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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation The Rivers Foundation		A Employer identification number 27-0167279	
% Foundation Source			
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		B Telephone number (see instructions) (800) 839-1754	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,592,557		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	720	720		
	4 Dividends and interest from securities	70,298	70,298		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-7,435			
	b Gross sales price for all assets on line 6a 1,687,364				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,063,583	71,018		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	23,926	23,926		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,265			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	22,391	707		21,684
	24 Total operating and administrative expenses. Add lines 13 through 23	47,582	24,633		21,684
	25 Contributions, gifts, grants paid	744,000			744,000
	26 Total expenses and disbursements. Add lines 24 and 25	791,582	24,633		765,684
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,272,001			
	b Net investment income (if negative, enter -0-)		46,385		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	372,434	102,567	102,567
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,469,895	2,645,507	2,730,033
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	430,755	797,011	759,957
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,273,084	3,545,085	3,592,557	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,273,084	3,545,085	
	30	Total net assets or fund balances (see instructions)	2,273,084	3,545,085	
31	Total liabilities and net assets/fund balances (see instructions) .	2,273,084	3,545,085		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,273,084
2	Enter amount from Part I, line 27a	2	1,272,001
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,545,085
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,545,085

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 Publicly-traded Securities			
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 1,687,364		1,694,799	-7,435
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			-7,435
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	-7,435
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	545,462	2,401,444	0 227139
2014	375,611	2,152,479	0 174502
2013	438,321	1,755,647	0 249664
2012	348,569	1,297,033	0 268743
2011	221,573	1,004,567	0 220566
2 Total of line 1, column (d)			2 1 140614
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 228123
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 3,395,839
5 Multiply line 4 by line 3			5 774,669
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 464
7 Add lines 5 and 6			7 775,133
8 Enter qualifying distributions from Part XII, line 4			8 765,684

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	928
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	928
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	928
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	600
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	328
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	928
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T </i>	5	Yes
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?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	Yes	
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 ▶ 198091377

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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

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

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	6b	No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
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	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Philip M Rivers	Pres / Dir / Sec	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Tiffany Rivers	VP / Dir	0	0	0
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
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
Total number of others receiving over \$50,000 for professional services. ►		

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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	2,226,288
b	Average of monthly cash balances.	1b	561,449
c	Fair market value of all other assets (see instructions).	1c	659,815
d	Total (add lines 1a, b, and c).	1d	3,447,552
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	0
3	Subtract line 2 from line 1d.	3	3,447,552
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	51,713
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,395,839
6	Minimum investment return. Enter 5% of line 5.	6	169,792

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	169,792
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	928
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	928
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	168,864
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	168,864
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	168,864

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	765,684
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	765,684
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	765,684

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				168,864
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	171,753			
b From 2012.	284,183			
c From 2013.	352,415			
d From 2014.	274,073			
e From 2015.	426,055			
f Total of lines 3a through e.	1,508,479			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>765,684</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				168,864
e Remaining amount distributed out of corpus	596,820			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,105,299			
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				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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	171,753			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,933,546			
10 Analysis of line 9				
a Excess from 2012.	284,183			
b Excess from 2013.	352,415			
c Excess from 2014.	274,073			
d Excess from 2015.	426,055			
e Excess from 2016.	596,820			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))
See Additional Data Table

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

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 email 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> See Additional Data Table				
Total			3a	744,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

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

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed ☐	PTIN 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

Form 990PF Part XV Line 1a - 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).

