ATLANTIC PTRS 93 LP	11,106,800.	16,472,716.
GENERAL ATLANTIC PTRS 95 LP	960,085.	1,903,994.
GENERAL ATLANTIC PTRS 96 LP	10,449.	10,682.
GENERAL ATLANTIC PTRS 97G LP	321,765.	404,771.
GENERAL ATLANTIC PTRS 98G LP	657,286.	536,354.
GENERAL ATLANTIC PTRS 99C LP	920,597.	1,190,793.
GENERAL ATLANTIC PTRS AIV-1 A	1,916,815.	2,134,301.
LEGACY VENTURE VIII LLC	270,101.	267,052.
TOTALS	<u>57,086,276.</u>	<u>74,176,325.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 11

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL								
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE				
BLDG 455 S PIERCE			840,196.										
IMPROVE 455 S PIER			1,128,961.										
LAND 455 S PIERCE	L		210,049.										
OFFICE BUILDING -	SL	231,550.						36,638.	5,862.				42,500.
IMPROVEMENTS	SL	128,085.						77,565.	12,809.				90,374.
MURPHY BED	SL	3,735.						801.	534.				1,335.
VIDEOCONFERENCE EQ	SL	7,993.						2,398.	1,599.				3,997.
OFFICE RENOVATION	SL	19,211.						2,882.	1,921.				4,803.
CHANGING ROOM	SL	2,666.						400.	267.				667.
LAND	L	154,366.											
7201 BROAD-ARCHIT	SL	21,023.		21,023.									
LAND 7201 S BROAD	L	891,447.		891,447.									
TOTALS		<u>1,460,076.</u>		<u>2,726,812.</u>				<u>120,684.</u>					<u>143,676.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

OPEN OPTIONS

41,447.

TOTALS

41,447.

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

IN KIND GRANTS

6,385.

TOTAL

6,385.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
35772966.		PUBLICLY-TRADED SECURITIES 37503723.					-1730757.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)				P	8,327,171.	
1,031,809.		7201 S BROADWAY 1,014,159.				P	08/11/2015 17,650.	03/28/2016
TOTAL GAIN (LOSS)							<u>6,614,064.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
CARRIE MORGRIDGE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.	0.
JOHN D MORGRIDGE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES 1.00	0.	0.	0.	0.
JOHN P MORGRIDGE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIRECTOR 1.00	0.	0.	0.	0.
TASHIA MORGRIDGE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIRECTOR 1.00	0.	0.	0.	0.
GRAND TOTALS		0.	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GENERAL ATLANTIC SERVICE COMPANY, LLC 600 STEAMBOAT RD, STE 105 GREENWICH, CT 06830	MANAGEMENT FEES	480,041.
MERRILL LYNCH 153 EAST 53RD STREET, 47TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	485,086.
MARKET ANTICIPATORS, INC. 645 NEWPORT ST DENVER, CO 80220	PHILANTHROPIC	195,844.
FOUNDATION SOURCE 55 WALLS DRIVE, THIRD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	156,892.
GKK WORKS 201 BROADWAY DENVER, CO 80203	ARCHITECTURAL	72,387.
TOTAL COMPENSATION		<u>1,390,250.</u>

The Morgridge Family Foundation
EIN: 26-2336633
Taxable Year Ending December 31, 2016

Form 990-PF, Part IX-A – Summary of Direct Charitable Activities

Book Publishing: Every Gift Matters: During 2014, the Foundation produced the manuscript for “Every Gift Matters,” a book written by Carrie Morgridge to illustrate the Morgridges’ personal experience with philanthropy as a tool to guide others. Books began to be sold in 2015 and all profits go directly to the Every Gift Matters Fund, a fund dedicated to helping people to find their passion and change the world.

Education - Share Fair Nation: Share Fair is a free professional development day for teachers; designed by teachers and taught by teachers and other highly regarded teacher trainers. Share Fair began as an instructional technology training event for teachers and has evolved into a 2-part event:

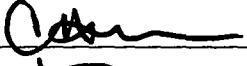
Classroom Intensives: FREE professional development for teachers

STEMosphere: a free, Hands-on Brains-on expo open to students, families and the community.

