

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

12/01, 2016, and ending

11/30, 2017

Name of foundation THE TALBOTT FAMILY FOUNDATION		A Employer identification number 77-0389983						
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. ☐ 6						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation. ☐
☐ 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 04 ☐ 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) \$ 8,301,464.		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, 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)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	493.	493.		
	4 Dividends and interest from securities	99,386.	99,386.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	97,271.			
	b Gross sales price for all assets on line 6a	1,076,046.			
	7 Capital gain net income (from Part IV, line 2)		97,271.		
	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	78,093.	33,176.	42,737.		
12 Total Add lines 1 through 11	275,243.	230,326.	42,737.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	73,686.			73,686.
	15 Pension plans, employee benefits	7,843.			7,843.
	16a Legal fees (attach schedule) ATCH. 2	863.			863.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [3]	85,923.	49,770.		36,153.
	17 Interest	32,615.		32,583.	
	18 Taxes (attach schedule) (see instructions) [4]	22,825.			16,525.
	19 Depreciation (attach schedule) and depletion	32,073.			
	20 Occupancy	23,858.			23,858.
	21 Travel, conferences, and meetings				
	22 Printing and publications	4,004.			4,004.
	23 Other expenses (attach schedule) ATCH. 5	104,431.	75.	10,154.	94,202.
	24 Total operating and administrative expenses. Add lines 13 through 23.	388,121.	49,845.	42,737.	257,134.
	25 Contributions, gifts, grants paid	26,500.			26,500.
26 Total expenses and disbursements. Add lines 24 and 25	414,621.	49,845.	42,737.	283,634.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-139,378.				
b Net investment income (if negative, enter -0-)		180,481.			
c Adjusted net income (if negative, enter -0-)					

934-39 6

SCANNED JAN 16 2020

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		379,887.	43,770.	43,770.
	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) ▶ *		506,612.	506,612.	506,612.
		Less allowance for doubtful accounts ▶		659,572.	506,612.	506,612.
	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 7		3,275,839.	3,474,355.	4,563,035.
	c	Investments - corporate bonds (attach schedule) ATCH 8			22,688.	23,375.
	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 ▶ 1,646,187.					
	Less accumulated depreciation ▶ 41,883.		1,636,377.	1,604,304.	2,137,522.	
15	Other assets (describe ▶ ATCH 10)		525,291.	987,166.	1,027,150.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,476,966.	6,638,895.	8,301,464.	
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 ▶ ATCH 11)		1,579,319.	1,511,901.	
23	Total liabilities (add lines 17 through 22)		1,579,319.	1,511,901.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		4,897,647.	5,126,994.	
	30	Total net assets or fund balances (see instructions)		4,897,647.	5,126,994.	
	31	Total liabilities and net assets/fund balances (see instructions)		6,476,966.	6,638,895.	

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	4,897,647.
2	Enter amount from Part I, line 27a	2	-139,378.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	368,725.
4	Add lines 1, 2, and 3	4	5,126,994.
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	5,126,994.

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	97,271.	
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	508,681.	4,877,488.	0.104292
2014	732,895.	5,737,300.	0.127742
2013	2,000,932.	6,037,767.	0.331403
2012	260,164.	6,086,569.	0.042744
2011	256,602.	5,797,397.	0.044262
2 Total of line 1, column (d)			2 0.650443
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 0.130089
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,030,313.
5 Multiply line 4 by line 3.			5 654,388.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,805.
7 Add lines 5 and 6.			7 656,193.
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.			8 376,784.

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	3,610.
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	3,610.
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	3,610.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,800.	
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	2,800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	811.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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) ☐ CA, _____		
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)

	11	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? Website address <u>WWW.MOTOTALBOTT.COM</u>	13	X	
14 The books are in care of <u>ROBERT TALBOTT</u> Telephone no <u>800-839-1754</u> Located at <u>P.O. BOX 223137 CARMEL, CA</u> ZIP+4 <u>93922-3137</u>			
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 <u>15</u>			
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16		X

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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 <u></u>		
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

Form 990-PF (2016)

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)? ☐ Yes ☒ No

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

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 13		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
ATCH 14		73,686.	0.	0.

