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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: THOMAS A. RODGERS JR. FAMILY FOUNDATION

A Employer identification number: 04-3442439

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

Room/suite:

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

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

03/04

C If exemption application is pending, check here ▶ ☐ 6

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

04

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) ▶ $ 31,911,060.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	687.	687.		
4 Dividends and interest from securities	785,873.	785,873.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,244,884.			
b Gross sales price for all assets on line 6a 11,921,661.				
7 Capital gain net income (from Part IV, line 2)		2,243,347.		
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	11,180.	8,665.		
12 **Total.** Add lines 1 through 11	3,042,624.	3,038,572.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	23,000.			23,000.
c Other professional fees (attach schedule) [3]	228,578.	228,578.		
17 Interest	11,137.	11,137.		
18 Taxes (attach schedule) (see instructions) [4]	25,822.	3,900.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	8,113.			8,113.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	41,450.	32,590.		5,743.
24 **Total operating and administrative expenses.** Add lines 13 through 23	338,100.	276,205.		36,856.
25 Contributions, gifts, grants paid	1,364,000.			1,364,000.
26 Total expenses and disbursements Add lines 24 and 25	1,702,100.	276,205.	0.	1,400,856.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,340,524.			
b **Net investment income** (if negative, enter -0-)		2,762,367.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Line	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	20,035.		
	2	Savings and temporary cash investments	441,600.	1,868,867.	1,868,867.
	3	Accounts receivable ▶ 12,429.			
		Less allowance for doubtful accounts ▶		12,429.	12,429.
	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	8,220.		
	10a	Investments - U S and state government obligations (attach schedule)[6]	1,096,038.	223,635.	221,939.
	b	Investments - corporate stock (attach schedule) ATCH 7	25,873,124.	23,145,402.	27,113,224.
	c	Investments - corporate bonds (attach schedule) ATCH 8	2,072,259.	1,056,129.	947,952.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	1,054,111.	1,507,378.	1,746,649.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	4,155.		
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	30,569,542.	27,813,840.	31,911,060.
Liabilities	17	Accounts payable and accrued expenses	107,732.		
	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 10)	26,936.	21,984.	
	23	**Total liabilities** (add lines 17 through 22)	134,668.	21,984.	
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 ▶ [X] 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	30,434,874.	27,791,856.	
	30	**Total net assets or fund balances** (see instructions)	30,434,874.	27,791,856.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	30,569,542.	27,813,840.	

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	30,434,874.
2	Enter amount from Part I, line 27a	2	1,340,524.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	31,775,398.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	3,983,542.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,791,856.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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) FMV 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** 2,243,347.

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 doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,207,842.	28,428,233.	0.042487
2015	1,482,678.	29,084,181.	0.050979
2014	1,546,164.	30,431,169.	0.050809
2013	1,525,717.	29,430,788.	0.051841
2012	1,311,235.	26,742,788.	0.049031

2	**Total** of line 1, column (d)	2	0.245147
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.049029
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	30,406,713.
5	Multiply line 4 by line 3	5	1,490,811.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,624.
7	Add lines 5 and 6	7	1,518,435.
8	Enter qualifying distributions from Part XII, line 4	8	1,400,856.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	55,247.
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	55,247.
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	55,247.
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	14,230.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	47,998.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	62,228.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	695.
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	6,286.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 6,286. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ MA,RI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THOMAS A RODGERS JR FAMILY FDN Telephone no ▶ 800-839-1754

Located at ▶ 449 THAMES STREET, SUITE 207 NEWPORT, RI ZIP+4 ▶ 02840

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017)	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 2017?	4b		X

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

				Yes	No
5a	During the year, did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	[ ] Yes [X] No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ [ ]				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		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 13		212,931.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	26,948,311.
b	Average of monthly cash balances	1b	1,742,614.
c	Fair market value of all other assets (see instructions)	1c	2,178,834.
d	**Total** (add lines 1a, b, and c)	1d	30,869,759.
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	30,869,759.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	463,046.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,406,713.
6	**Minimum investment return.** Enter 5% of line 5	6	1,520,336.