Book Distribution: The Foundation routinely purchases and distributes-at no charge-books about education reform and philanthropy to people in its local community; its partners in philanthropy; and attendees at Foundation-sponsored events or events at which Carrie Morgridge is speaking/lecturing. They include Zappos Culture Book; Delivering Happiness; One Room Schoolhouse; Cage Busting; Generosity Network; Good to Great; Flip Your Classroom; I Got Schooled; David and Goliath; Pencils for Promise; and others.

Part XIII, Line 4c (990-PF) – Qualifying Distribution Made Out of Corpus

Pursuant to IRC Section 4942(h) and Treasury Regulation 53.4942(a)-3(d)(2), The Morgridge Family Foundation hereby elects to treat \$5,000,000 of its current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of corpus.

Date: 11/10/17
By: CARRIE MORGRIDGE
Name: 
Title: V.P.

The Morgridge Family Foundation
EIN: 26-2336633
Taxable Year Ending December 31, 2016

Form 990-PF, Part XIII, Line 7

The Morgridge Family Foundation (the "Foundation") received a grant of \$5,000,000 in the taxable year ending 12/31/2016 from the TOSA Foundation, a private non-operating foundation. As reported in Part XIII, Line 7, the Foundation is treating 5,000,000 of its 2016 qualifying distributions in excess of the immediately preceding tax year's undistributed income as distributions out of corpus in full satisfaction of the distribution requirements imposed by Internal Revenue Code Section 4942(g)(3) and Treasury Regulations Section 53.4942(a)-3(c)(2).

ATTACHMENT 16

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JOHN P. MORGRIDGE
TASHIA MORGRIDGE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALL HANDS VOLUNTEERS INC 6 COUNTY RD STE 6 MATTAPOISETT, MA 02739	N/A PC		GENERAL & UNRESTRICTED	500.
ALL HANDS VOLUNTEERS INC 6 COUNTY RD STE 6 MATTAPOISETT, MA 02739	N/A PC		RESTRICTED TO LOUISIANA FLOODS - HELP TO REBUILD HOMES	25,000.
ALLIANCE FOR CHOICE IN EDUCATION 1201 E COLFAX AVE STE 302 DENVER, CO 80218	N/A PC		FUNDS TO SUPPORT ACE SCHOLARS AND THEIR TUITION THROUGH SCHOLARSHIP PROGRAM	10,000.
ALLIANCE FOR CHOICE IN EDUCATION 1201 E COLFAX AVE STE 302 DENVER, CO 80218	N/A PC		SUPPORT OF LOW INCOME STUDENTS IN CO - CHOICE IN HIGH QUALITY EDUCATION PROGRAM	200,000.
ALLIANCE FOR CHOICE IN EDUCATION 1201 E COLFAX AVE STE 302 DENVER, CO 80218	N/A PC		WOMEN'S LUNCHEON THE POWER OF THE PURSE INITIATIVE	5,000.
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE 1150 17TH ST NW WASHINGTON, DC 20036	N/A PC		NEW BUILDING SUPPORT IN WASHINGTON, DC	250,000.

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMP THE CAUSE 1616 17TH ST STE 462 DENVER, CO 80202	N/A PC		SUPPORTING CHRISTMAS CHEER FOR LOW INCOME STUDENTS AND FAMILIES	35,000.
BALLENTINE ELEMENTARY SCHOOL 1040 BICKLEY RD IRMO, SC 29063	N/A GOV		SPN - BEYOND THE DAY - KEVA PLANKS: BUILDING AND LEARNING PROJECT	275.
BALLENTINE ELEMENTARY SCHOOL 1040 BICKLEY RD IRMO, SC 29063	N/A GOV		SPN BEYOND THE DAY: VIZITECH 3D AV ROVER PROJECT	14,500.
BLESSED SACRAMENT CATHOLIC SCHOOL 1912 EUDORA ST DENVER, CO 80220	N/A PC		VIZITECH 3-D SYSTEM PROJECT	14,500.
BOOK TRUST 789 N SHERMAN ST STE 300A DENVER, CO 80203	N/A PC		FUNDING LOW INCOME STUDENTS FREE BOOKS PROGRAM	50,000.
BOOK TRUST 789 N SHERMAN ST STE 300A DENVER, CO 80203	N/A PC		SUPPORTING SCHOLASTIC PROGRAM NATIONALLY	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BRIDGEWATER COLLEGE
402 E COLLEGE ST
BRIDGEWATER, VA 22812N/A
PC

STUDENT SUPPORT FOUNDATION CLUBS

4,000.