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 MOTORCYCLE MUSEUM - THE FOUNDATION OPERATES A MOTORCYCLE MUSEUM FOR PUBLIC ENJOYMENT.	327,961.
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	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,191,742.
b	Average of monthly cash balances	1b	255,603.
c	Fair market value of all other assets (see instructions)	1c	659,572.
d	Total (add lines 1a, b, and c)	1d	5,106,917.
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	5,106,917.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	76,604.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,030,313.
6	Minimum investment return. Enter 5% of line 5	6	251,516.

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	251,516.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,610.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	247,906.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	247,906.
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	247,906.

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	283,634.
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	93,150.
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	376,784.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	376,784.

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				247,906.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013	1,441,984.			
d From 2014	448,818.			
e From 2015	269,142.			
f Total of lines 3a through e	2,159,944.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>376,784.</u>				
a Applied to 2015, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount.				247,906.
e Remaining amount distributed out of corpus.	128,878.			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,288,822.			
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)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	2,288,822.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013	1,441,984.			
c Excess from 2014	448,818.			
d Excess from 2015	269,142.			
e Excess from 2016	128,878.			

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) |
|---|--|--|-------------------------------------|

	Prior 3 years				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a 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 (ii)(1)(A)(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 S TALBOTT

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

NONE

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

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

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

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

- c Any submission deadlines**

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

Part XV Supplementary Information (continued)

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

[illegible]

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	493.		
4 Dividends and interest from securities			14	99,386.		
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	97,271.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 16 _____				35,356.		42,737.
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				232,506.		42,737.
13 Total Add line 12, columns (b), (d), and (e)				13		275,243.

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	ADJUSTED NET INCOME
FEDERAL TAX REFUND	2,180.		
INTEREST INCOME FROM NOTES RECEIVABLE	33,176.	33,176.	42,737.
MUSEUM ADMISSION FEES	42,737.		
TOTALS	<u>78,093.</u>	<u>33,176.</u>	<u>42,737.</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 - DCA	863.			863.
TOTALS	<u>863.</u>			<u>863.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	49,770.	49,770.	
GRAPHIC DESIGN - DCA	300.		300.
MOTORCYCLE DETAILING - DCA	235.		235.
RESTORATION - DCA	4,600.		4,600.
ADVERTISING - DCA	6,115.		6,115.
PHOTOGRAPHY - DCA	10,674.		10,674.
WEBSITE DEVELOPMENT - DCA	14,229.		14,229.
TOTALS	<u>85,923.</u>	<u>49,770.</u>	<u>36,153.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
990-PF ESTIMATED TAX FOR 2016	2,800.	
990-T TAX FOR 2015	2,200.	
PROPERTY TAX - DCA	16,525.	16,525.
STATE INCOME TAX FOR 2015	1,300.	
TOTALS	<u>22,825.</u>	<u>16,525.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	33,631.			33,631.
BANK CHARGES	75.	75.		
INDEMNIFICATION INSURANCE	4,042.			4,042.
INSURANCE PREMIUMS - DCA	15,363.			15,363.
MUSEUM SHIPPING - DCA	5,262.			5,262.
MUSEUM RENOV/DISPLAYS - DCA	12,501.			12,501.
MUSEUM SUPPLIES - DCA	25,521.		10,154.	15,241.
OFFICE SUPPLIES	6,205.			6,331.
DUES & MEMBERSHIPS - DCA	100.			100.
PAYROLL PROCESSING FEES	1,292.			1,292.
POSTAGE/DELIVERY SERVICE	249.			249.
VEHICLE REGISTRATION - DCA	160.			160.
WEB HOSTING/SUPPORT	30.			30.
TOTALS	<u>104,431.</u>	<u>75.</u>	<u>10,154.</u>	<u>94,202.</u>