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

1	Minimum investment return from Part X, line 6		1	1,520,336.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 55,247.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	55,247.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,465,089.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,465,089.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,465,089.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,400,856.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,400,856.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,400,856.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,465,089.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,234,307.	
b Total for prior years 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,400,856.				
a Applied to 2016, but not more than line 2a			1,234,307.	
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 2017 distributable amount				166,549.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				1,298,540.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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

ATCH 14

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

ATCH 15

c Any submission deadlines

ATCH 16

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

ATCH 17

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 18				
Total . . . . ▶ **3a**				1,364,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	687.	
4 Dividends and interest from securities			14	785,873.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	1,537.	18	2,243,347.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 19		-780.		11,960.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		757.		3,041,867.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,042,624.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

T A. Rodgers — Signature of officer or trustee | Nov 13, 2018 — Date | Treasurer — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/12/2018		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 800-839-1754

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 11,174,198	$ 9,301,001	$ 1,873,197
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 151,763
AIP Glbl Macro Fd I (Cymn) LP	7/25/2013	Purchased	8/4/2017	$ 248,574	$ 225,000	$ 23,574
Millenium International Ltd	8/1/2013	Purchased	11/6/2017	$ 79,581	$ 56,251	$ 23,330
MP Securitized Credit Fund Ltd	7/25/2013	Purchased	7/27/2017	$ 232,957	$ 197,250	$ 35,707
Tricadia Credit Strategies Offshore Fund	8/1/2013	Purchased	11/6/2017	$ 186,351	$ 175,000	$ 11,351
Distrib in excess of basis - Bridge Multi-Family Comm						$ 124,425
Total included in Part IV				$ 11,921,661	$ 9,954,502	$ 2,243,347
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 1,537
Part I, Line 6a Total						$ 2,244,884

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS BRIDGE MULTIFAMILY-COMMERCI	14,036.	14,036.
K-1 INC/LOSS BRIDGE SENIORS HSNG & MDCL	1,590.	1,590.
K-1 INC/LOSS FUNDAMENTAL PARTNERS III-A,	22,164.	19,649.
K-1 INC/LOSS SALIENT MLP TTL RTRN FD LP	-29,397.	-29,397.
CLASS ACTION LAWSUIT PROCEEDS	1,710.	1,710.
INTEREST INCOME - BRIDGE SENIORS HSNG	1,077.	1,077.
TOTALS	11,180.	8,665.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT SUPPORT	8,000.			8,000.
GENERAL CONSULTATIONS	15,000.			15,000.
TOTALS	23,000.			23,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	228,578.	228,578.
TOTALS	228,578.	228,578.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2017	7,922.	
990-PF`EXCISE TAX FOR 2016	14,000.	
FOREIGN TAX PAID	3,900.	3,900.
TOTALS	25,822.	3,900.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE SET-UP FEE	3,500.		3,500.
BANK CHARGES	1,420.	1,420.	
EQUIPMENT/FURNITURE PURCHASE	700.		700.
INDEMNIFICATION INSURANCE	500.		500.
K-1 EXP FUNDAMENTAL PARTNERS I	27,292.	24,175.	
K-1 EXP OAK STREET REAL ESTATE	111.	111.	
K-1 EXP SALIENT MLP TTL RTRN F	6,884.	6,884.	
OFFICE SUPPLIES	604.		604.
POSTAGE/DELIVERY SERVICE	169.		169.
STATE OR LOCAL FILING FEES	270.		270.
TOTALS	41,450.	32,590.	5,743.