CATHOLIC CHARITIES DIOCESE OF FORT WORTH
PO BOX 15610
FORT WORTH, TX 76119N/A
PC

RESTRICTED TO THE PADUA PILOT PROJECT

500,000.

CENTER FOR THE INNOVATIVE TRAINING OF YOUTH INC
4910 DREXEL DR
NEW ORLEANS, LA 70125N/A
PC

STEM NOLA PROGRAM

500.

CENTER OF APPLIED TECHNOLOGY SOUTH
211 CENTRAL AVE E
EDGEWATER, MD 21037N/A
GOV

EPSON PRINTER FOR CERTIFICATION FUNDS

14,973.

CITY YEAR INC - DENVER
789 SHERMAN ST STE 400
DENVER, CO 80203N/A
PCSUPPORTING LOW INCOME SCHOOLS IN DENVER PUBLIC
SCHOOLS

50,000.

COLORADO ASSOCIATION OF BLACK PROF ENGINEERS AND S
PO BOX 200508
DENVER, CO 80220N/A
PC

GENERAL & UNRESTRICTED

5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

COLORADO BIOSCIENCE INSTITUTE
600 N GRANT ST STE 306
DENVER, CO 80203

N/A
PC

TEACHER TRAINING PROGRAM FOR 8 TEACHERS FROM STEM

24,000.

COLORADO MOUNTAIN COLLEGE FOUNDATION INC
802 GRAND AVE
GLENWOOD SPRINGS, CO 81601

N/A
PC

RESTRICTED TO WOMEN IN PHILANTHROPY PROGRAM

1,000.

COLORADO OPEN VOTING
3104 LOWELL BLVD
DENVER, CO 80211

N/A
PC

GENERAL SUPPORT

25,000.

COLORADO SEMINARY
2190 E ASBURY AVE
DENVER, CO 80208

N/A
PC

FELLOWSHIP AT MCE FOR STEM P12 PRACTITIONERS

67,500.

COLORADO SEMINARY
2190 E ASBURY AVE
DENVER, CO 80208

N/A
PC

RESTRICTED FOR THE RITCHIE LEAGUE OF SCHOLARS IN
ENGINEERING PROGRAM

25,000.

COLORADO SEMINARY
2190 E ASBURY AVE
DENVER, CO 80208

N/A
PC

STUDENT SUPPORT FOUNDATION CLUBS

4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

COLORADO SUCCEEDS
1390 LAWRENCE ST STE 200
DENVER, CO 80204N/A
PC

2016 WORK FORCE DEVELOPMENT INITIATIVES

50,000.

COMMUNITIES FOUNDATION OF TEXAS INC
5500 CARUTH HAVEN LN
DALLAS, TX 75225N/A
PC

FOR THE INDEPENDENCE PROJECT FUND

250,000.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003N/A
PC

AS AN UNRESTRICTED GRANT

500.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003N/A
PC

ANATOMY IN CLAY CENTERS

500.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003N/A
PC

BOOK TRUST

500.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003N/A
PC

CITY YEAR INC.

500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003

N/A
PC

DENVER SCHOOL OF SCIENCE AND TECHNOLOGY

500.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003

N/A
PC

RAFT COLORADO

500.

COMMUNITY FIRST FOUNDATION
5855 WADSWORTH BYPASS UNIT A
ARVADA, CO 80003

N/A
PC

RED ROCKS COMMUNITY COLLEGE FOUNDATION

500.

CONSORTIUM FOR SCHOOL NETWORKING
1325 G ST NW
WASHINGTON, DC 20005

N/A
PC

GERERAL AND UNRESTRICTED - SEE ATTACHED IN-KIND
GRANT SCHEDULE

334.

CONSORTIUM FOR SCHOOL NETWORKING
1325 G ST NW
WASHINGTON, DC 20005

N/A
PC

2016 SUPPORT OF THE HORIZON REPORT K12 EDITION
AND TOOLKIT (FREE ON LINE) PROGRAM

75,000.

DENVER PUBLIC SCHOOLS FOUNDATION
1860 LINCOLN ST, 9TH FL
DENVER, CO 80203

N/A
PC

SING IT TO ME SANTA TEACHER EVENT

5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNTDESTINATION IMAGINATION INC
1111 S UNION AVE
CHERRY HILL, NJ 08002N/A
PC

KEVA BLOCKS PROJECT

650.