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: ROBERT S. TALBOTT
ORIGINAL AMOUNT: 2,013,000.
INTEREST RATE: 5.03
DATE OF NOTE: 09/06/2004
MATURITY DATE: 09/06/2020
REPAYMENT TERMS: ANNUAL INSTALLMENT
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: SALE BY ESTATE IN EXCHANGE FOR A PROMISSORY NOTE,
SUBSEQUENTLY ASSIGNED TO FOUNDATION PURSUANT
TO THE ESTATE ADMINISTRATION EXCEPTION UNDER
TREASURY REGULATIONS SECTION 53.4941(d)-1(b)(3)
AND 2(c)(3)
RELATIONSHIP: DP

BEGINNING BALANCE DUE	659,572
ENDING BALANCE DUE	<u>506,612</u>
ENDING FAIR MARKET VALUE	<u>506,612</u>
 TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	 <u>659,572</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>506,612</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>506,612</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AGNC INVT CORP 7.0% PREF CLBL	25,000.	25,820.
ALERIAN MLP ETF	77,629.	72,590.
ANNALY CAPITAL MANAGEMENT INC	25,000.	25,600.
ASHFORD HOSPITALITY PFD CUML 7	25,000.	24,650.
ASHFORD HOSPITALITY TR INC PF	25,000.	25,000.
AT&T INC GLOBAL 66 5.35000% 11	25,000.	26,300.
BANC OF CALIFORNIA INC PFD E 7	25,000.	26,404.
BANK OF AMERICA 6.50% PREFERRE	50,000.	53,800.
BLACKROCK FLOATING RATE INCOME	71,799.	71,350.
CHIMERA INVESTMENT CORP PFD SE	25,000.	25,830.
COLONY NORTHSTAR 7.125% SER J	25,000.	25,220.
CREDIT SUISSE FLOATING RATE HI	42,598.	43,882.
CREDIT SUISSE Mxef Rty Var Ret	50,000.	49,670.
CUSTOMER BANCORP INC SER E 6.4	12,500.	13,365.
CUSTOMERS BANCORP INC 6.500% P	25,000.	26,420.
DOUBLELINE TOTAL RETURN BOND	240,531.	230,739.
DTE ENERGY PFD SHARES - 5.25%	25,000.	25,260.
EATON VANCE ATLANTA CAPITAL SM	208,468.	413,967.
EATON VANCE TX-MGD GLO DIV EQ	50,388.	55,980.
FIRST EAGLE GLOBAL FUND CLASS	216,412.	253,289.
GABELLI MULTIMEDIA TR INC SER	25,000.	25,000.
GASLOG PARTNERS LP CUML 8.625%	25,000.	26,220.
GUGGENHEIM S&P EQUAL WEIGHT ET	196,842.	320,799.
INVESCO MORTGAGE CAPITAL CULM	25,000.	25,450.
ISHARES DOW JONES US HEALTHCAR	44,889.	52,764.
JMP GROUP LLC	25,000.	24,800.
NATIONAL GEN HLDGS - 7.625% -	50,000.	50,980.
NATIONAL GENERAL HOLDINGS CORP	25,000.	25,780.
NEW YORK MTG 8.0% PRF CLBL	25,000.	24,130.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OAKMARK GLOBAL I FUND	123,603.	226,180.
PIMCO ENHANCED SHORT MATURITY	50,568.	50,895.
PIMCO INCOME FUND P CLASS	101,746.	102,395.
PUTNAM DIVERSIFIED INCOME TRUS	83,453.	83,402.
PUTNAM SHORT DURATION INCOME F	46,454.	46,591.
QWEST CORPORATION	37,500.	36,765.
RIDGEWORTH SEIX HIGH YIELD FUN	43,344.	45,320.
SPDR S&P 500 ETF TRUST	94,668.	185,507.
TECHNOLOGY SPDR	196,607.	319,200.
