

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

12/01, 2016, and ending

11/30, 2017

Name of foundation THE JOHN C. GRISWOLD FAMILY FOUNDATION		A Employer identification number 13-2978937
Number and street (or P O box number if mail is not delivered to street address) 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 ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☒ Initial return of a former public charity ☐ Amended return ☒ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,731,992.		F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

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 ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	1,326.	1,326.		
4 Dividends and interest from securities	262,576.	262,576.		
5a Gross rents				
b Net rental income or (loss)	751,323.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	4,457,000.			
7 Capital gain net income (from Part IV, line 2)		751,323.		
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	2,974.	412.		
12 Total Add lines 1 through 11	1,018,199.	1,015,637.		
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	19,455.			19,455.
b Accounting fees (attach schedule)				
17c Other professional fees (attach schedule) [3]	133,940.	133,940.		
18 Interest				
19 Taxes (attach schedule) (see instructions) [4]	14,209.	309.		
20 Depreciation (attach schedule) and depletion				
21 Occupancy				
22 Travel, conferences, and meetings	34,177.			34,177.
23 Printing and publications				
24 Other expenses (attach schedule) ATCH. 5	58,049.	25.		58,024.
25 Total operating and administrative expenses Add lines 13 through 23	259,830.	134,274.		111,656.
26 Contributions, gifts, grants paid	845,000.			845,000.
27 Total expenses and disbursements Add lines 24 and 25	1,104,830.	134,274.	0.	956,656.
28 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-86,631.			
b Net investment income (if negative, enter -0-)		881,363.		
c Adjusted net income (if negative, enter -0-)				

645

Part II Balance Sheets		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	311,145.	759,304.	759,304.
	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) [6]	494,033.	747,193.	738,138.
	b	Investments - corporate stock (attach schedule) ATCH 7	7,587,712.	7,073,234.	11,168,629.
	c	Investments - corporate bonds (attach schedule) ATCH 8	2,366,273.	2,092,363.	2,065,921.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)			
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)	10,759,163.	10,672,094.	14,731,992.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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.	
		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 . .	10,759,163.	10,672,094.		
30	Total net assets or fund balances (see instructions)	10,759,163.	10,672,094.		
31	Total liabilities and net assets/fund balances (see instructions)	10,759,163.	10,672,094.		

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	10,759,163.
2	Enter amount from Part I, line 27a	2	-86,631.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,672,532.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	438.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,672,094.

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					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	751,323.	
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.

(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	953,940.	13,531,222.	0.070499
2014	904,914.	14,680,392.	0.061641
2013	835,392.	14,819,530.	0.056371
2012	772,356.	13,676,877.	0.056472
2011	746,181.	12,691,206.	0.058795
2 Total of line 1, column (d)			2 0.303778
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 0.060756
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 14,016,421.
5 Multiply line 4 by line 3.			5 851,582.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 8,814.
7 Add lines 5 and 6.			7 860,396.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 956,656.

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)		1	8,814.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	8,814.
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	8,814.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	17,300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,100.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,286.	
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 9,286. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **ATCH 10**
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ☒
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ 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 11		0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		189,409.
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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		
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	13,657,811.
b	Average of monthly cash balances	1b	572,058.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	14,229,869.
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	14,229,869.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	213,448.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,016,421.
6	Minimum investment return. Enter 5% of line 5	6	700,821.

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	700,821.
2a	Tax on investment income for 2016 from Part VI, line 5 2a		8,814.
b	Income tax for 2016 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	8,814.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	692,007.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	692,007.
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	692,007.

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	956,656.
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	956,656.
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	8,814.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	947,842.

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				692,007.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 14 , 20 13 , 20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				124,972.
b From 2012				108,741.
c From 2013				122,988.
d From 2014				179,886.
e From 2015				284,063.
f Total of lines 3a through e	820,650.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 956,656.				
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.				692,007.
e Remaining amount distributed out of corpus.	264,649.			
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	1,085,299.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				
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)	124,972.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	960,327.			
10 Analysis of line 9				
a Excess from 2012	108,741.			
b Excess from 2013	122,988.			
c Excess from 2014	179,886.			
d Excess from 2015	284,063.			
e Excess from 2016	264,649.			

