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: ROBERT AND ARDIS JAMES FOUNDATION, INC.

A Employer identification number: 46-3298762

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

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 ▶ ☐

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 ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶ $ 89,817,000.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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)	635,350.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	95.	95.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	331,311.			
	b Gross sales price for all assets on line 6a 630,450.				
	7 Capital gain net income (from Part IV, line 2)		371,844.		
	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	3,384,036.	2,745,281.		
	12 **Total.** Add lines 1 through 11	4,350,792.	3,117,220.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	1,565.			1,565.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)[3]	10,079.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH	1,669,422.	1,419,155.		163,362.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,681,066.	1,419,155.		164,927.
	25 Contributions, gifts, grants paid	7,042,488.			7,042,488.
	26 **Total expenses and disbursements** Add lines 24 and 25	8,723,554.	1,419,155.	0.	7,207,415.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-4,372,762.			
	b **Net investment income** (if negative, enter -0-)		1,698,065.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	466,933.	6,707,186.	6,707,186.
	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 5		6,212,484.	5,624,331.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 6	5,652,153.	42,413,326.	77,485,483.
	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)	6,119,086.	55,332,996.	89,817,000.
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. ▶ [X]			
	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	6,119,086.	55,332,996.	
	30	Total net assets or fund balances (see instructions)	6,119,086.	55,332,996.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,119,086.	55,332,996.	

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	6,119,086.
2	Enter amount from Part I, line 27a	2	-4,372,762.
3	Other increases not included in line 2 (itemize) ▶ ATCH 7	3	53,586,672.
4	Add lines 1, 2, and 3	4	55,332,996.
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	55,332,996.

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	371,844.
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 See Appendix A

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	8,257,876.	132,278,743.	0.062428
2014	6,094,755.	133,573,338.	0.045629
2013	3,508,975.	123,058,304.	0.028515
2012	3,279,944.	69,642,319.	0.047097
2011	3,346,598.	67,611,261.	0.049498

2	**Total** of line 1, column (d)	2	0.233167
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	0.046633
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	91,319,977.
5	Multiply line 4 by line 3	5	4,258,524.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,981.
7	Add lines 5 and 6	7	4,275,505.
8	Enter qualifying distributions from Part XII, line 4	8	7,207,415.

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 ▶ [X] and enter 1% of Part I, line 27b	1	16,981.
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	16,981.
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	16,981.
6	Credits/Payments See Appendix A		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a 52,863.		
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	52,863.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	35,882.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 35,882. **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	X	
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) ▶ DE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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		
	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		X
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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . . [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ [ ]

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** No: 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 [X] 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 8		0.	0.	0.

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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:		See Appendix A
a	Average monthly fair market value of securities	1a	6,698,706.
b	Average of monthly cash balances	1b	3,371,730.
c	Fair market value of all other assets (see instructions)	1c	82,640,201.
d	**Total** (add lines 1a, b, and c)	1d	92,710,637.
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	92,710,637.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,390,660.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	91,319,977.
6	**Minimum investment return.** Enter 5% of line 5	6	4,565,999.

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	4,565,999.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	16,981.		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b	60,768.		
c	Add lines 2a and 2b	See Appendix A		2c	77,749.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,488,250.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,488,250.
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	4,488,250.

Part XII Qualifying Distributions (see instructions) See Appendix A

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	7,207,415.
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	7,207,415.
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	16,981.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,190,434.

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				4,488,250.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,810,892.	
b Total for prior years 20 14 ,20 13 ,20 12			See Appendix	A
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 ▶ $ 7,207,415.				
a Applied to 2015, but not more than line 2a			4,810,892.	
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				2,396,523.
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				2,091,727.
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			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
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))

ROBERT JAMES

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 ▶ [X] 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 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 9				
Total . . . . . . ▶ **3a**				7,042,488.
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	95.	
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					
8 Gain or (loss) from sales of assets other than inventory	525990	45,411.	18	285,900.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 10		12,804.		3,371,232.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		58,215.		3,657,227.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,715,442.