DONORSCHOOSE ORG
134 W 37TH ST, 11TH FL
NEW YORK, NY 10018N/A
PC

DONATION ID #5470327 PROGRAM

782.

DONORSCHOOSE ORG
134 W 37TH ST, 11TH FL
NEW YORK, NY 10018N/A
PC

DONATION TO A SCHOOL

420.

DONORSCHOOSE ORG
134 W 37TH ST, 11TH FL
NEW YORK, NY 10018N/A
PC

DONATION ID #5372830 PROJECT

693.

DUNNELLON HIGH SCHOOL
10055 SW 180 AVE RD
DUNNELLON, FL 34432N/A
GOV

STUDENT SUPPORT FOUNDATION CLUBS 2016/2017 YEAR

4,000.

EAST HIGH SCHOOL
2222 E WASHINGTON AVE
MADISON, WI 53704N/A
GOV

STUDENT SUPPORT FOUNDATION CLUBS

4,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
EMILY GRIFFITH FOUNDATION INC 1860 LINCOLN ST STE 605 DENVER, CO 80203	N/A	SO I	GENERAL & UNRESTRICTED	5,000.
EMILY GRIFFITH FOUNDATION INC 1860 LINCOLN ST STE 605 DENVER, CO 80203	N/A	SO I	RESTRICTED TO MARKETING OF SIPS FOR THE EMILY GRIFFITH TECHNICAL COLLEGE	200,000.
FLORIDA OCEANOGRAPHIC SOCIETY INC 890 NE OCEAN BLVD STUART, FL 34996	N/A	PC	GENERAL & UNRESTRICTED	2,500.
FORWARD PATHS FOUNDATION INC PO BOX 492109 LEESBURG, FL 34749	N/A	PC	GENERAL & UNRESTRICTED	5,000.
FOUNDATION FOR METROWEST INC 3 ELIOT ST NATICK, MA 01760	N/A	PC	RESTRICTED TO UPSTREAM PROJECT	50,000.
GENERATION SCHOOLS NETWORK INC 540 PRESIDENT ST STE 1G BROOKLYN, NY 11215	N/A	PC	DEVELOPMENT OF ADVOCACY RESOURCES FOR TEACHERS	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREEN CHIMNEYS SCHOOL FOR LITTLE FOLK 400 DOANSBURG RD BOX 719 BREWSTER, NY 10509	N/A	PC	1-1 DEVICES, APPLE COMPUTERS AND CHROMEBOOKS FOR ALL STUDENTS	19,500.
GREEN CHIMNEYS SCHOOL FOR LITTLE FOLK 400 DOANSBURG RD BOX 719 BREWSTER, NY 10509	N/A	PC	SMART TRAINING PROFESSIONAL DEVELOPMENT FOR TEACHERS AT GREEN CHIMNEYS	5,678.
GUADALUPE CENTER INC 509 HOPE CIR IMMOKALEE, FL 34142	N/A	PC	TUTOR CORPS SUPPORT	1,000.
HABITAT FOR HUMANITY INTERNATIONAL INC 7025 HWY 82 BLDG 2 GLENWOOD SPGS, CO 81601	N/A	PC	NEW BUILDING FOR HABITAT OF HUMANITY IN GLENWOOD SPRINGS, CO	100,000.
HABITAT FOR HUMANITY INTERNATIONAL INC 7025 HWY 82 BLDG 2 GLENWOOD SPGS, CO 81601	N/A	PC	SUPPORT FOR THE NEW HABITAT COMPLEX CAMPAIGN	100,000.
HOPE RURAL SCHOOL INC 15929 SW 150TH ST INDIANTOWN, FL 34956	N/A	PC	SFN BTD: ZSPACE IN OUR SPACE AT HOPE RURAL SCHOOL	4,700.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
I HAVE A DREAM FOUNDATION - COLORADO 1836 GRANT ST DENVER, CO 80203	N/A	PC	GENERAL & UNRESTRICTED	1,000.
IMPACT 100 GLOBAL ADVISORY COUNCIL 164 CARPENTER HILL RD TRAVERSE CITY, MI 49686	N/A	PC	OPERATING SUPPORT	100,000.
IMPACT 100 GLOBAL ADVISORY COUNCIL 164 CARPENTER HILL RD TRAVERSE CITY, MI 49686	N/A	PC	SUPPORTING PHILANTHROPIC INITIATIVE FOR WOMEN'S GIVING CIRCLES	100,000.
J K MULLEN HIGH SCHOOL 3601 S. LOWELL BLVD. DENVER, CO 80236	N/A	PC	BEYOND THE DAY TO SUPPORT DISCOVERIES MADE AT A SFN EVENT	43,835.
JAMES MADISON MEMORIAL HIGH SCHOOL 201 S GAMMON RD MADISON, WI 53717	N/A	PC	STUDENT SUPPORT FOUNDATION CLUBS	4,000.
JEWISH FAMILY SERVICE OF COLORADO INC 3201 S TAMARAC DR DENVER, CO 80231	N/A	PC	EMPLOYMENT SERVICES FOR THE DISABLED	15,000.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JLF COLORADO 1500 KALMIA AVE BOULDER, CO 80304	N/A PC	THE PULSE OF WORLD LITERATURE	25,000.
JOHN MCCONNELL MATH & SCIENCE CENTER OF WESTERN CO 2660 UNAWEEP AVE GRAND JCT, CO 81503	N/A PC	GENERAL & UNRESTRICTED	15,000.
KIPP DC INC 2600 VIRGINIA AVE NW STE 900 WASHINGTON, DC 20037	N/A PC	SFN BTD - KEVA PLANKS - FOR KIPP SCHOOLS IN DC	2,000.
KIPP DC INC 2600 VIRGINIA AVE NW STE 900 WASHINGTON, DC 20037	N/A PC	VIZITECH 3D MACHINE AND PROFESSIONAL DEVELOPMENT	14,500.
KIPP FOUNDATION 135 MAIN ST SAN FRANCISCO, CA 94105	N/A PC	RESTRICTED TO SPARKING NEW INNOVATION IN THE KIPP SYSTEM OF SCHOOLS	250,000.
KIPP LA SCHOOLS 3601 E 1ST ST LOS ANGELES, CA 90063	N/A PC	GENERAL & UNRESTRICTED	500.