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or	4942(1)(5)
---------------	------------

(4) Gross investment income .

[illegible]

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 13				
Total			▶ 3a	845,000.
b Approved for future payment				
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					
3	Interest on savings and temporary cash investments			14	1,326.	
4	Dividends and interest from securities			14	262,576.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property.					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	751,323.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a					
b	ATCH 14				2,974.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				1,018,199.	
13	Total Add line 12, columns (b), (d), and (e)					1,018,199.

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

[illegible]

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	412.	412.
FEDERAL TAX REFUND	2,562.	
TOTALS	<u>2,974.</u>	<u>412.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL 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>
GENERAL CONSULTATIONS	19,455.			19,455.
TOTALS	<u>19,455.</u>			<u>19,455.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	133,940.	133,940.
TOTALS	<u>133,940.</u>	<u>133,940.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2017	13,900.	309.
FOREIGN TAX PAID	309.	
TOTALS	<u>14,209.</u>	<u>309.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	55,469.		55,469.
BANK CHARGES	25.	25.	
STATE OR LOCAL FILING FEES	750.		750.
INDEMNIFICATION INSURANCE	1,805.		1,805.
TOTALS	58,049.	25.	58,024.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL HOME LOAN BANKS BOND -		
FED NATL MORTG ASSC 1.500% 06/	99,643.	98,894.
FED NATL MORTG ASSC 1.875% 04/	101,410.	98,977.
FED NATL MORTG ASSC 1.875% 04/	125,030.	123,499.
FED NATL MORTG ASSC 1.875% 12/	75,384.	74,798.
FED NATL MORTG ASSC 2.625% 09/	128,898.	126,979.
FHLM CORP - 1.250% - 10/02/201	99,761.	98,934.
US TIPS - 1.125% - 01/15/2021	117,067.	116,057.
US OBLIGATIONS TOTAL	<u>747,193.</u>	<u>738,138.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADOBE SYSTEMS, INC	44,262.	64,785.
AETNA INC	31,027.	122,162.
ALKERMES	14,538.	18,040.
ALLERGAN PLC	125,524.	80,309.
ALLIANCE DATA SYSTEM CORP	36,797.	95,229.
ALLY FINANCIAL INC	59,796.	76,417.
ALPHABET INC CL A	10,079.	36,266.
ALPHABET INC CL C	115,922.	251,266.
AMAZON COM	86,531.	263,591.
AMER EQ INV LIFE HLD	60,640.	80,912.
AMERICAN EXPRESS CO	38,801.	54,718.
AMERICAN TOWER REIT INC	104,952.	130,545.
AMERIPRISE FINANCIAL INC	12,209.	38,849.
AMETEK INC	7,046.	31,475.
AMPHENOL CORPORATION	9,806.	32,250.
ANADARKO PETROLEUM CORP	62,861.	47,321.
ANSYS INC	6,267.	30,379.
APPLE INC	4,660.	145,213.
ASHLAND GLOBAL HOLDINGS	6,481.	9,543.
ATHENE HOLDING LTD	55,818.	51,435.
ATLAS AIR WORLDWIDE HOLDINGS	36,313.	49,088.
AUTODESK, INC	19,845.	21,172.
AUTOMATIC DATA PROCESSING INC	45,906.	86,875.
AUTOZONE INC	6,950.	54,941.
BANK OF AMERICA CORP	56,503.	91,553.
BARCLAYS ETN PLUS SELECT MLP	286,133.	306,340.
BERRY PLASTICS GROUP INC	10,523.	36,998.
BIG LOTS INC (EX CONSOLIDATED	66,605.	91,901.