(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] 11/5/2017 ▶ Secretary

Signature of officer or trustee Date Title

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

Paid Preparer Use Only				
Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/07/2017		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	

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

Schedule of Contributors

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

OMB No 1545-0047
2016

Name of the organization: ROBERT AND ARDIS JAMES FOUNDATION, INC.

Employer identification number: 46-3298762

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization ROBERT AND ARDIS JAMES FOUNDATION, INC.

Employer identification number 46-3298762

Part I **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES, ROBERT 122 PALMERS HILL RD., APT. 1209 STAMFORD, CT 06902	$ 635,350.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization ROBERT AND ARDIS JAMES FOUNDATION, INC.

Employer identification number 46-3298762

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	AT&T, INC T, 15000 SH.	$ 625,350.	06/27/2016

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

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

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

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

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

Name of organization ROBERT AND ARDIS JAMES FOUNDATION, INC.

Employer identification number 46-3298762

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Robert and Ardis James Foundation, Inc
Taxable Year Ending. December 31, 2016

46-3298762

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded securities				$ 630,450	$ 625,350	$ 5,100
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 280,800
Total included in Part IV·				$ 630,450	$ 625,350	$ 285,900
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 45,411
Part I, Line 6a Total·						$ 331,311

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS EAST ROCK FOCUS FUND LP	254,541.	250,709.
K-1 INC/LOSS TENNENBAUM SPECIAL SITUATIO	145,878.	135,934.
FROM PREDECESSOR FD (SEE APPENDIX A)	2,983,617.	2,358,638.
TOTALS	3,384,036.	2,745,281.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL CONSULTATIONS	1,565.			1,565.
TOTALS	1,565.			1,565.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
990-PF EXCISE TAX FOR 2016	5,900.
990-PF EXCISE TAX FOR 2015	2,300.
990-T INCOME TAX FOR 2015	1,879.
TOTALS	10,079.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	30.	30.	
K-1 EXP EAST ROCK FOCUS FUND L	296,230.	296,202.	
K-1 EXP TENNENBAUM SPECIAL SIT	27,099.	25,401.	
STATE OR LOCAL FILING FEES	25.		25.
FROM PRE. FD (SEE APPENDIX A)	1,346,038.	1,097,522.	163,337.
TOTALS	1,669,422.	1,419,155.	163,362.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CBL & ASSOCIATES PROPERTIES	704,868.	679,710.
HENDERSON EUROPEAN FOCUS FD CL	2,156,775.	1,880,955.
PRANA BIOTECHNOLOGY LIMITED	542,000.	64,137.
SL GREEN RLTY CORP PFD SER I -	241,806.	249,400.
VANGUARD CAPITAL OPPORTUNITY A	1,247,199.	1,510,625.
YACKTMAN FUND, INC.	1,319,836.	1,239,504.
TOTALS	6,212,484.	5,624,331.