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

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED HOME LOAN BANK - 2.160% -	55,003.	53,968.
FEDERAL FARM CR BKS BOND - 1.6	54,848.	55,012.
US T - 1.500% - 01/03/2022	78,784.	78,035.
US OBLIGATIONS TOTAL	188,635.	187,015.
FLORIDA ST BRD ADMINFIN CORP -	35,000.	34,924.
STATE OBLIGATIONS TOTAL	35,000.	34,924.
US AND STATE OBLIGATIONS TOTAL	223,635.	221,939.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
A K STEEL HLDG CORP	73,880.	67,920.
ADVANCED SEMICONDUCT	18,261.	18,792.
AEROJET ROCKETDYNE HOLDINGS IN	57,130.	93,600.
AIA GROUP	21,274.	28,256.
AKAMAI TECH COM STK	63,716.	65,040.
ALERIAN MLP ETF	81,298.	80,925.
ALLERGAN PLC	48,830.	32,716.
ALPINE TOTAL DYNAMIC DIVIDEND	33,907.	29,357.
AMBASE CORP	44,659.	7,250.
AMBEV SA	9,190.	10,530.
AMERICAN AIRLINES GROUP INC	90,496.	104,060.
AMERICAN FUNDS EUROPACIFIC GRO	1,261,230.	1,430,461.
APOLLO SENIOR FLOATING RATE FU	86,788.	81,100.
ARCELIK A S UNSP ADR	18,066.	14,889.
ASCENDAS INDIA TR	8,877.	10,681.
ASIAN PAY TELEVISION TR UNITS	14,414.	15,392.
AT&T, INC	271,515.	311,040.
BAIDU.COM - ADR	267,526.	281,052.
BAKER HUGHES A GE COMPANY	36,750.	31,640.
BANCO ACTINVER SA	10,619.	9,333.
BANCO LATINOAMERICANO DE COMER	4,587.	4,439.
BANK OF AMERICA CORP CL A WT E	60,350.	87,800.
BB&T CORP SHS PFD SER E - 5.62	100,000.	101,040.
BIDVEST GROUP LTD	1,231.	2,009.
BLACKROCK HIGH YIELD BOND INST	412,342.	448,865.
BLACKROCK RESOURCES & COMMODIT	35,188.	27,356.
BRISTOL-MYERS SQUIBB CO	28,193.	30,640.
BROOKLINE BANCORP INC DEL COM	12,840.	23,550.
CAMBRIDGE BANCORP	314,427.	877,800.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CANANDAIGUA NATL	73,000.	76,000.
CARTER BANK AND TRUST MARTINSV	56,100.	87,750.
CATERPILLAR INC	50,745.	78,790.
CELGENE CORP	49,943.	52,180.
CEMEX SA DE CV A ADS	96,844.	78,180.
CHEMUNG FINANCIAL CORP	294,601.	610,870.
CHINA EVERBRIGHT LTD	19,802.	20,325.
CHINA MOBILE HGK LTD	10,497.	9,603.
CHINA PETROLEUM & CHEMICAL CP	23,596.	21,808.
CIBANCO SA INSTITUCION DE BANC	22,858.	17,402.
CIT GROUP INC	361,706.	467,685.
CITIGROUP INC	96,339.	148,820.
CK HUTCHISON HLDGS LTD	5,807.	5,745.
CNB FINANCIAL CORP	133,675.	262,400.
COMPANHIA SANEA ADS	13,284.	15,884.
CONNECTICUT WATER SERVICES INC	59,235.	57,410.
COVANTA HOLDING CORP	30,925.	33,800.
CRIMSON WINE GROUP, LTD	71,475.	85,360.
DB X TRACKERS MSCI EAFE HEDGED	273,686.	310,840.
DOUBLELINE CORE FIXED INCOME I	1,226,030.	1,231,086.
DOWDUPONT INC	68,940.	71,220.
EATON VANCE LIMITED DURATION I	175,212.	136,500.
EATON VANCE RISK-MANAGED DIVER	101,317.	96,300.