ATTACHMENT 17 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KOL HALEV (DBA JUDAISM YOUR WAY) 600 N GRANT ST STE 308 DENVER, CO 80203	N/A PC		GENERAL & UNRESTRICTED	2,500.
LA FOLLETTE HIGH SCHOOL 702 PFLAUM RD MADISON, WI 53716	N/A GOV		STUDENT SUPPORT FOUNDATION CLUBS 2016/2017	4,000.
LUCKY DAY ANIMAL RESCUE OF COLORADO PO BOX 8856 ASPEN, CO 81612	N/A PC		GENERAL & UNRESTRICTED	500.
MADISON WEST HIGH SCHOOL 30 ASH ST MADISON, WI 53726	N/A PC		STUDENT SUPPORT FOUNDATION CLUBS PROJECT	4,000.
METRO CARING PO BOX 300459 DENVER, CO 80203	N/A PC		FEEDING THOSE IN NEED IN DENVER	1,600.
MI CASA RESOURCE CENTER 360 ACOMA ST DENVER, CO 80223	N/A PC		FAMILY ECONOMIC AND EDUCATION CENTER - BUILDING FOR WORK FORCE DEVELOPMENT	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MIAMI BEACH SENIOR HIGH SCHOOL 2231 PRAIRIE AVE MIAMI BEACH, FL 33139	N/A	GOV	STUDENT SUPPORT FOUNDATION CLUBS	4,000.
MILE HIGH UNITED WAY INC 711 PARK AVE W DENVER, CO 80205	N/A	PC	GENERAL & UNRESTRICTED	500,000.
MILE HIGH UNITED WAY INC 711 PARK AVE W DENVER, CO 80205	N/A	PC	SHARE FAIR NATION 2015 - EVENTS	3,379.
MILE HIGH UNITED WAY INC 711 PARK AVE W DENVER, CO 80205	N/A	PC	FINAL PAYMENT FOR BUILDING PROJECT	700,000.
MILE HIGH UNITED WAY INC 711 PARK AVE W DENVER, CO 80205	N/A	PC	MHFW BUILDING - DENVER CO PROJECT	260,000.
MONTROSE ROTARY CLUB YOUTH FOUNDATION INC PO BOX 3020 MONTROSE, CO 81402	N/A	PC	SUPPORTING HELPING HAND - A HAND UP FOR LOW INCOME FAMILIES IN MONTROSE, CO	8,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206	N/A PC	FUND A NEED - HELPING PEOPLE WHO NEED MEDICAL PAYMENT HELP	252,500.
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206	N/A PC	SUPPORT FOR NEW MEDICAL FACILITY, MORGRIDGE ACADEMY, AND MORGRIDGE FELLOWS IN RESIDENCE	1,500,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST. NW. STE 700 WASHINGTON, DC 20001	N/A PC	GENERAL & UNRESTRICTED	5,000.
NEW JERSEY CENTER FOR TEACHING AND LEARNING INC 115 FRANKLIN TPKE 203 MAHWAH, NJ 07430	N/A PC	ONLINE COURSE DEVELOPMENT WITH CSU GLOBAL FOR PHYSICS TEACHERS	69,525.
NORTHGLENN HIGH SCHOOL 601 W. 100TH PL. NORTHGLENN, CO 80260	N/A GOV	STUDENT SUPPORT FOUNDATION CLUBS 2016/2017	4,000.
OLYMPIA HIGH SCHOOL 4301 S APOPKA-VINELAND RD ORLANDO, FL 32835	N/A PC	STUDENT SUPPORT FOUNDATION CLUBS 2016/2017	4,000.