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
JUDGEMENT - FIRST MARBLEHEAD	416,617.	13,660,406.
AAVIN MEZZANINE FUND LP	873,929.	806,758.
ADYEN BV	1,104,090.	6,522,310.
ALTEGRIS MULTI-STRATEGY FUND	2,500,000.	2,672,644.
AMG TOPCO ADVERTISING LIMITED	622.	3,353.
CAPITAL INT PRVT EQTY FD V	1,174,365.	445,916.
CAPITAL INT PRVT EQTY FD VI	1,724,626.	1,578,438.
CORSAIR III FIN SRVCS CAP PTRS	1,126,562.	1,540,158.
CORSAIR III FIN OFFSH CAP PTRS	862,913.	308,022.
CORSAIR IV FIN SRVCS CAP PTRS	599,140.	737,310.
CORSAIR IV FSCI CAYMAN LP	361,701.	771,915.
CORSAIR KOREA INVESTORS LLC	956,301.	1,271,903.
EAST ROCK FOCUS FUND LP	5,353,588.	5,731,923.
EDGE PRINCIPAL INVESTMENTS II	1,598,373.	2,854,370.
EDGE PRINCIPAL INVESTMENTS III	2,502,852.	2,879,504.
EDGE PRINCIPAL INVESTMENTS, LP		224,387.
ENTERPRISE 299 ASSOCIATES	100,210.	7,716,560.
ENTERPRISE WEXFORD ASSOCIATES	736,503.	544,454.
ENTERPRISE WEXFORD ELEVEN LLC	204,972.	212,815.
EXXETA AG	10,893.	66,484.
GLENVIEW CAPITAL PARTNERS	2,000,000.	1,782,716.
HOUND PARTNERS CONCENTRATED FD	1,192,823.	1,318,274.
HOUND PARTNERS LP	1,412,910.	1,321,963.
IGNIA FUND I, LP	1,584,802.	1,160,374.
INDUS STRUCTURED FINANCE FUND	262,388.	6,464.
JAMES FOUNDATION INVESTMENTS	890,456.	2,014,257.
KAYNE SENIOR CREDIT FUND	337,218.	314,885.
KAYNE SENIOR CREDIT II OFFSH	1,686,589.	1,633,435.
OCH-ZIFF REAL ESTATE FUND III	642,835.	720,202.
PALOMA INTERNATIONAL LIMITED	2,000,260.	4,229,329.
PERSHING SQUARE INTL LTD CLASS	3,895,324.	7,504,400.
RCG LONGVIEW DEBT FUND IV, LP	346,555.	179,727.
RCG LONGVIEW II, LP	172,590.	462,247.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SIERRA CAPITAL LP	94,768.	94,229.
SIRE SPV OFFSHORE LTD	5,826.	5,471.
SPECIAL VALUE OPPORTUNITIES FD	567,054.	207,450.
STRATEGIC PARTNERS OFFSHORE FD	775,684.	1,213,612.
TENNENBAUM SPECIAL SITUATIONS	1,439,158.	1,333,127.
WEXFORD OFFSHORE SPECTRUM FUND	144,646.	595,455.
ZEPHYR PEACOCK INDIA FUND II	317,769.	293,249.
ZEPHYR PEACOCK INDIA FUND III	435,414.	544,987.
TOTALS	42,413,326.	77,485,483.

ATTACHMENT 7

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
FROM PREDECESSOR FD (SEE APPENDIX A)	53,586,672.
TOTAL	53,586,672.

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						
630,450.		539,406.					91,044.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							280,800.	
TOTAL GAIN(LOSS)							371,844.	

Part VII-A, Line 11 (990-PF) – Controlled Entity

Name of Controlled Entity: James Foundation Investments, Ltd.
EIN N/A
Street Address PO Box 309GT, Ugland House, Grand Cayman, Cayman Islands KY1-1104
This entity is not an excess business holding
No transfers were made during 2016 from the Foundation to this entity or from this entity to the Foundation

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RALPH JAMES FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
ROBERT JAMES FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 1.00	0.	0.	0.
CATHERINE JAMES PAGLIA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / SEC / TREAS 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AGAPE COMMUNITY TRANSFORMATION PO BOX 2565 MIDLAND, MI 48641	N/A PC	UGANDAN MAVERICK SCHOLARSHIP PROGRAM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
ALZHEIMER'S ASSOCIATION - CONNECTICUT CHAPTER 200 EXECUTIVE BLVD STE 4B SOUTHINGTON, CT 06489	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	500
ALZHEIMERS DISEASE AND RELATED DISORDERS NEW YORK 360 LEXINGTON AVE NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	500
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE 1150 17TH ST NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
AMERICAN QUILT STUDY GROUP 1610 L ST LINCOLN, NE 68508	N/A PC	2016 AQSG SEMINAR PAPER PRESENTATION & (FROM PREDE PUBLICATION SPONSORSHIP PROGRAM FOR JONATHAN (FROMGREGORY'S WHY ERNEST HAIGHT MADE QUILTS (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000
AMERICAN QUILT STUDY GROUP 1610 L ST LINCOLN, NE 68508	N/A PC	DIME A DAY CAMPAIGN (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	100