EATON VANCE SENIOR FLOATING RA	321,991.	323,340.
EATON VANCE TX-MGD EQ INC FD	92,566.	121,900.
EATON VANCE TX-MGD GLO DIV EQ	69,900.	70,350.
ELBIT SYSTEMS LTD	14,015.	20,660.
ERSTE GROUP BANK AG	15,268.	19,076.
EXXON MOBIL CORP	127,524.	125,460.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FINANCIAL INSTITUTIONS, INC	479,637.	793,050.
FIRST EAGLE SOGEN OVERSEAS FUN	1,516,905.	1,572,795.
FORD MOTOR COMPANY	127,164.	124,900.
GENERAL ELECTRIC CO	270,713.	211,145.
GENERAL MILLS INC	56,840.	59,290.
GENERAL MOTORS	78,620.	102,475.
GENERAL MOTORS NOTE 7.25% 2/15		
GILEAD SCIENCES INC	184,166.	179,100.
GLAXOSMITHKLINE PLC	148,855.	124,145.
GOLDMAN SACHS BDC INC	68,610.	77,630.
GREAT WALL MOTOR COM	7,914.	8,424.
GREATVIEW ASEPTIC	3,571.	4,410.
GSV CAPITAL CORPORATION	140,749.	103,550.
HANGER INC	55,071.	39,375.
HERCULES TECHNOLOGY GROWTH	279,902.	262,400.
HOMEFED CORP	182,481.	235,125.
HOSPITAL PROPERTIES TRUST	115,768.	149,250.
ICICI BK LTD ADS	25,428.	27,098.
IGG INC	20,394.	14,247.
INNOVIVA INC	84,900.	70,950.
ISHARES BARCLAYS TIPS BOND FUN	199,765.	199,298.
ISHARES MSCI EMERGING MARKETS	139,924.	166,482.
ISHARES MSCI-JAPAN	227,353.	286,046.
ISHARES MSCI-SOUTH KOREA	58,048.	68,936.
ISHARES MSCI-TAIWAN	31,578.	34,762.
ISHARES NASDAQ BIOTECHNOLOGY	301,205.	320,310.
ISHARES S&P U.S. PREFERRED STO	231,282.	226,897.
ISHARES TRUST MSCI EAFE INDEX	529,442.	571,691.
JSC MMC NRLSK NICKL SPON ADR	17,846.	19,856.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KINDERHOOK BK CORP	58,600.	65,700.
KONINKLIJKE PHILIPS ELECTRONIC	49,602.	52,920.
LOCKHEED MARTIN CORP	151,188.	160,525.
MAGYAR TELEKOM PLC SHS	5,213.	5,691.
MAJOR CINEPLEX GROUP PUBLIC CO	9,127.	9,558.
MATTHEWS ASIA PACIFIC EQUITY I	930,110.	1,082,058.
MEDICAL PROPERTIES TRUST, INC	142,534.	172,250.
MERCK & CO INC	64,818.	95,659.
MIDDLESEX WATER COMPANY	361,506.	798,200.
MONDELEZ INTERNATIONAL INC	62,595.	64,200.
MONETA MONEY BANK	6,019.	6,764.
MUELLER WATER PRODUCTS INC	85,929.	120,288.
NESTLE S.A	74,529.	85,970.
NEW MOUNTAIN FINANCE	73,607.	67,750.
NEW YORK COMNTY BANCORP INC	68,650.	65,100.
NEWELL RUBBERMAID INC	61,021.	61,800.
NIKE INC-CL B	62,510.	62,550.
NINE DRAGONS PAPER	15,826.	18,279.
NOVARTIS AG ADR	80,683.	83,960.
NUVEEN BUILD AMER BOND FDCOM	191,901.	219,800.
OAKTREE PRE 6.125% 4/30/2018	100,000.	100,800.
OCCIDENTAL PETROLEUM CORP	108,405.	110,490.
OIL CO LUKOIL PJSC SPON ADR RE	20,365.	24,790.
OPAP ORG OF FOOTB	16,955.	22,253.
ORCHARD FIRST SOURCE CAPITAL,	51,814.	47,600.
PEOPLE'S UNITED FINANCIAL, INC	329,188.	579,700.
PFIZER INC	140,236.	253,540.
PG & E CORP	111,999.	112,075.
