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Return of Private Foundation

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

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

PENNY LIMA NEWHOUSE FOUNDATION

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

Room/suite

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,015,561.

J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

A Employer identification number

45-4900911

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here. ► **D 1 Foreign organizations, check here.** ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► **E If private foundation status was terminated under section 507(b)(1)(A), check here.** ► **F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here.** ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		16.	16.		
4 Dividends and interest from securities		20,446.	17,388.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,370.			
b Gross sales price for all assets on line 6a	52,849.				
7 Capital gain net income (from Part IV, line 2)			1,623.		
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		-1,010.	-23.		
12 Total. Add lines 1 through 11		23,822.	19,004.		
Revenue					
13 Compensation of officers, directors, trustees, etc		14,800.	9,620.		5,180.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH. 2		2,615.			2,615.
c Other professional fees (attach schedule) [3]		4,139.	2,134.		2,005.
17 Interest		8,387.	72.		
18 Taxes (attach schedule) (see instructions) [4]		1,112.	1,092.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy		1,014.	538.		
21 Travel, conferences, and meetings		19.			19.
22 Printing and publications		117.			117.
23 Other expenses (attach schedule) ATCH. 5		9,847.	611.		8,885.
24 Total operating and administrative expenses.		42,050.	14,067.		18,821.
Add lines 13 through 23.		6,944.			6,944.
25 Contributions, gifts, grants paid		48,994.	14,067.	0.	25,765.
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12		-25,172.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			4,937.		
c Adjusted net income (if negative, enter -0-)					

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	9,732.	63,724.	63,724.
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) ATCH 6	430,685.	389,012.	426,791.
c	Investments - corporate bonds (attach schedule) ATCH 7	10,936.	10,936.	10,883.
11	Investments - land, buildings, and equipment basis ►	485,253.		ATCH 8
	Less accumulated depreciation ►		221,754.	485,253.
				493,760.
12	Investments - mortgage loans.			
13	Investments - other (attach schedule) ATCH 9	13,349.	12,189.	20,403.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	686,456.	961,114.	1,015,561.
Liabilities				
17	Accounts payable and accrued expenses		299,830.	
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.	299,830.	
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. ► <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund.			
29	Retained earnings, accumulated income, endowment, or other funds	686,456.	661,284.	
30	Total net assets or fund balances (see instructions)	686,456.	661,284.	
31	Total liabilities and net assets/fund balances (see instructions)	686,456.	961,114.	

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	686,456.
2	Enter amount from Part I, line 27a	2	-25,172.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	661,284.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	661,284.

Form 990-PF (2016)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 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			(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					
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	1,623.	
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	26,714.	737,513.	0.036222
2014	37,514.	823,070.	0.045578
2013	33,088.	765,845.	0.043205
2012	25,736.	343,428.	0.074939
2011			
2 Total of line 1, column (d)			2 0.199944
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 0.049986
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 633,661.
5 Multiply line 4 by line 3.			5 31,674.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 49.
7 Add lines 5 and 6.			7 31,723.
8 Enter qualifying distributions from Part XII, line 4.			8 25,765.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	(attach copy of letter if necessary - see instructions)	1	99.
Date of ruling or determination letter _____				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3		99.
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		99.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . .	6a	100.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7		100.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		1.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11	11		

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
<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>			
c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	X	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	X	
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>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE, . . .	X	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . .	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)? <i>If "Yes," complete Part XIV</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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	Yes	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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FOUNDATION SOURCE Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE	Telephone no ► 800-839-1754 ZIP+4 ► 19809-1377		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		14,800.	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 463,318.
b Average of monthly cash balances	1b 24,744.
c Fair market value of all other assets (see instructions)	1c 329,185.
d Total (add lines 1a, b, and c)	1d 817,247.
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	2 173,936.
3 Subtract line 2 from line 1d	3 643,311.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 9,650.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 633,661.
6 Minimum investment return. Enter 5% of line 5	6 31,683.

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 31,683.
2a Tax on investment income for 2016 from Part VI, line 5	2a 99.
b Income tax for 2016 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 99.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 31,584.
4 Recoveries of amounts treated as qualifying distributions	4
5 Add lines 3 and 4	5 31,584.
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 31,584.

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 25,765.
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 25,765.
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 25,765.