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION 360 E CORONADO RD STE 140 PHOENIX, AZ 85004	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000
BUILDING ONE COMMUNITY CORP 75 SELLECK ST STAMFORD, CT 06902	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
CALDER PERFORMING ARTS ORGANIZATION 4750 BELOIT AVE CULVER CITY, CA 90230	N/A PC	TO ENABLE THE CALDER QUARTET TO BRING NEW WORK TO LIFE AND SHARE THIS MUSIC WITH NEW AUDIENCES (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	100,000.
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A PC	PARENTS FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	20,000
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A PC	CARLETON COLLEGE SCIENCE (SEE ATTACHED IN-KIND GRANT SCHEDULE) (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,868,505

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARNEGIE COUNCIL FOR ETHICS IN INTERNATIONAL AFFAI 170 E 64TH ST NEW YORK, NY 10065	N/A PC	ANNUAL CONTRIBUTION (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AV NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	100,000
CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC 90 FAIRFIELD AVE STAMFORD, CT 06904	N/A PC	CAPITAL PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000.
CHILD & FAMILY SERVICES OF EASTERN VIRGINIA INC 150 BOUSH ST STE 800 NORFOLK, VA 23510	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000
COOKE CENTER FOR LEARNING AND DEVELOPMENT 475 RIVERSIDE DR STE 730 NEW YORK, NY 10115	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOANE UNIVERSITY 1014 BOSWELL AVE CRETE, NE 68333	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
DOANE UNIVERSITY 1014 BOSWELL AVE CRETE, NE 68333	N/A PC	THEATER AS AN EDUCATIONAL TOOL TO ADDRESS THE (FRO SUBJECT OF IMMIGRATION (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	6,000
DOANE UNIVERSITY 1014 BOSWELL AVE CRETE, NE 68333	N/A PC	CAPITAL PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	150,000
EDUCATIONAL ALLIANCE INC 197 E BROADWAY NEW YORK, NY 10002	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000.
EL PORVENIR 80 GARDEN CENTER, STE 135 BROOMFIELD, CO 80020	N/A PC	VOLUNTEER WORK TRIP PROGRAM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	3,000
ENGLISH SPEAKING UNION OF THE UNITED STATES 144 E 39TH ST NEW YORK, NY 10016	N/A PC	HELP IMMIGRANTS ASSIMILATE AND TO SPEAK ENGLISH (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORT HAYS STATE UNIVERSITY FOUNDATION PO BOX 1060 HAYS, KS 67601	N/A PC	ATHLETICS-BASEBALL FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
FRACTURED ATLAS INC 248 W 35TH ST 10TH FLR NEW YORK, NY 10001	N/A PC	THE ASSOCIATES THEATER ENSEMBLE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
FREE ARTS FOR ABUSED CHILDREN OF NEW YORK CITY INC 1431 BROADWAY 7TH FL NEW YORK, NY 10018	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
FRIENDS OF NGONG ROAD PO BOX 2090 MINNEAPOLIS, MN 55402	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000.
FRIENDS OF NGONG ROAD PO BOX 2090 MINNEAPOLIS, MN 55402	N/A PC	SUPPORT A HIGH SCHOOL CLASS (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	40,000.
HARDIN-SIMMONS UNIVERSITY 2200 HICKORY ST HSU BOX 16034 ABILENE, TX 79698	N/A PC	LOCKER ROOM PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	30,000
HARVARD BUSINESS SCHOOL TEELE HALL, SOLDIERS FIELD BOSTON, MA 02163	N/A PC	CAPITAL PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	400,000
HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN 10 GARDEN ST CAMBRIDGE, MA 02138	N/A PC	ESTABLISH THE ARDIS BUTLER JAMES FUND FOR SCIENCE AT THE RADCLIFFE INSTITUTE FOR ADVANCED STUDY (FROSTUDY (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	200,000
HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000
HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138	N/A PC	FIRST INSTALLMENT OF CAPITAL PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	200,000
HELEN KELLER INTERNATIONAL INC 352 PARK AVE S, 12 FL NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUDSON INSTITUTE INC 1201 PENNSYLVANIA AVE NW STE 400 WASHINGTON, DC 20004	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	40,000.
HUDSON INSTITUTE INC 1201 PENNSYLVANIA AVE NW STE 400 WASHINGTON, DC 20004	N/A PC	PRESIDENT'S LEVEL INITIATIVE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
HUMAN RIGHTS IN CHINA INC 450 7TH AVE, STE 1301 NEW YORK, NY 10123	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
HUMAN RIGHTS WATCH INC 350 5TH AVE 34TH FL NEW YORK, NY 10118	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000
INTERNATIONAL INSTITUTE FOR STRATEGIC STUDIES - U 2121 K ST N W , STE 801 WASHINGTON, DC 20037	N/A SO I	WILL JAPAN, ROK, OR TAIWAN GO NUCLEAR? BOOK (FROM PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	37,633
INTERNATIONAL INSTITUTE FOR STRATEGIC STUDIES - U 2121 K ST N W , STE 801 WASHINGTON, DC 20037	N/A SO I	DEFENSE OVERSTRETCH BOOK PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	23,750