PHILLIPS 66	39,583.	50,575.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO COMMODITY REAL RETURN ST	95,804.	61,804.
PIONEER NAT RES CO	70,990.	86,425.
PIONEER STRATEGIC INCOME FD	1,191,807.	1,195,469.
PREMIER FINANCIAL BANCORP	337,096.	642,560.
PT BANK RAKYAT INDONESIA ORDIN	11,444.	14,794.
PT GUDANG GARAM IDR	12,644.	17,543.
PT INDO TAMBANGRAYA MEGAH	14,585.	14,871.
PT TELEKOM. IND. TBK ADR	11,324.	12,566.
RAYONIER INC	188,350.	189,780.
RELIGARE HEALTH	11,241.	9,024.
REMGRO LTD	9,992.	11,628.
ROYAL DUTCH SHEL PLC SPONS ADR	57,180.	68,290.
SANDS CHINA	14,696.	17,809.
SBERBANK SPONSORED ADR	7,204.	11,580.
SBT BANCORP, INC	501,390.	667,520.
SEARS ROEBUCK 7% CALLABLE	29,895.	13,300.
SELECT SECTOR SPDR ENERGY FUND	130,200.	144,520.
SEMEN INDONESIA	1,568.	1,444.
SENSATA TECHNOLOGIES HOLDINGS	89,089.	102,220.
SI FINANCIAL GROUP	241,206.	352,741.
SIEMENS AG	102,699.	103,905.
SILICONWARE PRECISION INDUSTRI	6,409.	6,812.
SK TELECOM ADS ADS	16,588.	18,979.
SPDR GOLD SHARES	192,273.	199,324.
STATE STREET CORP PFD SER C -	50,000.	50,400.
TAIWAN SEMICONDUCTOR MFG CO LT	20,685.	28,152.
TCW EMERGING MARKETS INCOME FU	349,647.	361,900.
TELEFONICA BRASIL, S.A	20,165.	20,762.
TEVA PHARMACEUTICAL INDUSTRIES	36,249.	18,950.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TICC CAPITAL CORP.	23,920.	14,350.
TIDELANDS ROYALTY TRUST B	289,306.	20,160.
TIMES CHINA HLDG	10,619.	15,970.
TOOTSIE ROLL INDS INC	295,638.	364,000.
TPG SPECIALTY LENDING INC	40,327.	39,600.
TRANSCANADA CORP	45,250.	48,640.
TRINITY INDUSTRIES, INC	164,630.	149,840.
USA TECHNOLOGIES, INC	140,328.	243,750.
USD TRONOX LTD	179,129.	184,590.
VALE SA	14,646.	16,388.
VALLEY NATL BANCORP	135,091.	134,640.
VALUE PARTNERS GRP	23,316.	24,772.
VANGUARD ENERGY ETF	42,398.	41,064.
VANGUARD FTSE ALL-WORLD EX-US	381,593.	516,010.
VANGUARD FTSE EUROPEAN ETF	108,675.	121,258.
VANGUARD GLOBAL EX-US REAL EST	34,203.	41,745.
VANGUARD S&P SMALL CAP 600	67,150.	97,552.
VANGUARD SF REIT ETF	129,048.	126,959.
VINA CONCHA Y TORO S.A. ADS	10,433.	11,652.
VODAFONE GROUP PLC	43,590.	47,850.
WALT DISNEY HOLDINGS CO	46,100.	53,755.
WESTERN ASSET HIGH INCOME OPPO	30,355.	25,350.
WESTERN NEW ENGLAND BANCORP IN	107,599.	152,600.
WEYERHAEUSER CO	177,431.	211,560.
WH GROUP LTD	18,956.	23,722.
WISDOMTREE JAPAN HEDGED EQUITY	229,323.	264,315.
XINHUA WINSHARE PUBLISHING	4,260.	4,469.
XINHUA WINSHARE PUBLISHING AND	7,132.	5,939.
XINYI GLASS HOLDINGS LTD	19,427.	26,893.
TOTALS	23,145,402.	27,113,224.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBVIE INC NOTE CALL - 2.300%	29,948.	29,783.