BIODEN INC	61,209.	78,932.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BLACKROCK INC	54,237.	108,758.
BOEING CO	21,320.	78,888.
BORG WARNER INC	9,181.	14,700.
BRIGHT HORIZONS FAMILY Solutio	13,639.	15,299.
BROWN FORMAN CORP CL B	8,347.	27,747.
CAPITAL ONE FINANCIAL CORP	48,487.	71,944.
CARTER'S INC	26,511.	30,763.
CENTENE CORP	35,885.	58,702.
CHECK POINT SOFTWARE TECHNOLOG	12,592.	27,428.
CHEVRON CORP	42,979.	44,145.
CHURCH & DWIGHT	8,501.	26,841.
CIGNA	51,406.	78,764.
CIMAREX ENERGY CO	22,593.	25,196.
CISCO SYSTEMS INC	55,525.	143,083.
CITIGROUP INC	105,900.	150,019.
CITRIX SYSTEMS INC	7,383.	13,846.
COGNIZANT TECHNOLOGY SOLUTIONS	11,067.	66,425.
COLGATE-PALMOLIVE COMPANY	49,088.	53,975.
COMCAST CORP	69,873.	133,192.
CONCHO RESOURCES INC	13,508.	27,972.
CROWN HOLDINGS INC	11,642.	20,368.
CVS CAREMARK CORP	36,997.	68,940.
DANAHER CORP	62,831.	128,613.
DELPHI AUTOMOTIVE P.L.C	18,498.	27,842.
DOLLAR GENERAL CORP	30,771.	55,843.
DOLLAR TREE INC	6,043.	52,099.
EDWARDS LIFESCIENCES	20,702.	28,128.
EOG RESOURCES INC	66,407.	75,819.
EPAM SYSTEMS INC	15,033.	45,039.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUINIX, INC	8,955.	42,269.
EURONET WORLDWIDE INC	29,986.	37,179.
EXACT SCIENCES CORPORATION	13,157.	14,156.
EXPEDIA INC	82,698.	67,375.
EXPRESS SCRIPTS HOLDING CO	55,463.	70,785.
F M C CP	18,311.	37,477.
F.N.B CORPORATION	57,962.	63,004.
FIDELITY NATIONAL INFORMATION	46,340.	116,686.
FINISAR CORPORATION	46,102.	41,221.
FISERV INC	41,658.	176,274.
FLEETCOR TECHNOLOGIES INC	22,296.	26,007.
FORTIVE CORPORATION	37,465.	73,232.
GLOBAL PAYMENTS INC	23,503.	40,928.
GULFPORT ENERGY CORP	103,552.	66,240.
HANESBRANDS INC	21,523.	16,712.
HARTFORD FINANCIALSERVICES GRO	18,528.	33,602.
HCA INC	24,712.	31,535.
HD SUPPLY HLDGS INC	19,938.	25,664.
HEALTHSOUTH CP	17,820.	35,365.
HEXCEL CP DELAWARE	21,059.	25,048.
HOME DEPOT INC	52,583.	122,098.
HONEYWELL INTL	103,827.	123,364.
HUB-B(OLD)	20,207.	22,642.
HUMANA INC	4,500.	28,173.
IHS MARKIT LTD	13,777.	18,696.
INGREDION INC	53,564.	63,008.
INT'L FLAVORS & FRAGRANCES INC	15,930.	27,513.
INTEGRATED DEVICE TECHNOLOGY I	45,076.	57,321.
INTERCONTINENTAL EXCHANGE, INC	51,986.	78,952.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTERNATIONAL PAPER CO	35,606.	79,537.
ISHARES MSCI PACIFIC EX-JAPAN	317,495.	451,534.
JAZZ PHARMACEUTICALS INC	17,607.	15,791.
JOHNSON & JOHNSON	93,031.	144,485.
JONES LANG LASALLE	9,835.	21,959.
JP MORGAN CHASE	113,668.	248,339.
KANSAS CITY SOUTHERN	12,633.	25,792.
KINDER MORGAN INC	148,727.	127,726.
LANNETT COMPANY INC	74,144.	85,434.
LIGAND PHARMACEUTICALS INC	9,974.	11,603.
LKQ CORPORATION	21,630.	29,802.
MARRIOTT INTERNATIONAL INC. CL	9,568.	36,830.
MASCO CORP	20,071.	23,000.
MCKESSON CORP	55,728.	43,731.
MEDTRONIC PLC	97,803.	104,387.
MELLANOX TECHNOLOGIES, LTD	14,595.	19,208.
MERCK & CO INC	42,813.	67,264.
METLIFE INC	44,385.	87,498.
MICROCHIP TECHNOLOGY INC	14,377.	50,715.
MICROSOFT CORP	76,807.	210,678.
MOHAWK INDS INC	9,180.	34,761.
MONSTER BEVERAGE CORP	4,488.	60,727.
MSCI INC	10,862.	16,731.
NEXTERA ENERGY, INC	51,801.	76,965.
NXP SEMICONDUCTORS	16,925.	50,232.
O'REILLY AUTOMOTIVE INC	22,396.	21,495.
OMNICOM GROUP	43,561.	44,007.
OPEN TEXT CORP	34,312.	45,002.
