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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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation: AEC TRUST

A Employer identification number: 36-6725987

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 33,055,573.

J Accounting method: [X] 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 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,309.	3,309.		
	4 Dividends and interest from securities	623,721.	623,721.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	155,436.			
	b Gross sales price for all assets on line 6a 3,928,338.				
	7 Capital gain net income (from Part IV, line 2)		155,436.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	110.	110.		
	12 **Total.** Add lines 1 through 11	782,576.	782,576.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	142,083.	76,404.		65,679.
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)[2]	17,327.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	77.	62.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	159,487.	76,466.		65,694.
	25 Contributions, gifts, grants paid	1,297,000.			1,297,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,456,487.	76,466.		1,362,694.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-673,911.			
	b **Net investment income** (if negative, enter -0-)		706,110.		
	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	488,426.	959,533.	959,533.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	1,252.		
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)[4]	848,364.	985,514.	986,562.
b	Investments - corporate stock (attach schedule) ATCH 5	19,956,200.	19,606,058.	27,899,789.
c	Investments - corporate bonds (attach schedule) ATCH 6	2,130,050.	1,999,276.	1,969,665.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	1,000,000.	200,000.	1,240,024.
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)	24,424,292.	23,750,381.	33,055,573.
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	24,424,292.	23,750,381.	
30	**Total net assets or fund balances** (see instructions)	24,424,292.	23,750,381.	
31	**Total liabilities and net assets/fund balances** (see instructions)	24,424,292.	23,750,381.	

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	24,424,292.
2	Enter amount from Part I, line 27a	2	-673,911.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	23,750,381.
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	23,750,381.

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	155,436.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,371,336.	32,261,682.	0.042507
2014	1,638,618.	31,763,429.	0.051588
2013	1,578,802.	29,285,653.	0.053910
2012	1,358,437.	29,454,901.	0.046119
2011	1,285,675.	28,786,233.	0.044663

2	**Total** of line 1, column (d)	2	0.238787
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	0.047757
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	31,470,019.
5	Multiply line 4 by line 3	5	1,502,914.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,061.
7	Add lines 5 and 6	7	1,509,975.
8	Enter qualifying distributions from Part XII, line 4	8	1,362,694.

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	14,122.
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	14,122.
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	14,122.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 9,400.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 4,722.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	14,122.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	32.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	32.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL,			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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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? ATCH 8	☐ 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 9		142,083.	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
NONE		0.

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 N/A	
2	
3	
4	

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

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

Total. Add lines 1 through 3 . . . . ▶

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	29,818,662.
b	Average of monthly cash balances	1b	890,572.
c	Fair market value of all other assets (see instructions)	1c	1,240,024.
d	**Total** (add lines 1a, b, and c)	1d	31,949,258.
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	31,949,258.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	479,239.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,470,019.
6	**Minimum investment return.** Enter 5% of line 5	6	1,573,501.

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

1	Minimum investment return from Part X, line 6			1	1,573,501.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	14,122.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,122.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,559,379.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,559,379.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,559,379.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,362,694.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,362,694.
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	1,362,694.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,559,379.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			1,279,376.	
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				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,362,694.				
a Applied to 2015, but not more than line 2a			1,279,376.	
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				83,318.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,476,061.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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

ATCH 10

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

SEE LINE 2A

c Any submission deadlines

SEE LINE 2A

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

SEE LINE 2A

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				1,297,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,309.	
4 Dividends and interest from securities			14	623,721.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	155,436.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12				110.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				782,576.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 782,576.

(See worksheet in line 13 instructions to verify calculations)

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

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)

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

		Yes	No
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?			
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Sign Here

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

▶ [signature] for Atlantic Trust, as Trustee | 10-3-2017 | ▶ TRUSTEE

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	09/05/2017		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

JSA
6E1493 1 000

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	110.	110.
TOTALS	110.	110.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF ESTIMATED TAX FOR 2016	9,400.
990-PF EXCISE TAX FOR 2015	22.
990-PF EXTENSION FOR 2015	7,905.
TOTALS	17,327.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	62.	62.	
STATE OR LOCAL FILING FEES	15.		15.
TOTALS	77.	62.	15.