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ORLANDO SCIENCE CENTER INC 777 E PRINCETON ST ORLANDO, FL 32803		N/A PC		KEVA PLANKS FOR ORLANDO SCIENCE CENTER	3,350
PALMETTO PROJECT INC 6296 RIVERS AVE STE 100 N CHARLESTON, SC 29406		N/A PC		BOOKS FOR LOW INCOME CHILDREN FOR ONE YEAR (150 KIDS)	5,000.
PHILANTHROPY ROUNDTABLE 1120 20TH ST NW STE 550 S WASHINGTON, DC 20036		N/A PC		GENERAL & UNRESTRICTED	5,000.
PLYMOUTH STATE UNIVERSITY 17 HIGH ST MSC #50 PLYMOUTH, NH 03264		N/A PC		STUDENT SUPPORT FOUNDATION CLUBS	4,000.
POWERMYLEARNING INC 520 8TH AVE FL 10 NEW YORK, NY 10018		N/A PC		DEVELOPMENT OF FAMILY PLAYLIST FOR FAMILY ENGAGEMENT	150,000.
PROJECT HELPING 8821 E HAMPDEN AVE STE 256 DENVER, CO 80231		N/A PC		PROGRAM FUNDING FOR STAFF AT KYNDHUB	25,000.

ATTACHMENT 17 (CONT'D)

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PROJECT LIFT INC 1330 SW 34TH ST PALM CITY, FL 34990	N/A PC		FUNDING SERVICES FOR YOUNG WOMEN IN MARTIN COUNTY, FL	65,000.
RAFT - COLORADO 3827 STEELE ST, STE C DENVER, CO 80205	N/A PC		2016 SUPPORT FOR GENERAL OPERATING EXPENSES	120,000.
RAFT - COLORADO 3827 STEELE ST, STE C DENVER, CO 80205	N/A PC		SUPPORT FOR STEM EDUCATION FOR EDUCATORS IN CO	15,000.
RAZOO FOUNDATION 1725 DUKE ST STE 675 ALEXANDRIA, VA 22314	N/A PC		SHARE FAIR NATION OTHER ORGANIZATION	50.
RICHLAND COUNTY PUBLIC LIBRARY FOUNDATION 1431 ASSEMBLY ST COLUMBIA, SC 29201	N/A PC		BEYOND THE DAY SFN - KEVA PLANKS FOR PUBLIC USE	2,950.
ROCKY MOUNTAIN PREPARATORY SCHOOL 7808 CHERRY CREEK S DR #3-30 DENVER, CO 80231	N/A PC		GRANT FOR EXPANSION OF PROGRAM FOR 4,000 LOW INCOME CHILDREN IN DENVER	375,000.