ORACLE CORP	64,194.	123,435.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PARKER HANNIFIN CP	22,175.	27,561.
PBF ENERGY INC	58,499.	85,295.
PENTAIR INC. COM	17,696.	21,063.
PEPSICO INC	61,063.	95,779.
PIONEER NAT RES CO	69,787.	63,820.
PRA HEALTH SCIENCES INC COM	27,254.	27,429.
PRAXAIR INC	55,274.	92,044.
PRUDENTIAL FINCL INC	79,780.	107,152.
PTC INC	27,022.	38,272.
PULTE GROUP INC	44,492.	64,676.
QUALCOMM INC	176,855.	188,936.
RANGE RESOURCES CORP DEL	31,967.	29,823.
RED HAT, INC	22,590.	30,296.
REXNORD CORP	21,521.	22,428.
ROPER INDUSTRIES	12,333.	39,814.
ROSS STORES, INC	18,207.	44,173.
SBA COMMUNICATIONS CORP	14,706.	44,135.
SHIRE PLC	46,450.	47,600.
SKECHERS U S A INC CL A	55,734.	79,677.
SKYWORKS SOLUTIONS, INC	37,737.	80,964.
SOUTHWESTERN ENERGY CO	38,186.	33,358.
SPROUTS FARMERS MARKET INC	22,221.	23,427.
STANLEY BLACK & DECKER INC	14,144.	15,436.
STRYKER CORPORATION	27,037.	90,948.
SYNAPTICS INC	30,759.	23,210.
TD AMERITRADE HOLDING CORP	17,388.	27,683.
TE CONNECTIVITY LTD	20,840.	33,243.
TELEFLEX INC	18,747.	23,366.
THE JM SMUCKER COMPANY	60,438.	61,252.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
THERMO FISHER SCIENTIFIC INC	55,642.	80,574.
TJX COMPANIES INC	59,604.	75,550.
TRACTOR SUPPLY CO COM	11,055.	17,538.
TRANSUNION COM USD0.01	20,673.	27,593.
TYSON FOODS INC CL A	28,613.	35,368.
ULTA SALON, COSMETICS & FRAGRA	10,566.	15,076.
UNION PACIFIC	51,015.	85,008.
UNITED STATES STEEL CORP	62,513.	79,530.
UNITED TECHNOLOGIES CORP	42,130.	75,420.
UNITEDHEALTH GROUP INC	31,062.	156,981.
UNIVERSAL HLTH SVC B	21,405.	25,354.
US BANCORP	71,566.	107,818.
V F CORP	23,647.	56,836.
VALVOLINE INC	6,824.	8,730.
VANTIV INC - CLASS A	17,250.	56,475.
VERIFONE SYSTEMS INC	64,917.	66,152.
VISA INC	90,638.	157,964.
VOYA FINANCIAL INC	75,575.	91,273.
WELLS FARGO & CO	72,229.	121,411.
WEX, INC	12,590.	23,041.
WHIRLPOOL CORP	19,468.	27,814.
XILINX INC	12,946.	13,972.
ZIMMER BIOMET HOLDINGS	78,760.	80,214.
TOTALS	<u>7,073,234.</u>	<u>11,168,629.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AT&T INC GBL NT - 3.000% - 02	149,646.	150,449.
BANK OF AMERICA - 2.600% - 01/	100,827.	100,549.
BERKSHIRE HATHAWAY FIN CORP -	53,564.	50,807.
BLACKROCK INC FR - 3.375% - 06	159,686.	155,713.
CITIGROUP INC - 1.875% - 03/31	50,168.	49,880.
CITIGROUP INC - 2.500% - 07/29	50,384.	50,127.
COMCAST CORP BOND - 2.850% - 0	149,684.	151,417.
CONOCOPHILLIPS - 3.350% - 05/1	42,049.	51,272.
CONOCOPHILLIPS - 3.350% - 11/1	98,472.	102,341.
DEERE JOHN CAP CORP - 2.800% -	95,850.	100,448.
GENERAL ELECTRIC CO - 5.250% -	190,806.	175,038.
GOLDMAN SACHS GROUP INC - 2.37	100,683.	100,079.
JPMORGAN CHASE & CO - 4.350% -	108,388.	106,257.
MORGAN STANLEY - 2.125% - 04/2	24,882.	25,023.
MORGAN STANLEY - 2.500% - 01/2	50,736.	50,198.
MORGAN STANLEY BD - 5.500% - 0	86,186.	82,373.
ORACLE CORP - 3.400% - 07/08/2	131,613.	129,040.
PEPSICO INC NOTES - 4.500% - 0	156,801.	157,442.
PFIZER INC NT - 3.400% - 05/15	52,866.	51,942.
UNITED PARCEL SRVC NT - 5.500%	105,142.	100,426.
WELLS FARGO - 5.625% - 12/11/2	133,930.	125,100.
TOTALS	<u>2,092,363.</u>	<u>2,065,921.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