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

ATTACHMENT 4

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL NATIONAL MORTGAGE ASSO	152,588.	151,610.
FEDERAL NATIONAL MORTGAGE ASSO	116,180.	102,050.
FHLMC - 2.375% - 01/13/2022	129,721.	127,051.
US TIPS - 0.625% - 01/15/2024	129,551.	131,878.
US TIPS - 1.250% - 07/15/2020	227,437.	234,221.
US TIPS - 2.375% - 01/15/2017	230,037.	239,752.
US OBLIGATIONS TOTAL	985,514.	986,562.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AETNA INC	160,699.	515,262.
ALLERGAN PLC	656,232.	506,124.
ALLIANCE DATA SYSTEM CORP	58,683.	228,043.
ALPHABET INC CL A	96,353.	277,358.
ALPHABET INC CL C	563,021.	895,310.
AMAZON COM	489,619.	983,828.
AMERICAN EXPRESS CO	407,151.	405,588.
AMERICAN TOWER REIT INC	441,339.	420,712.
ANADARKO PETROLEUM CORP	462,009.	512,794.
APPLE INC	256,279.	510,766.
AUTOMATIC DATA PROCESSING INC	353,651.	785,753.
BARCLAYS ETN PLUS SELECT MLP	576,248.	645,035.
BLACKROCK INC	244,735.	431,152.
BOEING CO	193,538.	406,325.
CAPITAL ONE FINANCIAL CORP	251,718.	355,852.
CIGNA	268,547.	260,111.
CISCO SYSTEMS INC	282,506.	471,281.
CITIGROUP INC	210,896.	361,810.
COLGATE-PALMOLIVE COMPANY	374,449.	376,542.
COMCAST CORP	328,587.	641,820.
CVS CAREMARK CORP	176,489.	366,537.
DANAHER CORP	161,471.	425,785.
DELL TECHNOLOGIES INC	83,166.	96,857.
DOLLAR GENERAL CORP	233,544.	380,720.
EOG RESOURCES INC	207,943.	251,739.
EXPRESS SCRIPTS HOLDING CO	284,648.	393,272.
FIDELITY NATIONAL INFORMATION	109,015.	313,679.
FISERV INC	87,441.	403,864.
FORTIVE CORPORATION	52,585.	146,678.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GENERAL ELECTRIC CO	325,875.	597,872.
HARBOR FDS INTL FD	659,775.	538,279.
HOME DEPOT INC	273,213.	474,911.
JOHNSON & JOHNSON	337,433.	498,283.
JP MORGAN CHASE	312,128.	680,828.
KINDER MORGAN INC	365,217.	358,739.
MACY'S INC	324,699.	221,843.
MATTHEWS PACIFIC TIGER FUND I	921,033.	726,427.
MCKESSON CORP	286,612.	216,293.
MEDTRONIC PLC	508,255.	470,474.
MERCK & CO INC	189,521.	375,237.
MICROSOFT CORP	382,521.	818,383.
NEXTERA ENERGY, INC	274,207.	305,818.
OMNICOM GROUP	227,111.	275,331.
ORACLE CORP	312,991.	506,771.
PEPSICO INC	333,374.	448,653.
PIONEER NAT RES CO	119,683.	126,049.
PRAXAIR INC	256,189.	366,805.
PRUDENTIAL FINCL INC	418,949.	502,818.
QUALCOMM INC	420,278.	420,084.
RIDGEWORTH FDS SEIX FLOATING R	700,001.	714,823.
SIMON PPTY GROUP INC	246,235.	293,866.
STRYKER CORPORATION	200,742.	481,037.
THERMO FISHER SCIENTIFIC INC	288,507.	306,893.
TJX COMPANIES INC	151,539.	222,986.
TWEEDY BROWNE GLOBAL VALUE FUN	573,242.	526,156.
UNION PACIFIC	267,479.	365,990.
UNITED TECHNOLOGIES CORP	148,716.	356,265.
UNITEDHEALTH GROUP INC	122,750.	650,563.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US BANCORP	372,148.	526,286.
V F CORP	105,081.	217,828.
VISA INC	404,951.	568,688.
WALGREENS BOOTS ALLIANCE	352,955.	350,075.
WELLS FARGO & CO	350,086.	617,838.
TOTALS	19,606,058.	27,899,789.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AT&T INC GLBL NT - 3.000% - 02	193,332.	198,048.
BERKSHIRE HATHAWAY FIN CORP -	168,995.	157,866.
BLACKROCK INC - 5.000% - 12/10	149,716.	135,756.
CISCO SYSTEMS - 4.950% - 02/15	115,138.	106,899.
COSTCO WHSL CORP - 1.700% - 12	97,223.	99,894.
DU PONT E I DE NEMOURS - 6.000	118,789.	106,266.
GE CAP CORP - 4.625% - 01/07/2	248,843.	271,453.
INTEL CORP NOTE - 3.300% - 10/	208,893.	207,834.
INTERNATIONAL BUSINESS MACHINE	217,163.	220,808.
PEPSICO INC BOND - 3.000% - 08	265,987.	257,280.
THE COCA-COLA COMPANY - 3.150%	103,407.	103,885.
WELLS FARGO - 5.625% - 12/11/2	111,790.	103,676.
TOTALS	1,999,276.	1,969,665.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KING STREET CAPITAL	200,000.	1,240,024.
TOTALS	200,000.	1,240,024.