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL INSTITUTE FOR STRATEGIC STUDIES - U 2121 K ST N W , STE 801 WASHINGTON, DC 20037	N/A SO I	DEFENSE OVERSTRETCH BOOK PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	47,500
JOYCE IVY FOUNDATION PO BOX 2396 ANN ARBOR, MI 48106	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,200
KING SCHOOL INCORPORATED 1450 NEWFIELD AVE STAMFORD, CT 06905	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	75,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVE NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	200,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVE NEW YORK, NY 10017	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000
MASSACHUSETTS INSTITUTE OF TECH 77 MASSACHUSETTS AVE CAMBRIDGE, MA 02139	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DR, W98-200 CAMBRIDGE, MA 02139	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DR, W98-200 CAMBRIDGE, MA 02139	N/A PC	ESTABLISH THE ENDOWED ROBERT G JAMES CAREER (FROM DEVELOPMENT PROFESSORSHIP FOR JUNIOR FACULTY (FROMMEMBERS IN THE MIT SLOAN SCHOOL OF MANAGEMENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	600,000
MICHIGAN STATE UNIVERSITY SPARTAN WAY 535 CHESTNUT RD RM 300 EAST LANSING, MI 48824	N/A PC	ADVANCE MICHIGAN STATE UNIVERSITY MUSEUM QUILT INDEX PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
NAVAL WAR COLLEGE FOUNDATION INC 686 CUSHING RD NEWPORT, RI 02841	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	500
NEBRASKA PRESS ASSOCIATION FOUNDATION 845 S ST LINCOLN, NE 68508	N/A PC	RURAL HEALTH NEWS SERVICE PROJECT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000
NEBRASKA WESLEYAN UNIVERSITY 5000 SAINT PAUL AVE LINCOLN, NE 68504	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHWESTERN UNIVERSITY 1201 DAVIS ST, 3RD FL EVANSTON, IL 60208	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,500.
OHIO STATE UNIVERSITY FOUNDATION 1465 MT VERNON AVE MARION, OH 43302	N/A PC	OHIO STATE UNIVERSITY INTERACTIVE EDUCATIONAL (FRO PROGRAM THAT WILL USE THEATER AS THE CORE AND (FROPRISON REFORM AS THE SUBJECT MATTER (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	6,000
OMAHA COMMUNITY FOUNDATION 302 S 36TH ST STE 100 OMAHA, NE 68131	N/A PC	PLATTE INSTITUTE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	100
ORD CHRISTIAN CHURCH PO BOX 68 ORD, NE 68862	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
OUTREACH INTERNATIONAL 129 W LEXINGTON 2ND FL INDEPENDENCE, MO 64050	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A PC	SIKKUY (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	30,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PENDLETON ARTISTS SOCIETY CORP 119 W STATE ST PENDLETON, IN 46064	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	2,000.