DISBURSEMENT IN ERROR

438.

TOTAL

438.

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)	
4,457,000.		PUBLICLY-TRADED SECURITIES 3,705,677.					751,323.	
TOTAL GAIN (LOSS)							<u>751,323.</u>	

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: DRAGONFLY DEVELOPMENT RESOURCES INC
GRANTEE'S ADDRESS: 51 FRONT ST
CITY, STATE & ZIP: CUMBERLAND, RI 02864
GRANT DATE: 11/04/2015
GRANT AMOUNT: 40,000.
GRANT PURPOSE: TO HELP FUND THE PURPLE CRAYON PROJECT
AMOUNT EXPENDED: 40,000.
ANY DIVERSION? NO
DATES OF REPORTS: 5/20/16, 5/30/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: DRAGONFLY DEVELOPMENT RESOURCES INC
GRANTEE'S ADDRESS: 51 FRONT ST
CITY, STATE & ZIP: CUMBERLAND, RI 02864
GRANT DATE: 04/01/2016
GRANT AMOUNT: 50,000.
GRANT PURPOSE: TO HELP FUND THE PURPLE CRAYON PROJECT
AMOUNT EXPENDED: 50,000.
ANY DIVERSION? NO
DATES OF REPORTS: 5/30/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: DRAGONFLY DEVELOPMENT RESOURCES INC
GRANTEE'S ADDRESS: 51 FRONT ST
CITY, STATE & ZIP: CUMBERLAND, RI 02864
GRANT DATE: 01/12/2017
GRANT AMOUNT: 40,000.
GRANT PURPOSE: TO HELP FUND THE PURPLE CRAYON PROJECT
AMOUNT EXPENDED: 40,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/6/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: DRAGONFLY DEVELOPMENT RESOURCES INC
GRANTEE'S ADDRESS: 51 FRONT ST
CITY, STATE & ZIP: CUMBERLAND, RI 02864
GRANT DATE: 07/03/2017
GRANT AMOUNT: 5,000.
GRANT PURPOSE: TO HELP FUND THE PURPLE CRAYON PROJECT
AMOUNT EXPENDED: 5,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/6/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ALLYSON GRISWOLD DAYAK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
DAVID EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
JEFFREY W EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / TRUSTEE 1.00	0.	0.	0.
JOHN G EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TREAS 1.00	0.	0.	0.
JOHN V EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
KIT EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC / TRUSTEE 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL G EARLS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / TRUSTEE 1.00	0.	0.	0.
MARK GRISWOLD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0.	0.	0.
D ROSS GRISWOLD JR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / TRUSTEE 1.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 8044 MONTGOMERY RD. CINCINNATI, OH 45236-2926	INVESTMENT MGMT	133,940.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	55,469.
TOTAL COMPENSATION		<u>189,409.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARCHIBALD PROJECT INC 5116 PROVENCIAL DR AUSTIN, TX 78724	N/A PC	GENERAL & UNRESTRICTED	4,375
BOB AND BARBARA WHITE CHARITABLE FOUNDATION 1125 VICTORIA ST STE B COSTA MESA, CA 92627	N/A PC	GENERAL & UNRESTRICTED	1,500
BOLSA CHICA CONSERVANCY 3842 WARNER AVE HUNTINGTON BEACH, CA 92649	N/A PC	EONS (EYES ON NEST SITES)	50,000
BUYAMBA INC 3625 E THOUSAND OAKS BLVD STE 265 WESTLAKE VILLAGE, CA 91362	N/A PC	GENERAL & UNRESTRICTED	10,000
CALISTOGA ART CENTER INC PO BOX 197 CALISTOGA, CA 94515	N/A PC	GENERAL & UNRESTRICTED	30,000
CENTER FOR THE DEVELOPMENTALLY DISABLED 9150 E 41ST TERRACE KANSAS CITY, MO 64133	N/A PC	GENERAL & UNRESTRICTED	25,000