AIR LEASE CORP SR NT - 3.375%	35,007.	35,339.
AT&T, INC - 3.950% - 01/15/202	60,000.	61,431.
AUTOZONE INC - 2.500% - 04/15/	29,447.	29,791.
BOEING CO NOTE - 1.650% - 10/3	34,506.	34,529.
CATERPILLAR INC - 1.350% - 05/	29,983.	29,706.
CITIGROUP INC - 2.500% - 09/26	30,137.	30,086.
CVS HEALTH CORP BOND - 2.800%	34,974.	35,144.
DUKE ENERGY CORP NEWSR NT - 3.	30,582.	30,329.
EBAY INC - 2.500% - 03/09/2018	35,445.	35,033.
ESC LEHMAN BROS HLDNGS BND 0.0	117,782.	12,843.
ESC LEHMAN BROS HLDNGS BND 6.6		1,610.
FINANCING-FED BK ENTY CPN STRP	49,163.	49,228.
JOHN DEERE - 1.950% - 01/08/20	29,998.	29,975.
KELLOGG CO - 4.000% - 12/15/20	32,408.	31,325.
LOCKHEED MARTIN CORP NOTE - 2.	30,792.	30,192.
MANITOBA (PROV OF) - 2.125% -	54,984.	54,106.
METHANEX CORP NOTE - 3.250% -	20,140.	20,089.
METLIFE INC NOTES SER A - 6.81	26,957.	25,733.
O'REILLY BOND - 4.625% - 09/15	32,528.	31,876.
ONTARIO (PROVINCE OF) - 1.250%	64,839.	64,790.
ORACLE CORP NOTE CALL - 1.900%	35,116.	34,466.
REGIONS FINL CORP - 3.200% - 0	24,974.	25,437.
RYDER SYS MTN BE CALL MAKE WHO	29,835.	30,207.
STARBUCKS CORP - 2.100% - 02/0	35,729.	34,775.
TORONTO-DOMINION BANK - 1.450%	34,994.	34,874.
TOYOTA MOTOR CREDIT CORP MTN B	29,996.	29,867.
WELLS FARGO - 2.500% - 03/04/2	34,992.	34,984.
WESTERN GAS PARTNERS LP - 4.00	20,873.	20,404.
TOTALS	1,056,129.	947,952.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BRIDGE MULTIFAMILY-COMMERCIAL		59,512.
BRIDGE SENIORS HSNG & MDCL PRO	106,590.	76,238.
FUNDAMENTAL PARTNERS III-A, LP	209,509.	210,851.
MILLENIUM INTERNATIONAL LTD	168,749.	241,868.
OAK STREET REAL ESTATE CAPITAL	21,669.	20,459.
RIVERVIEW STRTGC OPP FD I (CYM	158,803.	279,645.
SALIENT MLP TTL RTRN FD LP	842,058.	858,076.
TOTALS	1,507,378.	1,746,649.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
OUTSTANDING OPTIONS	21,984.
TOTALS	21,984.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
TO ADJUST FROM ACCRUAL TO CASH BASIS	3,983,542.
TOTAL	3,983,542.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
11174198.		9,301,001.					1,873,197.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							151,763.	
		AIP GLBL MACRO FD I (CYMN) LP				P	07/25/2013	08/04/2017
248,574.		225,000.					23,574.	
		MILLENIUM INTERNATIONAL LTD				P	08/01/2013	11/06/2017
79,581.		56,251.					23,330.	
		MP SECURITIZED CREDIT FUND LTD				P	07/25/2013	07/27/2017
232,957.		197,250.					35,707.	
		TRICADIA CREDIT STRATEGIES OFFSHORE FUND				P	08/01/2013	11/06/2017
186,351.		175,000.					11,351.	
		DISTR IN EXCESS OF BASIS-BRIDGE MULTIFAM						
							124,425.	
TOTAL GAIN(LOSS)		....					2,243,347.	