PLATTE INSTITUTE FOR ECONOMIC RESEARCH INC 900 S 74TH PLZ, STE 400 OMAHA, NE 68114	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD 13 APPIAN WAY CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	200,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD 13 APPIAN WAY CAMBRIDGE, MA 02138	N/A PC	TO SUPPORT DEAN'S VENTURE FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	200,000
RAND CORPORATION 1776 MAIN ST SANTA MONICA, CA 90401	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	20,000
REAL CLEAR FOUNDATION 6160 N CICERO AVE CHICAGO, IL 60646	N/A PC	IN SUPPORT OF REAL CLEAR ENERGY (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVERVIEW SCHOOL INC 551 RTE 6A EAST SANDWICH, MA 02537	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
RIVERVIEW SCHOOL INC 551 RTE 6A EAST SANDWICH, MA 02537	N/A PC	FIRST INSTALLMENT PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000
RONALD REAGAN PRESIDENTIAL FOUNDATION AND INSTITUT 40 PRESIDENTIAL DR SIMI VALLEY, CA 93065	N/A PC	CHAIRMAN MEMBER (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,800.
SCHWAB CHARITABLE FUND 211 MAIN ST SAN FRANCISCO, CA 94105	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	20,000
SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLZ PALM BEACH, FL 33480	N/A PC	IN SUPPORT OF THE PROGRAMS AT THE CAMPUS ON THE LAKE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000
SOUTHWEST IOWA FAMILIES INC 215 E WASHINGTON ST CLARINDA, IA 51632	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC	FIRST INSTALLMENT PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50,000
STUDIO ART QUILT ASSOC INC PO BOX 141 HEBRON, CT 06248	N/A PC	TO FUND ONGOING DEVELOPMENT EFFORTS (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	15,000
SUMMER SEARCH BOSTON 3840 WASHINGTON ST, STE 2 JAMAICA PLAIN, MA 02130	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	100,000
TEKAMAH-HERMAN-DECATUR COMMUNITY CHURCH COUNCIL PO BOX 122 TEKAMAH, NE 68061	N/A PC	FOOD PANTRY (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXTILE SOCIETY OF AMERICA INC 1742 PORTLAND AVE SAINT PAUL, MN 55104	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
THE CONNECTION INC 100 ROSCOMMON DR STE 203 MIDDLETOWN, CT 06457	N/A PC	THE NANCY SMITH HOMESTEAD FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	5,000
THE INDEPENDENT INSTITUTE 100 SWAN WAY OAKLAND, CA 94621	N/A PC	LIGHTHOUSE SOCIETY PATRON INITIATIVE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
THE METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,500
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 445 5TH AVE NEW YORK, NY 10016	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,600
THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN 445 5TH AVE NEW YORK, NY 10016	N/A PC	CHARITABLE EVENT (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	500.