TWO HARBORS INVESTMENT CORP CL	25,000.	26,500.
TWO HARBORS INVT CO - 7.25%	25,000.	24,710.
TWO HARBORS PREF B 7.625 %	25,000.	25,770.
UNITED STATES CELLULAR CORPORA	25,000.	25,750.
VANGUARD CONSUMER DISCRETIONAR	61,625.	76,485.
VANGUARD GROWTH ETF	148,611.	209,850.
VANGUARD HIGH DIV YIELD	168,965.	300,085.
VANGUARD MID-CAP ETF	90,368.	153,830.
VANGUARD SM-CAP ETF	95,630.	147,910.
VANGUARD TOTAL INTERNATIONAL S	78,082.	84,285.
YACKTMAN FUND, INC	241,075.	300,546.
TOTALS	<u>3,474,355.</u>	<u>4,563,035.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LINCOLN NATIONAL CORP - 7.000%	22,688.	23,375.
TOTALS	<u>22,688.</u>	<u>23,375.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	ENDING BALANCE
BLDG ALARM SYSTEM	SL	10,718			765	1,531	2,296
BUILDING - 4 EAST	SL	1,050,801		1,050,801	7,759	26,603	34,362
BLDG IMPROVEMENTS	SL	126,689		126,689	935	3,207	4,142
LAND - 4 EAST CARM	L	450,343		450,343			
BLDG IMPROVEMENTS	SL	3,049		3,049	23	77	100
CARPET	SL	4,587		4,587	328	655	983
TOTALS		<u>1,646,187</u>		<u>1,646,187</u>	<u>9,810</u>		<u>41,883</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MOTORCYCLE - 1914 INDIAN BOAR	40,725.	40,725.
MOTORCYCLE - 1922 HARLEY DAVI	55,000.	55,000.
MOTORCYCLE - 1929 SCOTT FLYIN	15,000.	15,000.
MOTORCYCLE - 1931 HARLEY DAVI	112,337.	115,000.
MOTORCYCLE - 1935 MOTO GUZZI	12,000.	12,000.
MOTORCYCLE - 1942 HARLEY-DAVI	37,400.	37,400.
MOTORCYCLE - 1949 TRIUMPH BOB	35,000.	35,000.
MOTORCYCLE - 1950 DUCATI 60 S	10,500.	10,500.
MOTORCYCLE - 1951 MV AGUSTA 1	21,000.	20,000.
MOTORCYCLE - 1952 MOTO GUZZI	8,000.	8,000.
MOTORCYCLE - 1954 ADLER 250 R	10,424.	10,000.
MOTORCYCLE - 1956 DUCATI 125C	58,000.	50,000.
MOTORCYCLE - 1956 MV AGUSTA 1	15,000.	15,000.
MOTORCYCLE - 1956 RUMI 125CC	52,000.	30,000.
MOTORCYCLE - 1956 VESPA 125CC	2,850.	6,000.
MOTORCYCLE - 1957 BSA GOLDSTA	5,798.	30,000.
MOTORCYCLE - 1957 ISLO 175GS	18,000.	18,000.
MOTORCYCLE - 1957 MONDIAL 125	100,000.	100,000.
MOTORCYCLE - 1957 NSU 250 SUP	8,000.	8,000.
MOTORCYCLE - 1958 HARLEY AERM	30,000.	30,000.
MOTORCYCLE - 1958 MV AGUSTA R	10,000.	15,000.
MOTORCYCLE - 1960 MOTO GUZZI	6,000.	15,000.
MOTORCYCLE - 1961 MOTO MORINI	30,000.	30,000.
MOTORCYCLE - 1965 BMW R69S (R	25,000.	25,000.
MOTORCYCLE - 1965 TRIUMPH BON	10,000.	10,000.
MOTORCYCLE - 1966 BULTACO MET	8,000.	8,000.
MOTORCYCLE - 1968 HODAKA/STEE	4,975.	4,975.
MOTORCYCLE - 1969 TRIUMPH TIG	11,000.	11,000.
MOTORCYCLE - 1970 BULTACO PUR	3,000.	3,000.
MOTORCYCLE - 1970 PENTON WASS	5,000.	5,000.
MOTORCYCLE - 1970 YAMAHA 125C	2,636.	4,500.
MOTORCYCLE - 1973 DUCATI DESM	23,000.	23,000.
MOTORCYCLE - 1974 CAPRIOLO 75	22,000.	25,000.