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				31,584.
2 Undistributed income, if any, as of the end of 2016			5,935.	
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 25,765.			5,935.	
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.				19,830.
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.				11,754.
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.		0.		
Subtract lines 7 and 8 from line 6a				
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

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	
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

NONE

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

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

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

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

c. Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
ATCH 11				
Total			► 3a	6,944.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			14	16.	
3 Interest on savings and temporary cash investments .	525990	3,058.	14	17,388.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate-					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property. -					
7 Other investment income	525990	2,476.	18	1,894.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a K-1 INC/LOSS	525990	-987.	14	-23.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		4,547.		19,275.	
13 Total. Add line 12, columns (b), (d), and (e)				13	23,822.

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization:			
(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.			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

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

**Sign
Here**


Signature of officer or trustee

11-15-17

Date

► PRESIDENT

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 JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 11/15/2017	Check <input type="checkbox"/> if self-employed	PTIN 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

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities				\$ 52,849	\$ 48,480	\$ 4,369
Passthrough K-1 Capital Gain/(Loss) - non UBI						\$ 1
Allocated to UBTI - Acquisition Indebtedness						\$ (2,476)
Total included in Part IV:				\$ 52,849	\$ 48,480	\$ 1,894
Allocated to UBTI - Acquisition Indebtedness						
					\$ 2,476	
Part I, Line 6a Total:					\$ 4,370	\$ 4,370

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 INC/LOSS ONEOK PARTNERS LP	-1,010.	-23.
TOTALS	<u><u>-1,010.</u></u>	<u><u>-23.</u></u>

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BOOKKEEPING	2,615.			2,615.
TOTALS	<u>2,615.</u>			<u>2,615.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION OF FOUNDATION INVESTMENT MANAGEMENT SERVICES RIVER ROAD PROJECT	2,005. 1,175. 1,959.	175. 1,959.	2,005.
TOTALS	<u>4,139.</u>	<u>2,134.</u>	<u>2,005.</u>

ATTACHMENT 3

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
4720 TAX FOR 2015 PROPERTY TAXES	20. 1,092.	1,092.
TOTALS	<u>1,112.</u>	<u>1,092.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATIVE FEES	7,800.		7,800.
BANK CHARGES	217.		
K-1 EXP ONEOK PARTNERS LP	3.		
OFFICE SUPPLIES	1,060.		
PROPERTY INSURANCE	742.		
STATE OR LOCAL FILING FEES	394.		
	25.		
TOTALS	<u>9,847.</u>	<u>611.</u>	<u>8,885.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>	<u>ATTACHMENT 6</u>
ALLIANZGI NFJ DIVIDEND INT & P	44,493.	33,111.	
ALPINE TOTAL DYNAMIC DIVIDEND	11,616.	10,400.	
AMERICAN FUNDS CAP INCOME BUIL	18,335.	19,957.	
AMERICAN FUNDS WASHINGTON MUTU	19,127.	24,108.	
BLACKROCK RESOURCES & COMMODIT	14,390.	10,594.	
CISCO SYSTEMS INC	6,722.	12,088.	
DIVERSIFIED REAL ASSET INCOME	6,985.	6,361.	
EXXON MOBIL CORP	2,539.	2,708.	
FIRST TRUST INTERMEDIATE DURAT	23,017.	22,690.	
FORD MOTOR COMPANY	2,838.	3,639.	
FRANKLIN EQUITY INCOME A	25,262.	31,054.	
FRANKLIN INCOME FUND	14,793.	15,465.	
FRANKLIN MANAGED TRUST RISING	23,885.	31,808.	
FRANKLIN MUTUAL SHARES FUND, C	34,552.	40,850.	
FRANKLIN TOTAL RETURN CL A	23,071.	21,141.	
FRANKLIN UTILITIES FUND	12,046.	14,877.	
GABELLI DIVIDEND & INCOME TRUS	26,698.	34,068.	
GABELLI HEALTHCARE AND WELLNES			
GENERAL ELECTRIC CO	424.	472.	
GETTY RLTY HLDG CO	8,042.	12,640.	
IVY ASSET STRATEGY FD CLASS A	9,710.	12,898.	
MICROSOFT CORP	6,040.	5,241.	
MIRANT CORP ESCROW	9,098.	18,642.	
NRG ENERGY			
POWERSHARES GLOBAL CLEAN ENERG	12.	12.	
POWERSHARES WILDERHILL PROGRES	3,743.	5,200.	
THE GABELLI GLOBAL SMALL AND M	12,917.	13,932.	
TORTOISE MLP FD INC	2,023.	1,802.	
VIRTUS TOTAL RETURN FUND INC	22,735.	17,092.	
	3,899.	3,941.	
TOTALS	389,012.	426,791.	