ATTACHMENT 17 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROLLINS COLLEGE POST OFC BOX 864168 ORLANDO, FL 32886	N/A PC		STUDENT SUPPORT FOUNDATION CLUBS	4,000.
SAILFISH POINT FOUNDATION INC 2201 SE SAILFISH POINT BLVD STUART, FL 34996	N/A PC		EDUCATION PROGRAMS	25,000.
SCHOOL DISTRICT 12 EDUCATION FOUNDATION 1500 E 128TH AVE THORNTON, CO 80241	N/A PC		RAFT MEMBERSHIPS FOR 200 TEACHERS IN ADAMS 12 PROG	3,120.
SHARE FAIR NATION 455 S PIERCE ST LAKEMOOD, CO 80226	N/A PC		GENERAL & UNRESTRICTED	250,000.
SHARE FAIR NATION 455 S PIERCE ST LAKEMOOD, CO 80226	N/A PC		PROFESSIONAL DEVELOPMENT FOR GREAT TEACHERS IN AMERICA PROGRAM	500,000.
SHARE FAIR NATION 455 S PIERCE ST LAKEMOOD, CO 80226	N/A PC		TECHNOLOGY AND FURNITURE, FIXTURES AND EQUIPMENT FOR SHARE FAIR NATION HEADQUARTERS	79,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	FURNITURE, VOICE AND VIDEO ENDPOINTS	311,000.
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	SEAPERCH REGIONAL STEM EVENTS	3,300.
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	LEGAL SERVICES RENDERED THROUGH 12/31/15	48.
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	LEGAL SERVICES RENDERED THROUGH 1/31/2016	720.
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	LEGAL SERVICES RENDERED THROUGH 2/29/2016	231.
SHARE FAIR NATION 455 S PIERCE ST LAKEWOOD, CO 80226	N/A	PC	PROFESSIONAL SERVICES RENDERED FROM 9/1/2015 - 11/30/2015	2,209.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPRING HILL HIGH SCHOOL 11629 BROAD RIVER RD CHAPIN, SC 29036	N/A GOV	SFN BEYOND THE DAY GRANT FOR VIZITECH USA ROVER SYSTEM FOR SPRING HILL HIGH SCHOOL	14,500.
ST. VRAIN VALLEY SCHOOL DISTRICT 395 S PRATT PKWY LONGMONT, CO 80501	N/A PC	RESTRICTED TO THE INNOVATION CENTER - STUDIO EQUIPMENT	39,400.
STARTS WITH SOAP 1943 W WALNUT ST CHICAGO, IL 60612	N/A PC	GENERAL & UNRESTRICTED	1,000.
TEK4TEACHERS 136 COLD BRANCH RD EATONTON, GA 31024	N/A PC	10 SCHOOLS IN RURAL AMERICA WILL BE TRAINED AND EQUIPMENT WILL BE AWARDED IN PUBLIC SCHOOLS	145,000.
THE EVERGLADES FOUNDATION INC 18001 OLD CUTLER RD STE 625 PALMETTO BAY, FL 33157	N/A PC	GENERAL & UNRESTRICTED	1,000.
THE LEARNING ALLIANCE INC PO BOX 643446 VERO BEACH, FL 32964	N/A PC	ADDING TECHNOLOGY (MATCH TO DISTRICT) TO THEIR PRO	50,000.