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SARAH MCNEILL FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR / SEC 5.00			
THOMAS A. RODGERS IV FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / TREAS 5.00			
ROBERT F. STOICO FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 5.00			
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
OPPENHEIMER & CO. INC. 386 HIGH STREET FALL RIVER, MA 02720	INVESTMENT MGMT	119,025.
MORGAN STANLEY 125 HIGH STREET, 22ND FL BOSTON, MA 02110	INVESTMENT MGMT	93,906.
TOTAL COMPENSATION		212,931.

ATTACHMENT 14

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

GRANT APPLICATIONS TO FOUNDATION
PO BOX 159
NEWPORT, RI 02840
508-679-6452

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT APPLICATIONS TO FOUNDATION

WRITTEN REQUEST STATING NATURE OF ORGANIZATION AND INTENDED USE OF FUNDS

ATTACHMENT 16

✓

990PF, PART XV - SUBMISSION DEADLINES

GRANT APPLICATIONS TO FOUNDATION

NONE

ATTACHMENT 17

✓

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANT APPLICATIONS TO FOUNDATION

NONE

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

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BISHOP CONNOLLY HIGH SCHOOL 373 ELSBREE ST FALL RIVER, MA 02720	N/A PC	GENERAL & UNRESTRICTED	34,000
BRISTOL COMMUNITY COLLEGE FOUNDATION INC 777 ELSBREE ST NO D-118 FALL RIVER, MA 02720	N/A PC	SCHOLARSHIP FUND	250,000
CITIZENS FOR CITIZENS INC 264 GRIFFIN ST FALL RIVER, MA 02724	N/A PC	THE HOLIDAY FUND	3,750
CONCERTS AT THE POINT INC PO BOX 3 WESTPORT PT, MA 02791	N/A PC	MUSIC INITIATIVES	2,000
CROSSROADS RHODE ISLAND 160 BROAD ST PROVIDENCE, RI 02903	N/A PC	COMMUNITY OUTREACH PROGRAM	15,000
CYSTIC FIBROSIS FOUNDATION 57 EXECUTIVE PARK S STE 380 ATLANTA, GA 30329	N/A PC	GENERAL & UNRESTRICTED	10,000

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EASTER SEALS RHODE ISLAND INC 213 ROBINSON ST WAKEFIELD, RI 02879	N/A PC	OUTPATIENT PROGRAMS	15,000
FALL RIVER HISTORICAL SOCIETY 451 ROCK ST FALL RIVER, MA 02720	N/A PC	GENERAL & UNRESTRICTED	10,000
FALL RIVER TENNIS & EDUCATION FOUNDATION INC 209 BEDFORD ST FALL RIVER, MA 02720	N/A PC	SUMMER PROGRAM	1,500
FAMILY SERVICE OF RHODE ISLAND INC 134 THURBERS AVE PROVIDENCE, RI 02905	N/A PC	PHASE XII LONG RANGE FACILITIES IMPROVEMENT PROGRAM	40,000
HOPE FUNDS FOR CANCER RESEARCH 174 BELLEVUE AVE STE 208 NEWPORT, RI 02840	N/A PC	CANCER RESEARCH FELLOW FUND	55,000
INTERNATIONAL TENNIS HALL OF FAME INCORPORATED 194 BELLEVUE AVE NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	30,500

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUNIOR ACHIEVEMENT OF RHODE ISLAND 57 GREENE ST WARWICK, RI 02886	N/A PC	OPERATING SUPPORT	15,000
LITTLE FLOWER HOME INC 304 HOOPER ST TIVERTON, RI 02878	N/A PC	SUPPLIES, FOOD AND HOME REPAIR FUND FOR HOMELESS PREGNANT WOMEN	10,000
NATIVITY PREPARATORY SCHOOL NEW BEDFORD INC 66 SPRING ST NEW BEDFORD, MA 02740	N/A PC	GENERAL & UNRESTRICTED	125,000
NAVAL WAR COLLEGE FOUNDATION INC 686 CUSHING RD NEWPORT, RI 02841	N/A PC	GENERAL & UNRESTRICTED	2,500
NEWPORT PERFORMING ARTS CENTER PO BOX 234 NEWPORT, RI 02840	N/A PC	EDUCATION CENTER	50,000
NORMAN BIRD SANCTUARY TRUST 583 3RD BEACH RD MIDDLETOWN, RI 02842	N/A PC	SUMMER CAMP SCHOLARSHIP FUND	3,000