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)	
		PUBLICLY-TRADED SECURITIES						
3,928,338.		3,772,902.					155,436.	
TOTAL GAIN(LOSS)							155,436.	

ATTACHMENT 8

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

GRANTEE'S NAME: WAGMORE FOUNDATION INC
GRANTEE'S ADDRESS: 5015 NW 24TH DR
CITY, STATE & ZIP: GAINSVILLE, FL 32605
GRANT DATE: 12/27/2012
GRANT AMOUNT: 2,942,103.
GRANT PURPOSE: CAPITAL ENDOWMENT GRANT
AMOUNT EXPENDED: 2,486,390.
ANY DIVERSION? NO
DATES OF REPORTS: 6/21/13, 5/27/14, 11/19/15 AND 9/29/16
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ATLANTIC TRUST NA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	142,083.	0.	0.
DAVID H COFRIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	ADVISORY BOARD MEMBER 1.00	0.	0.	0.
EDITH DEE COFRIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	ADVISORY BOARD CHAIR 1.00	0.	0.	0.
MARY ANN H COFRIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	ADVISORY BOARD MEMBER 1.00	0.	0.	0.
MARY ANN P COFRIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	ADVISORY BOARD MEMBER 1.00	0.	0.	0.
PAIGE COFRIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	ADVISORY BOARD MEMBER 1.00	0.	0.	0.
	GRAND TOTALS	142,083.	0.	0.