ATTACHMENT 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NATURE CONSERVANCY 2500 MAITLAND CENTER PKWY STE 311 MAITLAND, FL 32751	N/A PC		FLORIDA HYDROLOGIST EFFORT	100,000.
THE UNIVERSITY OF TEXAS MD ANDERSON CANCER CENTER PO BOX 4486 HOUSTON, TX 77210	N/A GOV		GENERAL & UNRESTRICTED	1,000.
TONY LARUSSAS ANIMAL RESCUE FOUNDATION 2890 MITCHELL DR WALNUT CREEK, CA 94598	N/A PC		GENERAL & UNRESTRICTED	5,000.
TURNAROUND FOR CHILDREN INC 25 W 45TH ST 6TH NEW YORK, NY 10036	N/A PC		CAPITAL CAMPAIGN - SOCIAL AND EMOTIONS NEEDS FOR LOW INCOME CHILDREN	500,000.
TWO STATE YOUNG MENS CHRISTIAN ASSOCIATION 748 HAMILTON RD BECKET, MA 01223	N/A PC		SUPPORT FOR CHIMNEY CORNERS CAMP	5,000.
UNITED STATES SAILING CENTER OF MARTIN COUNTY INC 1955 NE INDIAN RIVER DR JENSEN BEACH, FL 34957	N/A PC		GENERAL & UNRESTRICTED	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	GOLDEN GATE CENTER PROJECT - GARDENS PROGRAM	25,000.
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	HOUSE OF HOPE - REMODEL 2016, SERVING LOW INCOME FAMILIES	100,000.
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	RESTRICTED TO PROJECT LIFT - BUILDING PROGRAM	100,000.
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	RESTRICTED TO PROJECT LIFT LICENSED THERAPISTS AND STAFF	87,000.
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	RESTRICTED TO THE GOLDEN GATE BUILDING - STUART, FL	120,000.
UNITED WAY OF MARTIN COUNTY INC 10 SE CENTRAL PKWY STE 101 STUART, FL 34994	N/A	PC	RESTRICTED TO PROJECT LIFT - FURNITURE FOR NEW BUILDING	550.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION INC 12424 RESEARCH PKWY STE 250 ORLANDO, FL 32826	N/A	PC	STUDENT SUPPORT FOUNDATION CLUBS 2016/2017	4,000.
UNIVERSITY OF DENVER - OFFICE OF GIFT PROCESSING 2190 E ASBURY AVE DENVER, CO 80208	N/A	PC	GENERAL & UNRESTRICTED	100,000.
UNIVERSITY OF DENVER - OFFICE OF GIFT PROCESSING 2190 E ASBURY AVE DENVER, CO 80208	N/A	PC	MORGRIDGE COLLEGE OF EDUCATION - STEM FELLOWS 2015-2016	6,000.
WOMEN'S FOUNDATION OF COLORADO INC 1901 E ASBURY AVE 3RD FL DENVER, CO 80208	N/A	PC	GENERAL & UNRESTRICTED	5,000.
YUVA UNSTOPPABLE USA INC 2 RESEARCH PL STE 300 ROCKVILLE, MD 20850	N/A	PC	TRANSFORMING SANITATION AND EDUCATION FACILITIES IN MUNICIPAL SCHOOLS	60,000.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	N/A	PC	GENERAL & UNRESTRICTED SEE ATTACHED IN-KIND GRANT SCHEDULE	2,993.

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

ATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

MILE HIGH UNITED WAY
711 PARK AVE W
DENVER, CO 80205

N/A
PC

GENERAL & UNRESTRICTED
SEE ATTACHED IN-KIND GRANT SCHEDULE

1,397.

COMMUNITY FD FOR PALM BEACH & MARTIN COUNTIES
700 S DIXIE HWY, SUITE 200
WEST PALM BEACH, FL 33401

N/A

GENERAL & UNRESTRICTED
SEE ATTACHED IN-KIND GRANT SCHEDULE

1,995.

TOTAL CONTRIBUTIONS PAID

10,010,157.

TOTAL Form 990-PF, Part I, Line 25, Column (a) and Part XV, Line 3a: \$10,010,157

Less in-kind grants not treated as qualifying distributions: \$ 6,720

TOTAL Form 990-PF, Part I, Line 25, Column (d): \$10,003,437

Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution

Method for Determining Value of EGM Books:

Purchase Price

Description of Property	Units	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
Every Gift Matters Books	150	1/14/2016	University of Wisconsin Foundation	\$ 2,993	\$ -		\$ 2,993
Every Gift Matters Books	70	3/10/2016	Mile High United Way Inc	\$ 1,397	\$ -		\$ 1,397
Every Gift Matters Books	100	3/24/2016	Community Foundation for Palm Beach & Martin Counties	\$ 1,995	\$ -		\$ 1,995
Chromebook and Kindle	1	4/13/2016	Consortium for School Networking	\$ 334	\$ 334		\$ 334
Total				<u>\$ 6,719</u>	<u>\$ 334</u>		<u>\$ 6,719</u>

Form 990-PF, Part III, Line 3 - Other Increases:

\$ 6,385

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	488,869.	14	832,742.	
FEDERAL TAX REFUND			01	9.	
INTEREST INCOME - LOAN RECEIVABLE			14	80,219.	15,045.
BOOK SALES					
TOTALS		<u>488,869.</u>		<u>912,970.</u>	<u>15,045.</u>