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OUR SISTERS SCHOOL INC 145 BROWNELL AVE NEW BEDFORD, MA 02740	N/A PC	SCHOLARSHIP FUND	30,000
RHODE ISLAND COMMUNITY FOOD BANK ASSOCIATION 200 NIANTIC AVE PROVIDENCE, RI 02907	N/A PC	FOOD SHORTAGES PROGRAM	10,000
SAINT PHILOMENA SCHOOL INC 324 CORYS LN PORTSMOUTH, RI 02871	N/A PC	SCHOLARSHIP FUND AND TUITION ASSISTANCE FUND	30,000
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVE NEWPORT, RI 02840	N/A PC	GOLF TEAM SUPPORT	1,500
SALVE REGINA UNIVERSITY 100 OCHRE POINT AVE NEWPORT, RI 02840	N/A PC	O'HARE COMMITMENT FUND	200,000
SAN MIGUEL EDUCATION CENTER 525 BRANCH AVE PROVIDENCE, RI 02904	N/A PC	SCHOLARSHIP FUND FOR THREE STUDENTS	30,000

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEAMENS CHURCH INSTITUTE OF NEWPORT R I 18 MARKET SQ NEWPORT, RI 02840	N/A PC	GENERAL & UNRESTRICTED	1,000
SOCIETY FOR HUMAN ADVANCEMENT THROUGH REHAB ENGINE 285 OLD WESTPORT RD N DARTMOUTH, MA 02747	N/A PC	GENERAL & UNRESTRICTED	15,000
SOUTHCOAST VISITING NURSE ASSOCIATION INC 200 MILL RD STE 120 FAIRHAVEN, MA 02719	N/A PC	GENERAL & UNRESTRICTED	10,000
STAR KIDS SCHOLARSHIP PROGRAM PO BOX 50494 NEW BEDFORD, MA 02745	N/A PC	GENERAL & UNRESTRICTED	3,500
STEPPINGSTONE INC 522 N MAIN ST FALL RIVER, MA 02720	N/A PC	HOMELESS SHELTER FUND	70,000
TASHIRAT FOUNDATION 14525 SW MILLIKEN WAY 26465 BEAVERTON, OR 97005	N/A PC	TEACHERS SALARIES FUND	25,000

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SALVATION ARMY 1801 EDINBURGH ST RAWLINS, WY 82301	N/A PC	THE HOLIDAY FUND	3,750
THE SALVATION ARMY 1424 NE EXPY NE BROOKHAVEN, GA 30329	N/A PC	COMMUNITY FOUNDATION	2,000
THOMAS CHEW MEMORIAL BOYS CLUB INC 803 BEDFORD ST FALL RIVER, MA 02723	N/A PC	GENERAL & UNRESTRICTED	50,000
TIVERTON LAND TR PO BOX 167 TIVERTON, RI 02878	N/A PC	GENERAL & UNRESTRICTED	10,000
UNITED WAY WORLDWIDE 701 N FAIRFAX ST ALEXANDRIA, VA 22314	N/A PC	COMMUNITY INITIATIVES	100,000
WESTPORT LAND CONSERVATION TRUST INC PO BOX 3975 WESTPORT, MA 02790	N/A PC	ST VINCENT DE PAUL LAND	25,000

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTPORT RIVER WATERSHED ALLIANCE INC PO BOX 3427 WESTPORT, MA 02790	N/A PC	WATERSHED BUILDING PROJECT	10,000
YEAR UP INC 45 MILK ST, 9TH FL BOSTON, MA 02109	N/A PC	YEAR UP PROVIDENCE TUITION ASSISTANCE FUND	40,000
YOUNG MENS CHRISTIAN ASSOCIATION SOUTHCOAST INCORP 128 UNION ST 304 NEW BEDFORD, MA 02740	N/A PC	EDUCATIONAL ACHIEVEMENT CENTER SUPPLIES FUND	25,000
		TOTAL CONTRIBUTIONS PAID	1,364,000

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

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	-780.	14	9,173.	
CLASS ACTION LAWSUIT PROCEEDS			01	1,710.	
INTEREST INCOME - BRIDGE SERIES HSNG & MDCL			14	1,077.	
TOTALS		-780.		11,960.	