ATTACHMENT 13

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS CENTER OF THE STANFORD COMMUNITY 685 PAMPAS LN STANFORD, CA 94305	N/A PC		GENERAL & UNRESTRICTED	15,000
CHORUS AMERICA ASSOCIATION 1200 18TH ST NW STE 1250 WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	8,000
CINCINNATI MUSICAL FESTIVAL ASSOC 1241 ELM ST CINCINNATI, OH 45202	N/A PC		CHARITABLE EVENT	10,000
CINCINNATI OPERA ASSOCIATION 1243 ELM ST MUSIC HALL CINCINNATI, OH 45202	N/A PC		GENERAL & UNRESTRICTED	5,000
CINCINNATI PLAYHOUSE IN THE PARK 962 MOUNT ADAMS CIR CINCINNATI, OH 45202	N/A PC		GENERAL & UNRESTRICTED	3,000
COMING TOGETHER FOR CHILDREN IN NEED 27512 DEL GADO RD APT K SAN CLEMENTE, CA 92672	N/A PC		GENERAL & UNRESTRICTED	1,875

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONSPIRARE INC 1812 CENTRE CREEK DR STE 110 AUSTIN, TX 78754	N/A PC	GENERAL & UNRESTRICTED	6,000
DIRECT CONNECTIONS TO AFRICA INC 1278 GLENNEYRE ST LAGUNA BEACH, CA 92651	N/A PC	GENERAL & UNRESTRICTED	39,619
DRAGONFLY DEVELOPMENT RESOURCES INC 51 FRONT ST APT 327 CUMBERLAND, RI 02864	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	40,000
DRAGONFLY DEVELOPMENT RESOURCES INC 51 FRONT ST APT 327 CUMBERLAND, RI 02864	N/A PF	EXPENDITURE RESPONSIBILITY GRANT	5,000
EQUUS EFFECT 37 DRUM RD SHARON, CT 06069	N/A PC	GENERAL & UNRESTRICTED	10,000
FRIENDS OF CAPITOL FOREST 855 TROSPER RD SW STE 108 # 223 TUMWATER, WA 98512	N/A PC	GENERAL & UNRESTRICTED	4,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE COALITION 100 S MARKET ST HOLDEN, MO 64040	N/A PC	COMMUNITY SPORTS ACTIVITIES FUND	12,500
INTERNATIONAL RESCUE COMMITTEE INC PO BOX 3988 SALT LAKE CITY, UT 84110	N/A PC	THE NEW ROOTS PROGRAM	1,875
INTERNATIONAL RESCUE COMMITTEE INC PO BOX 3988 SALT LAKE CITY, UT 84110	N/A PC	YOUTH 4/H PROGRAM WITHIN THE EAST AFRICAN REFUGEE GOAT PROJECT	2,500
KANSAS CITY ACTORS THEATRE INC PO BOX 414260 KANSAS CITY, MO 64141	N/A PC	GENERAL & UNRESTRICTED	17,500
KIDS IN NEED FOUNDATION 3055 KETTERING BLVD STE 119 DAYTON, OH 45439	N/A PC	GENERAL & UNRESTRICTED	2,500
LINTON INCORPORATED 1241 ELM ST CINCINNATI MUSIC HALL CINCINNATI, OH 45202	N/A PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LONG BEACH MUSEUM OF ART FOUNDATION 2300 E OCEAN BLVD LONG BEACH, CA 90803	N/A PC	GENERAL & UNRESTRICTED	12,500
MILLIKIN UNIVERSITY 1184 W MAIN ST DECATUR, IL 62522	N/A PC	JOHN C GRISWOLD PRESIDENTIAL SCHOLARSHIP FUND	40,000