ATTACHMENT 10

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.FSREQUESTS.COM/AEC

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALACHUA CONSERVATION TRUST INCORPORATED 7204 SE COUNTY RD 234 GAINESVILLE, FL 32641	N/A PC	PRAIRIE CREEK PRESERVE AQUISITION - GEIGER TRACT PROJECT	15,000
AMHERST CINEMA ARTS CENTER INC 28 AMITY ST AMHERST, MA 01002	N/A PC	SEE-HEAR-FEEL-FILM PROJECT	25,000
ATLANTA UNION MISSION CORPORATION PO BOX 1807 ATLANTA, GA 30301	N/A PC	ATLANTA DAY SHELTER PROGRAM	10,000
ATLANTA VOLUNTEER LAWYERS FOUNDATION INC 235 PEACHTREE ST S1750 N TOWER ATLANTA, GA 30303	N/A PC	ATLANTA VOLUNTEER LAWYERS FOUNDATION SAFE AND STABLE FAMILIES PROGRAM	10,000
ATLANTA-FULTON COUNTY ZOO INC 800 CHEROKEE AVE SE ATLANTA, GA 30315	N/A PC	A GRAND NEW VIEW CAPITAL CAMPAIGN	10,000
ATTENTION INC 1443 SPRUCE ST BOULDER, CO 80302	N/A PC	RUNAWAY AND HOMELESS YOUTH (RHY) PROGRAM SUPPORT	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUDIO INFORMATION NETWORK OF COLORADO 1700 55TH ST STE A BOULDER, CO 80301	N/A PC	AUDIO INFORMATION SERVICES FOR BLIND/VISUALLY IMPAIRED/PRINT DISABLED BOULDER COUNTY RESIDENTS PROJECT	10,000
BENJAMIN FRANKLIN ACADEMY INC 1585 CLIFTON RD NE ATLANTA, GA 30329	N/A PC	AN EXPANDED HOME FOR ACHIEVING THE POSSIBLE CAMPAIGN	25,000
BIG BROTHERS BIG SISTERS OF METRO ATLANTA INC 1382 PEACHTREE ST, NE ATLANTA, GA 30309	N/A PC	COMMUNITY BASED MENTORING PROJECT	50,000
BOULDER COMMUNITY HOUSING CORPORATION INC PO BOX 471 BOULDER, CO 80306	N/A PC	FAMILY SELF-SUFFICIENCY PROGRAM	10,000
BOULDER COUNTY AIDS PROJECT 2118 14TH ST BOULDER, CO 80302	N/A PC	HIV CARE SERVICES	10,000
BOULDER EMERGENCY SQUAD BOULDER COLORADO PO BOX 18887 BOULDER, CO 80308	N/A PC	EMERGENCY SERVICES	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOULDER ENERGY CONSERVATION CENTER INC 2639 SPRUCE ST BOULDER, CO 80302	N/A PC	COMMUNITY-LED WATER CONSERVATION PROJECT	15,000
BOULDER SHELTER FOR THE HOMELESS INC 4869 BROADWAY ST BOULDER, CO 80304	N/A PC	TRANSITION SERVICES	10,000
BOULDER VALLEY WOMENS HEALTH CENTER INC 2855 VALMONT RD BOULDER, CO 80301	N/A PC	SUBSIDIZED SERVICES	15,000
BREAKTHRU HOUSE INC 1895 EASTFIELD ST DECATUR, GA 30032	N/A PC	GENERAL & UNRESTRICTED	10,000
BRIDGE HOUSE 5345 ARAPAHOE AVE #5 BOULDER, CO 80303	N/A PC	READY TO WORK AND RESOURCE CENTER	10,000
CAL-WOOD EDUCATION CENTER PO BOX 347 JAMESTOWN, CO 80455	N/A PC	THE BRIDGE FUND BUILDING RELATIONSHIPS WITH INNER-CITY AND DIVERSE GROUPS AND THE ENVIRONMENT PROJECT	12,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR HUMAN DEVELOPMENT, FAMILY OUTREACH OF A 401 MAIN ST, STE #12 AMHERST, MA 01002	N/A PC	STRIVE TO THRIVE PROJECT	50,000
CENTRAL OUTREACH AND ADVOCACY CENTER INC 201 WASHINGTON ST SW ATLANTA, GA 30303	N/A PC	GENERAL & UNRESTRICTED	5,000