Philip M Rivers
Tiffany Rivers

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AGNUS DEI FOUNDATION 243 S ESCONDIDO BLVD STE 127 ESCONDIDO, CA 92025	N/A	PC	General & Unrestricted	137,500
CASA OF NORTH ALABAMA PO BOX 36 DECATUR, AL 35602	N/A	PC	General & Unrestricted	12,000
CATHOLIC ANSWERS INC PO BOX 199000 SAN DIEGO, CA 92159	N/A	PC	General & Unrestricted	10,000
CULTURE OF LIFE FAMILY SERVICES 5030 CAMINO DE LA SIESTA STE 106 SAN DIEGO, CA 92108	N/A	PC	APR Program	50,000
DOMINICAN SMME CORPORATION 4597 WARREN RD ANN ARBOR, MI 48105	N/A	PC	General & Unrestricted	31,000
FELLOWSHIP OF CATHOLIC UNIVERSITY STUDENTS PO BOX 18710 GOLDEN, CO 80402	N/A	PC	General & Unrestricted	26,000
FREEDOM OF CONSCIENCE DEFENSE FUND PO BOX 9520 RANCHO SANTA FE, CA 92067	N/A	PC	General & Unrestricted	15,000
IHR EDUCATIONAL BROADCASTING - IMMACULATE HEART RA 3256 PENRYN RD STE 100 LOOMIS, CA 95650	N/A	PC	General & Unrestricted	20,000
JOHN PAUL THE GREAT CATHOLIC UNIVERSITY 220 W GRAND AVE ESCONDIDO, CA 92025	N/A	PC	Chapel Building Fund	81,000
JOHN PAUL THE GREAT CATHOLIC UNIVERSITY 220 W GRAND AVE ESCONDIDO, CA 92025	N/A	PC	Chapel Building Fund	200,000
JOHN PAUL THE GREAT CATHOLIC UNIVERSITY 220 W GRAND AVE ESCONDIDO, CA 92025	N/A	PC	Chapel Building Fund	50,000
JUST IN TIME FOR FOSTER YOUTH PO BOX 81292 SAN DIEGO, CA 92138	N/A	PC	General & Unrestricted	5,000
MILES CHRISTI RELIGIOUS ORDER PO BOX 910331 SAN DIEGO, CA 92191	N/A	PC	General & Unrestricted	10,000
OUR LADY OF MT CARMEL CATHOLIC PARISH SAN DIEGO 13541 STONEY CREEK RD SAN DIEGO, CA 92129	N/A	PC	General & Unrestricted	30,000
PROMISES2KIDS FOUNDATION 9440 RUFFIN COURT STE 2 SAN DIEGO, CA 92123	N/A	PC	The Birthday Club Fund	7,500
Total ► 3a				744,000

Form 990PF Part XV Line 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>				
RADY CHILDRENS HOSPITAL - SAN DIEGO 3020 CHILDRENS WAY MSC 5005 SAN DIEGO, CA 92123	N/A	PC	Diabetes (Camp Wana Cura) Program	24,000
ST DISMAS GUILD PO BOX 2129 ESCONDIDO, CA 92033	N/A	PC	General & Unrestricted	5,000
THE ANGELS FOSTER FAMILY AGENCY 9295 FARNHAM ST STE 200 SAN DIEGO, CA 92123	N/A	PC	General & Unrestricted	5,000
THE CULTURE PROJECT INTERNATIONAL PO BOX 86 WYNNEWOOD, PA 19096	N/A	PC	General & Unrestricted	25,000
Total ▶ 3a				744,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: The Rivers Foundation

EIN: 27-0167279

TY 2016 Investments Corporate Stock Schedule

Name: The Rivers Foundation
 EIN: 27-0167279

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	2,795	3,393
ACAP STRATEGIC FUND	53,106	51,983
ACCENTURE PLC	4,217	5,388
ACTIVISION BLIZZARD INC	1,913	1,769
ACUITY BRANDS INC	1,173	1,154
ADIENT PLC	93	117
ADOBE SYSTEMS, INC	5,967	7,001
AES CORP	2,143	2,254
AETNA INC	1,351	1,488
ALEXION PHARMACEUTICALS, INC	1,957	1,713
ALIBABA GROUP HOLDING LTD	1,626	1,844
ALIGN TECHNOLOGY, INC	2,660	3,172
ALLIANCEBERNSTEIN SMALL CAP GR	26,581	25,940
ALPHABET INC CL A	7,429	9,509
ALPHABET INC CL C	6,326	8,490
ALTRIA GROUP INC	5,230	7,371
AMAZON COM	1,991	2,250
AMER INTERNATIONAL GROUP INC	1,376	1,633
ANADARKO PETROLEUM CORP	2,841	3,138
ANTHEM INC	1,509	1,581
APPLE INC	8,482	10,192
APPLIED MATERIALS INC	2,544	3,840
ARTISAN MID CAP FUND ADVISOR S	52,677	48,350
ARTISAN MID CAP VALUE FUND ADV	53,185	53,497
ASTON SIVERCREST SMALL CAP FD	45,826	57,185
ASTRAZENECA	3,692	3,470
AT&T, INC	2,691	3,190
AUTOMATIC DATA PROCESSING INC	5,491	6,886
BANK OF AMERICA CORP	3,949	5,945
BAXTER INTERNATIONAL INC	1,808	1,862