MILLIKIN UNIVERSITY 1184 W MAIN ST DECATUR, IL 62522	N/A PC	DAVID ROSS GRISWOLD SCHOLARSHIP FUND	3,000
MILLIKIN UNIVERSITY 1184 W MAIN ST DECATUR, IL 62522	N/A PC	JOHN C GRISWOLD PRESIDENTIAL SCHOLARSHIP FUND	3,000
MILLIKIN UNIVERSITY 1184 W MAIN ST DECATUR, IL 62522	N/A PC	LYNN LOUISE GRISWOLD SCHOLARSHIP FUND	3,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 4440 LAKE FOREST DR STE 120 CINCINNATI, OH 45242	N/A PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ONE ATTA TIME 2135 THURIN ST COSTA MESA, CA 92627	N/A PC	GENERAL & UNRESTRICTED	2,500
PHOENIX ASSOCIATION INC 5 RIVER RD STE 243 WILTON, CT 06897	N/A PC	GENERAL & UNRESTRICTED	20,000
PIVOT MINISTRIES INC 485 JANE ST BRIDGEPORT, CT 06608	N/A PC	GENERAL & UNRESTRICTED	12,000
POP WARNER LITTLE SCHOLARS INC - TUSTIN YOUTH FOOT PO BOX 1345 TUSTIN, CA 92780	N/A PC	COACH MIKE MALLARD SCHOLARSHIP FUND	15,000
POWELL GARDENS INC 1609 NW US HWY 50 KINGSVILLE, MO 64061	N/A PC	GENERAL & UNRESTRICTED	28,000
POWELL GARDENS INC 1609 NW US HWY 50 KINGSVILLE, MO 64061	N/A PC	UNDER A BLUE MOON FUND-A-NEED PROGRAM	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
POWELL GARDENS INC 1609 NW US HWY 50 KINGSVILLE, MO 64061	N/A PC		CHARITABLE EVENT	1,000
PROSPECT HOUSE INC 682 HAWTHORNE AVE CINCINNATI, OH 45205	N/A PC		GENERAL & UNRESTRICTED	30,000
RESTART INC 918 E 9TH ST KANSAS CITY, MO 64106	N/A PC		GENERAL & UNRESTRICTED	12,500
SANTA MARIA COMMUNITY SERVICES 617 STEINER ST CINCINNATI, OH 45204	N/A PC		GENERAL & UNRESTRICTED	2,000
SECOND HARVEST FOOD BANK OF ORANGE COUNTY INC 8014 MARINE WAY IRVINE, CA 92618	N/A PC		GENERAL & UNRESTRICTED	1,500
SHUNPIKE ARTS COLLECTIVE DBA SHUNPIKE 220 2ND AVE S STE 102 SEATTLE, WA 98104	N/A PC		SEATTLE POETRY SLAM	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SIMPLY SMILES INC 1771 POST RD E WESTPORT, CT 06880	N/A PC	ERADICATION OF PARASITIC INTESTINAL WORMS PROGRAM & OAXACA CHILDREN'S HOME FUND	10,000
SOUTHPORT CONGREGATIONAL CHURCH - UNITED CHURCH OF P O BOX 366 SOUTHPORT, CT 06890	N/A PC	GENERAL & UNRESTRICTED	10,000
SOUTHPORT CONGREGATIONAL CHURCH - UNITED CHURCH OF P O BOX 366 SOUTHPORT, CT 06890	N/A PC	STAIN GLASS REPLACEMENT FUND	10,000
ST HELENA MONTESSORI SCHOOL INC 880 COLLEGE AVE SAINT HELENA, CA 94574	N/A PC	NEW MUSIC BUILDING FUND	33,000
ST MARY'S CHURCH 2853 ERIE AVE CINCINNATI, OH 45208	N/A PC	GENERAL & UNRESTRICTED	5,000
THE FRIDA CINEMA 375 REDONDO AVE STE 121 LONG BEACH, CA 90814	N/A PC	GENERAL & UNRESTRICTED	4,375