CHILD AND FAMILY ADVOCACY PROGRAM PO BOX 19122 BOULDER, CO 80308	N/A PC	CAPITAL PROJECT TO EXTEND THE BRIDGE OF HEALING AND JUSTICE FOR CHILD ABUSE VICTIMS AND THEIR FAMILIES	10,000
COLORADO FRIENDSHIP 1067 S HOVER ST STE E-116 LONGMONT, CO 80501	N/A PC	INCREDIBLES PROJECT	10,000
COMMON SCHOOL INC 521 S PLEASANT ST AMHERST, MA 01002	N/A PC	COMMON SCHOOL NEW CLASSROOM BUILDING PROJECT	150,000
CONSERVATION TRUST FOR FLORIDA INC 1731 NW 6TH ST STE F GAINESVILLE, FL 32609	N/A PC	NORTH CENTRAL FLORIDA FORESTS PROJECT	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COOL GIRLS INC 621 N AVE NE STE A220 ATLANTA, GA 30308	N/A PC	GENERAL & UNRESTRICTED	10,000
DANCE ALIVE INC 1325 NW 2ND ST GAINESVILLE, FL 32601	N/A PC	DANB AND AEC CREATE MAGIC PROJECT	25,000
DECATUR COOPERATIVE MINISTRY PO BOX 457 DECATUR, GA 30031	N/A PC	GENERAL & UNRESTRICTED	5,000
DEVELOPMENTAL DISABILITIES CENTER DBA IMAGINE 1400 DIXON AVE LAFAYETTE, CO 80026	N/A PC	COMMUNITY CALENDAR ACTIVITIES PROJECT	10,000
EMERGENCY FAMILY ASSISTANCE ASSOCIATION INC 1575 YARMOUTH AVE BOULDER, CO 80304	N/A PC	GENERAL OPERATING SUPPORT	15,000
FAMILIES FIRST INC 80 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30314	N/A PC	FAMILY MATTERS CAPITAL CAMPAIGN	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FERNBANK INC 767 CLIFTON RD NE ATLANTA, GA 30307	N/A PC	PIONEERING THE NATURE GENERATION INITIATIVE	100,000
FRIENDS OF CHILDREN INC 245 RUSSELL ST STE 22 HADLEY, MA 01035	N/A PC	PARTY OF SIX EMPOWERING EMANCIPATED FOSTER YOUTH PROJECT	50,000
GEORGIA JUSTICE PROJECT INC 438 EDGEWOOD AVE SE ATLANTA, GA 30312	N/A PC	SOCIAL SERVICES AND EMPLOYMENT READINESS SUPPORT PROJECT	5,000
GREENHOUSE SCHOLARS 1881 9TH ST STE 200 BOULDER, CO 80302	N/A PC	WHOLE PERSON PROGRAM IN COLORADO AND GEORGIA	10,000
GROWING GARDENS OF BOULDER COUNTY INC PO BOX 1066 BOULDER, CO 80306	N/A PC	THE GROWING GARDENS FOOD PROJECT	5,000
HOPE-HOMELESS OUTREACH PROVIDING ENCOURAGEMENT PO BOX 756 LONGMONT, CO 80502	N/A PC	HOPE - MEDICAL RESPITE CONVALESCENT CARE FOR HOMELESS PROJECT	10,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IMPACT ON EDUCATION 721 FRONT ST APT A LOUISVILLE, CO 80027	N/A PC	SUMMER SHUFFLE PROJECT	10,000
JERUSALEM HOUSE INC 17 EXECUTIVE PARK DR NE STE 2 ATLANTA, GA 30329	N/A PC	GENERAL & UNRESTRICTED	10,000
KESTREL LAND TRUST PO BOX 1016 AMHERST, MA 01004	N/A PC	HOLLAND GLEN CONSERVATION AREA ADDITION PROJECT	25,000
LEKOTEK OF GEORGIA INC 1955 CLIFF VALLEY WAY NE STE 102 ATLANTA, GA 30329	N/A PC	LEKOTEK TECHNOLOGY PROGRAM FOR CHILDREN WITH DISABILITIES	5,000
LIFECYCLE BUILDING CENTER INC 581 GREENWOOD AVE NE ATLANTA, GA 30308	N/A PC	DECONSTRUCTION SERVICES	10,000