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BCE INC	2,954	2,767
BECTON DICKINSON & CO	712	662
BERKSHIRE HATHAWAY INC. CLASS	8,348	10,105
BIOGEN INC	1,551	1,701
BLACKROCK HIGH YIELD BOND INST	218,356	216,792
BOEING CO	2,217	2,647
BRISTOL-MYERS SQUIBB CO	6,136	5,610
CELGENE CORP	7,377	7,987
CHARLES SCHWAB CORP	3,646	5,250
CHEVRON CORP	7,483	8,357
CHUBB LIMITED	2,701	3,171
CISCO SYSTEMS INC	2,345	2,841
CITIGROUP INC	6,146	7,964
CME GROUP, INC	708	923
CMS ENERGY CP	859	916
COGNIZANT TECHNOLOGY SOLUTIONS	3,523	3,362
COMCAST CORP	1,366	1,657
CONOCOPHILLIPS	4,580	4,011
CORE LABORATORIES	4,545	4,562
CORNING INC	4,635	5,703
COSTCO WHOLESALE CORPORATION	3,966	4,323
CSX CORP	2,090	2,767
DEXCOM, INC	1,092	955
DIAGEO PLC ADS	3,590	3,430
DOLLAR GENERAL CORP	5,473	4,963
DOMINION RESOURCES INC	1,425	1,532
DOW CHEMICAL PV	1,427	1,602
DU PONT DE NEMOURS	3,561	4,110
EDWARDS LIFESCIENCES	1,441	1,406
ELI LILLY & CO	1,688	1,912

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXELON CORPORATION	827	923
EXPRESS SCRIPTS HOLDING CO	5,475	5,159
EXXON MOBIL CORP	3,978	4,332
F M C CP	3,392	4,638
FACEBOOK INC	7,997	8,629
FASTENAL COMPANY	2,661	2,772
GAP INC	655	606
GARTNER INC	3,039	3,942
GENERAL ELECTRIC CO	5,332	6,099
GOLDMAN SACHS GROUP	871	1,197
HALLIBURTON COMPANY	2,418	3,624
HEALTH CARE PPTY INVS INC	1,680	1,308
HESS CORP	1,017	1,308
HOME DEPOT INC	1,192	1,475
HONEYWELL INTL	4,348	4,982
HSBC HOLDINGS PLC	1,504	1,929
HUMANA INC	3,105	4,489
ILLUMINA INC COM	1,663	1,536
INTEL CORP	2,623	3,119
INTERCEPT PHARM INC	1,635	1,412
INTERCONTINENTAL EXCHANGE, INC	1,220	1,411
INTERNATIONAL PAPER CO	547	637
INVESCO PLC	809	789
JANUS ADVISER FLEXIBLE INCOME	172,988	171,652
JOHNSON & JOHNSON	4,126	4,608
JOHNSON CONTROLS INTERNATIONAL	1,641	1,524
JP MORGAN CHASE	8,118	11,735
JUNIPER NETWORKS	2,520	2,939
KEYCORP	813	1,224
KIMBERLY CLARK CORP	2,326	2,397

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KRAFT HEINZ CO	5,672	6,374
KROGER CO	1,540	1,622
LAZARD EMERGING MARKETS CORE E	111,743	115,402
LKQ CORPORATION	2,919	2,912
LOCKHEED MARTIN CORP	937	1,250
LOWES COMPANIES INC	3,049	3,556
MARATHON OIL CORP COM	1,896	1,246
MARATHON PETROLEUM CORP	2,572	3,122
MARSH AND MCLENNAN COMPANIES I	808	811
MASTERCARD INC	1,595	2,065
MATTHEWS JAPAN FUND	53,185	51,384
MEAD JOHNSON NUTRITI	3,104	2,618
MERCADOLIBRE, INC	1,162	1,405
MERCK & CO INC	4,514	4,768
METLIFE INC	7,253	8,245
MICROSOFT CORP	4,243	5,779
MOBILEYE NV	1,798	1,792
MONDELEZ INTERNATIONAL INC	535	621
MONSTER BEVERAGE CORP	1,981	1,774
MORGAN STANLEY	4,488	6,887
MOTOROLA SOLUTIONS INC	662	829
NESTLE S.A	4,782	4,591
NEXTERA ENERGY, INC	9,645	10,512
NIKE INC-CL B	8,935	8,336
NORTHROP GRUMMAN CORP	936	1,628
NOVARTIS AG ADR	1,999	1,967
NVIDIA CORP	468	534
O'REILLY AUTOMOTIVE INC	3,031	4,455
OAKMARK INTERNATIONAL FUND CL	191,523	194,782
OCCIDENTAL PETROLEUM CORP	2,398	2,208