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PRESBYTERIAN CHURCH OF MT. KISCO 605 MILLWOOD RD MT KISCO, NY 10549	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
THE PROJECT ON GOVERNMENT OVERSIGHT INC 1100 G ST NW, STE 500 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000
THE YANKEE INSTITUTE FOR PUBLIC POLICY STUDIES INC 216 MAIN ST HARTFORD, CT 06106	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	65,000.
THEATER MASTERS PO BOX 899 ASPEN, CO 81612	N/A PC	FOR IMPLEMENTING THE THEATER PROGRAM AT DOANE AND OHIO STATE UNIVERSITY (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	3,000
THEATER MASTERS PO BOX 899 ASPEN, CO 81612	N/A PC	TO TEACH STUDENTS HOW TO HONE THEIR WRITING AND (F COMMUNICATION SKILLS THROUGH PLAY WRITING PROGRAM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	12,500
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFC HANOVER, NH 03755	N/A PC	ACQUISITIONS FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	12,500

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREENWICH INC 1 LAFAYETTE COURT GREENWICH, CT 06830	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
UNIVERSITY OF NEBRASKA BOARD OF REGENTS 3835 HOLDREGE ST LINCOLN, NE 68503	N/A PC	INTERNATIONAL QUILT STUDY CENTER & MUSEUM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	250
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL STE 300 LINCOLN, NE 68508	N/A PC	JUDITH DIONNE JAMES GRADUATE FELLOWSHIP FUND (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	3,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL, STE 300 LINCOLN, NE 68508	N/A PC	SECOND INSTALLMENT PLEDGE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	425,000
UNIVERSITY OF NEBRASKA FOUNDATION - INTERNATIONAL 1010 LINCOLN MALL, STE 300 LINCOLN, NE 68583	N/A PC	INTERNATIONAL QUILT STUDY CENTER AND MUSEUM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	50
US FRIENDS OF THE INTERNATIONAL INSTITUTE FOR STRA 2121 K ST NW STE 801 WASHINGTON, DC 20037	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	20,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLA CATHER FOUNDATION 413 N WEBSTER ST RED CLOUD, NE 68970	N/A PC	ANNUAL FUND DRIVE (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	10,000
YMCA OF SAN DIEGO COUNTY 3708 RUFFIN RD SAN DIEGO, CA 92123	N/A PC	FOR YMCA CAMP MARSTON & YMCA RAINTREE RANCH (FROM DIRECT CAMP SCHOLARSHIPS TO ELEMENTARY SCHOOL STUDENTS TO LOCAL TITLE 1 SCHOOL AND TO SUBSIDIZE ATTENDANCE FOR AUTISM FAMILY CAMP (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	12,000
YOUNG AMERICA'S FOUNDATION 11480 COMMERCE PARK DR STE 600 RESTON, VA 20191	N/A PC	PRESIDENT'S CLUB PROGRAM (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	1,000.
YWCA GREENWICH CONNECTICUT INC 259 E PUTNAM AVE GREENWICH, CT 06830	N/A PC	GENERAL & UNRESTRICTED (FROM PREDECESSOR FOUNDATION - SEE APPENDIX A)	25,000
HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN 10 GARDEN ST CAMBRIDGE, MA 02138	N/A PC	TO ESTABLISH THE ARDIS BUTLER JAMES FUND FOR DIVERSITY AT THE SCHLESINGER LIBRARY	100,000.
		TOTAL CONTRIBUTIONS PAID	7,042,488.

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

Method for Determining Fair Market Value of Judgement *Amount awarded by court plus accrued interest*
Method for Determining Book Value of Judgement *Purchase Price of stock related to legal action*

Description of Property	Units	Date of Distribution	Grant Recipient	Fair Market Value of Property	Book Value of Property	Value of Cash Portion of Grant	Total Amount of Grant
PARTIAL ASSIGNMENT OF PROCEEDS OF JUDGEMENT		1/1/2016	CARLETON COLLEGE	$ 2,868,505	$ 21,927	$ -	$ 2,868,505
Total				$ 2,868,505	$ 21,927		$ 2,868,505

Form 990-PF, Part III, Line 3 - Other Increases **$ 2,846,578**

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

ATTACHMENT 10

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	12,804.	14	387,615.	
FROM PREDECESSOR FD (SEE APPENDIX A)			01	2,983,617.	
TOTALS		12,804.		3,371,232.	