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HEART OF AMERICA SHAKESPEARE FESTIVAL 3619 BROADWAY KANSAS CITY, MO 64111	N/A PC	GENERAL & UNRESTRICTED	25,000
THE HEART OF AMERICA SHAKESPEARE FESTIVAL 3619 BROADWAY KANSAS CITY, MO 64111	N/A PC	MARILYN STRAUSS LEGACY FUND	25,000
THE RIVERBROOK REGIONAL YOUNG MENS CHRISTIAN ASSOC 404 DANBURY RD WILTON, CT 06897	N/A PC	CHARITABLE EVENT	2,500
THIS LAND 3441 EVANSTON AVE CINCINNATI, OH 45207	N/A PC	FOR GROWING VALUE NURSERY - TO RESTOCK INVENTORY & EXECUTIVE DIRECTOR COMPENSATION FUND	22,000
UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION 100 THEORY, STE 250 IRVINE, CA 92617	N/A PC	THE RESEARCH BEING CONDUCTED BY DR. THAY LEE	15,000
UNIVERSITY OF CINCINNATI FOUNDATION PO BOX 19970 CINCINNATI, OH 45219	N/A PC	THE WADDELL CENTER FOR MULTIPLE SCLEROSIS	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO, CA 92110	N/A PC	DANIEL BURKETT MEMORIAL SCHOLARSHIP FUND	5,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A PC	HENRY BARRACLOUGH MEMORIAL ENDOWED SCHOLARSHIP FUND	5,381
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A PC	HENRY BARRACLOUGH MEMORIAL SCHOLARSHIP FUND/NURSING SCHOOL-NEO NATAL DEPARTMENT	5,000
VOCAL ARTS ENSEMBLE OF CINCINNATI 1241 ELM ST CINCINNATI, OH 45202	N/A PC	GENERAL & UNRESTRICTED	70,000
WETLANDS AND WILDLIFE CARE CENTER 21900 PACIFIC COAST HWY HUNTINGTN BCH, CA 92646	N/A PC	SNPL, HUMBRD, OPFO, AND OTHER ANIMALS FUND	50,000
WETLANDS AND WILDLIFE CARE CENTER 21900 PACIFIC COAST HWY HUNTINGTN BCH, CA 92646	N/A PC	SNOWY PLOVER EQUIPMENT FUND	12,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

YOUNG LIFE PO BOX 70065 PRESCOTT, AZ 86304	N/A PC	SAN CLEMENTE YOUNG LIFE DIVISION	5,000
YOUNG LIFE PO BOX 70065 PRESCOTT, AZ 86304	N/A PC	SAN LUIS OBISPO, CA PROGRAM	5,000

TOTAL CONTRIBUTIONS PAID

845,000

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

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<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
CLASS ACTION LAWSUIT PROCEEDS			01	412.	
FEDERAL TAX REFUND			01	2,562.	
TOTALS				<u>2,974.</u>	