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OPPENHEIMER INTL GROWTH FUND Y	191,523	195,237
ORACLE CORP	7,009	6,844
PALO ALTO NETWORKS INC	1,444	1,376
PAYPAL HOLDINGS, INC	2,813	3,118
PFIZER INC	5,956	6,171
PHILIP MORRIS INTL	6,683	6,953
PIMCO INTL STOCKSPUS AR STRAT	95,626	102,620
PIMCO REAL RETURN FUND CL P	106,371	106,080
PIMCO SHORT TERM FUND P	185,706	186,340
PRAXAIR INC	499	469
PRICELINE.COM INCORPORATED	12,445	14,661
PROCTER GAMBLE CO	1,076	1,093
PRUDENTIAL FINCL INC	1,228	1,769
PUBLIC SVC ENTERPRISE GROUP IN	603	614
QUALCOMM INC	9,088	10,628
QUEST DIAGNOSTICS	968	1,195
RAYTHEON CO	3,275	4,118
REGENERON PHARMACEUTICALS INC	5,288	5,506
REYNOLDS AMERICAN INC	556	616
ROSS STORES, INC	2,763	3,280
ROYAL DUTCH SHEL PLC SPONS ADR	2,940	3,362
SALESFORCE.COM	1,911	1,780
SCHLUMBERGER LTD	6,992	7,556
SERVICE NOW	1,666	1,710
SHERWIN-WILLIAMS CO	2,071	1,881
SHIRE PLC	1,198	1,022
SPLUNK INC	1,734	1,688
STARBUCKS CORP COM	7,944	7,995
SUNCOR ENERGY INC	1,296	1,504
SUNTRUST BKS INC	1,883	2,578

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TERADATA CORPORATION	4,333	3,641
THE COCA-COLA CO	1,158	1,119
THORNBURG LIMITED TERM INCOME	172,988	172,341
TJX COMPANIES INC	6,530	7,212
TOTAL FINA ELF S.A	1,416	1,529
TRACTOR SUPPLY CO COM	2,668	2,805
TRAVELERS COMPANIES INC	3,196	4,040
TREEHOUSE FOODS INC	4,131	3,465
TYSON FOODS INC CL A	3,369	4,009
ULTA SALON, COSMETICS & FRAGRA	523	510
UNILEVER N V N Y	4,376	3,983
UNION PACIFIC	2,636	3,110
UNITED PARCEL SERVICE	896	1,032
UNITED TECHNOLOGIES CORP	2,913	3,069
UNITEDHEALTH GROUP INC	1,214	1,600
UNUM CORP	3,474	4,569
US BANCORP	1,405	1,747
VALERO ENERGY CORP	2,858	3,553
VANGUARD ST BOND ETF	63,956	63,560
VERISK ANALYTICS, INC	3,739	4,383
VERIZON COMMUNICATIONS	6,709	7,153
VERTEX PHARMCTLS INC	1,785	1,547
VIRTUS MULTI-SECTOR SHRT TRM B	256,799	255,183
VISA INC	13,902	16,618
WELLS FARGO & CO	9,932	11,077
WELLTOWER INC	3,107	3,347
WEYERHAEUSER CO	559	572
WFA EMERG MKTS EQUITY INCOME F	74,406	76,350
WILLIAMS COS	1,511	1,682

TY 2016 Investments - Other Schedule**Name:** The Rivers Foundation**EIN:** 27-0167279

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE ALT ALPHA		162,897	153,286
IRONWOOD MULTI-STRATEGY LLC		356,803	367,039
SKYBRIDGE MULTI-ADVISOR		277,311	239,632

TY 2016 LiquidationExplanationStmnt

Name: The Rivers Foundation

EIN: 27-0167279

Statement: This statement is submitted to report the distribution of certain assets during the year. The distributions resulted in a substantial contraction of assets. The following information is submitted in accordance with Treasury Regulation Section 1.6043-3(a)(1) and the Form 990-PF instructions: During the taxable year ending December 31, 2016, the Foundation made distributions from assets from sources other than current income. Collectively, the distributions in excess of current income totaled \$744,000. This amount represents over 25% of the Foundation's net assets of \$2,182,551 (as measured by fair market value) at the beginning of the Foundation's taxable year ending December 31, 2016. Although the Foundation technically experienced a substantial contraction, it will continue in existence and has no plans for dissolution. The Foundation made distributions of cash to the grantees listed in the attachment to Part XV, Line 3a; each such grant was made solely for the charitable purpose specified therein.

TY 2016 Other Expenses Schedule**Name:** The Rivers Foundation**EIN:** 27-0167279**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	21,659			21,659
Bank Charges	707	707		
State or Local Filing Fees	25			25

TY 2016 Other Professional Fees Schedule**Name:** The Rivers Foundation**EIN:** 27-0167279

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	23,926	23,926		

TY 2016 Taxes Schedule**Name:** The Rivers Foundation**EIN:** 27-0167279

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	600			
990-PF Excise Tax for 2015	665			

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2016
	Name of the organization The Rivers Foundation	Employer identification number 27-0167279

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 foundation

Check 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 other 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 33¹/₃% 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Rivers Foundation	Employer identification number 27-0167279
--	---

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	Rivers Philip M 1100 Ridgeway Loop Memphis, TN 38120	\$ 2,000,000	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)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization The Rivers Foundation	Employer identification number 27-0167279
--	---

Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given (see instructions) Use duplicate copies of Part II if additional space is needed	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization The Rivers Foundation	Employer identification number 27-0167279
--	---

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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	