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MOTORCYCLE - 1974 CARABELLA 1	5,525.	5,525.
MOTORCYCLE - 1974 HUSQVARNA C	2,211.	8,275.
MOTORCYCLE - 1975 BMW R90S OR	11,500.	20,000.
MOTORCYCLE - 1975 CHANG JIANG	4,400.	4,500.
MOTORCYCLE - 1976 BULTACO FRO	5,000.	5,000.
MOTORCYCLE - 1976 BULTACO PUR	5,000.	5,000.
MOTORCYCLE - 1977 MV AGUSTA 8	90,000.	90,000.
MOTORCYCLE - 2001 VESPA ET2 C	2,850.	10,000.
MOTORCYCLE - 2006 MV AGUSTA F	21,285.	22,000.
MOTORCYCLE - 1964 GARELLI 100	850.	850.
MOTORCYCLE - 1971 INDIAN MINI	6,600.	6,600.
MOTORCYCLE - 1976 YAMAHA GT80	3,300.	3,300.
MOTORCYCLE - 1978 YAMAHA TZ350	5,500.	5,500.
MOTORCYCLE - 1981 BMW R 80GS -	5,500.	5,500.
MUSEUM ANTIQUE CUSTOMIZED DOOR	10,000.	10,000.
TOTALS	<u>987,166.</u>	<u>1,027,150.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

LINE OF CREDIT

1,511,901.

TOTALS

1,511,901.

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ASSETS NOT PREVIOUSLY RECORDED	368,725.
TOTAL	<u>368,725.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,076,046.		PUBLICLY-TRADED SECURITIES 978,775.					97,271.	
TOTAL GAIN (LOSS)							<u>97,271.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<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>
MARC DAVIDIAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
SARAH CASE HAWTHORNE* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM POSITION	DIR 1.00	0.	0.	0.
LOGAN TALBOTT* FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *REMOVED FROM POSITION	DIR	0.	0.	0.
ROBERT S TALBOTT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES, CHAIR 20.00	0.	0.	0.
VIVIANNE TALBOTT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	SEC, TREAS 10.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (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>
RICH WATSON FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 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 EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
MR. ROBERT WEINDORF 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	MUSEUM CURATOR 40.00	73,686.
	TOTAL COMPENSATION	<u>73,686.</u>

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

CASA-VOICES FOR CHILDREN

PO BOX 1870

CORVALLIS, OR 97339

N/A

PC

GENERAL & UNRESTRICTED

16,500

COURT APPOINTED SPECIAL ADVOCATES OF MONTEREY COUN

945 S MAIN ST STE 107 STE 1

SALINAS, CA 93901

N/A

PC

CHARITABLE EVENT

5,000

SALVATION ARMY

455 E SPRING ST

LONG BEACH, CA 90806

N/A

PC

GENERAL & UNRESTRICTED

5,000

TOTAL CONTRIBUTIONS PAID

26,500

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
MUSEUM ADMISSION FEES					42,737.
FEDERAL TAX REFUND			01	2,180.	
INTEREST INCOME FROM NOTES RECEIVABLE			14	33,176.	
TOTALS				<u>35,356.</u>	<u>42,737.</u>