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RICHLAND WA ELEC REV TAXABLE	10,936.	10,883.
TOTALS	<u>10,936.</u>	<u>10,883.</u>

ATTACHMENT 7

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

<u>ASSET DESCRIPTION</u>	<u>METHOD/ CLASS</u>	<u>BEGINNING BALANCE</u>	<u>ADDITIONS</u>	<u>DISPOSALS</u>	<u>ENDING BALANCE</u>	<u>BEGINNING BALANCE</u>	<u>ADDITIONS</u>	<u>DISPOSALS</u>	<u>ENDING BALANCE</u>
607 S 3RD IMPROVE	SL	166,761			166,761				
607 S 3RD ST	SL	96,738.			96,738				
BOAT SLIP - #165	L	21,945			21,945				
LAND - RIVER RD	L	149,950			149,950				
LOT V THE BLUFFS	L	49,859			49,859				
TOTALS					<u>221,754</u>				<u>485,253</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - 479 TOPSAIL ROAD, N ONEOK PARTNERS LP	8,300. 3,889.	7,500. 12,903.
TOTALS	<u>12,189.</u>	<u>20,403.</u>

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - 479 TOPSAIL ROAD, N ONEOK PARTNERS LP	8,300. 3,889.	7,500. 12,903.
TOTALS	<u>12,189.</u>	<u>20,403.</u>

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			
52,849.								
		PUBLICLY-TRADED SECURITIES						
		48,751.					4,098.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1.	
		ALLOCATED TO UBTI - ACQ INDEBTEDNESS					-2,476.	
		TOTAL GAIN(LOSS)					<u>1,623.</u>	

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

45-4900911

ATTACHMENT 10NAME AND ADDRESSNAME AND ADDRESSTITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONCOMPENSATIONCONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANSEXPENSE ACCT
AND OTHER
ALLOWANCESDOC T HAMM
FOUNDATION SOURCE 501 SILVERSIDE RD
WILMINGTON, DE 19809-1377PRES / DIR / SEC
20.0014,800.
0.
0.

GRAND TOTALS

14,800.
0.
0.

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN HUMANIST ASSOCIATION 1821 JEFFERSON PL NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	150
AMERICAN HUMANIST ASSOCIATION 1821 JEFFERSON PL NW WASHINGTON, DC 20036	N/A PC	CAPE FEAR DIVISION	1,000
DOMESTIC VIOLENCE SHELTER AND SERVICES INC PO BOX 1555 WILMINGTON, NC 28402	N/A PC	GENERAL & UNRESTRICTED	160
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST STE 300 WILMINGTON, NC 28401	N/A PC	GENERAL & UNRESTRICTED	880
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST STE 300 WILMINGTON, NC 28401	N/A PC	WHQR - DONATION FUND	1,000
FRIENDS OF PUBLIC RADIO INC 254 N FRONT ST STE 300 WILMINGTON, NC 28401	N/A PC	WHQR - FALL PLEDGE FUND	500

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
		GENERAL & UNRESTRICTED	GENERAL & UNRESTRICTED	
SECULAR COALITION FOR AMERICA EDUCATION FUND 1012 14TH ST NW STE 205 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	GENERAL & UNRESTRICTED	100
THE HISTORIC PRESERVATION FOUNDATION OF NORTH CARO PO BOX 27644 RALEIGH, NC 27611	N/A PC	GENERAL & UNRESTRICTED	GENERAL & UNRESTRICTED	2,500
UNIVERSITY OF NORTH CAROLINA - CENTER FOR PUBLIC T 10 TW ALEXANDER DR , PO BOX 14900 DURHAM, NC 27709	N/A PC	GENERAL & UNRESTRICTED	GENERAL & UNRESTRICTED	504.
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	N/A PC	GENERAL & UNRESTRICTED	GENERAL & UNRESTRICTED	150
			TOTAL CONTRIBUTIONS PAID	<u><u>6,944</u></u>

ATTACHMENT 11 (CONT'D)