MARTIN LUTHER KING COMMUNITY CENTER INCORPORATED 20 DR MARCUS WHEATLAND BLVD NEWPORT, RI 02840	N/A PC	MARTIN LUTHER KING COMMUNITY CENTER SUMMER ADVENTURE CAMP	25,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MATHESON HISTORY MUSEUM INC 513 E UNIVERSITY AVE GAINESVILLE, FL 32601	N/A PC	GENERAL & UNRESTRICTED	10,000
MATHESON HISTORY MUSEUM INC 513 E UNIVERSITY AVE GAINESVILLE, FL 32601	N/A PC	COLLECTIONS AND ARCHIVES CONSERVATION PROJECT	50,000
MEN STOPPING VIOLENCE INC 2785 LAWRENCEVILLE HWY STE 112 DECATUR, GA 30033	N/A PC	GENERAL & UNRESTRICTED	5,000
MEN STOPPING VIOLENCE INC 2785 LAWRENCEVILLE HWY STE 112 DECATUR, GA 30033	N/A PC	BECAUSE WE HAVE DAUGHTERS (BWHD) PROGRAM	5,000
MOTHER HOUSE INC PO BOX 19589 BOULDER, CO 80308	N/A PC	SHELTER PROGRAM	10,000
MOVING IN THE SPIRIT INC 544 ANGIER AVE NE ATLANTA, GA 30308	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARK PRIDE ATLANTA INC 233 PEACHTREE ST NE STE 1600 ATLANTA, GA 30303	N/A PC	BOONE PARK WEST PROJECT	50,000
SAFE HANDS FOR GIRLS 2890 DARRAH CT SW ATLANTA, GA 30331	N/A PC	GENERAL & UNRESTRICTED	10,000
SAFEHOUSE PROGRESSIVE ALLIANCE FOR NONVIOLENCE INC 835 N ST BOULDER, CO 80304	N/A PC	DOMESTIC VIOLENCE VICTIM SERVICES	10,000
SEVEN STAGES INC 1105 EUCLID AVE NE ATLANTA, GA 30307	N/A PC	ASSET RESTORATION CAMPAIGN (ARC)	25,000
SUGARLOAFERS AGAINST WILDFIRES PO BOX 7300 BOULDER, CO 80306	N/A PC	SUGARLOAF WILDFIRE FUEL REDUCTION PROJECT	10,000
SYNCHRONICITY PERFORMANCE GROUP 1389 PEACHTREE ST NE STE 350 ATLANTA, GA 30309	N/A PC	CAPACITY BUILDING & LONG TERM SUSTIANABILITY PROGRAM	20,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SYNCHRONICITY PERFORMANCE GROUP 1389 PEACHTREE ST NE STE 350 ATLANTA, GA 30309	N/A PC	STRATEGIC CAPACITY BUILDING INITIATIVE	25,000
THE SOUTH FORK CONSERVANCY INCORPORATED PO BOX 5433 ATLANTA, GA 31107	N/A PC	REVEALING THE CREEK CAPITAL CAMPAIGN	25,000
THE TINY TIM CENTER INC 611 KORTE WAY LONGMONT, CO 80501	N/A PC	EARLY CHILDHOOD EDUCATION FOR CHILDREN WITH AND WITHOUT SPECIAL NEEDS PROJECT	5,000
UNIVERSITY OF FLORIDA FOUNDATION INC - SAMUEL P H PO BOX 14425 GAINESVILLE, FL 32604	N/A PC	HARN GENERAL PROGRAM TO SUPPORT EXHIBITIONS, EDUCATIONAL PROGRAMS, PUBLICATIONS AND STAFF	150,000
WILD BEAR CENTER FOR NATURE DISCOVERY PO BOX 3017 NEDERLAND, CO 80466	N/A PC	WILD BEAR MOUNTAIN ECOLOGY PROJECT	10,000
WOMEN MOVING ON INC PO BOX 171 DECATUR, GA 30031	N/A PC	GENERAL & UNRESTRICTED	15,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WYLDE CENTER INC 435 OAKVIEW RD DECATUR, GA 30030	N/A PC	HAWK HOLLOW NATIVE RESTORATION AND EDUCATION PROJECT	15,000
		TOTAL CONTRIBUTIONS PAID	1,297,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLASS ACTION LAWSUIT PROCEEDS			01	110.	
TOTALS				110.	