

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

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Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information

OMB No 1545-0052

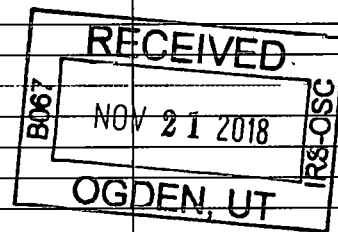
**2017**

Open to Public Inspection

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

|                                                                                                                                  |                                                                    |                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE PRENTICE FOUNDATION, INC.</b>                                                                       |                                                                    | <b>A</b> Employer identification number<br>06-1386173                                                                             |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>FOUNDATION SOURCE 501 SILVERSIDE RD</b>   |                                                                    | <b>B</b> Telephone number (see instructions)<br>(800) 839-1754                                                                    |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>WILMINGTON, DE 19809-1377</b>                     |                                                                    | <b>C</b> If exemption application is pending, check here . . . . . <input type="checkbox"/>                                       |
| <b>G</b> Check all that apply                                                                                                    |                                                                    | <b>D</b> 1 Foreign organizations, check here . . . . . <input type="checkbox"/>                                                   |
| <input type="checkbox"/> Initial return                                                                                          | <input type="checkbox"/> Initial return of a former public charity | 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>                |
| <input type="checkbox"/> Final return                                                                                            | <input type="checkbox"/> Amended return                            | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>    |
| <input type="checkbox"/> Address change                                                                                          | <input type="checkbox"/> Name change                               | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/> |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation              |                                                                    |                                                                                                                                   |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                    |                                                                                                                                   |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 32,074,040.                        |                                                                    |                                                                                                                                   |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual                             |                                                                    |                                                                                                                                   |
| <input type="checkbox"/> Other (specify) _____                                                                                   |                                                                    |                                                                                                                                   |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |                                                                                                         | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                            | 1 Contributions, gifts, grants, etc., received (attach schedule)                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. . . . . |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments.                                                   | 4,730.                             | 4,730.                    |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities . . . . .                                                      | 244,833.                           | 244,833.                  |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents . . . . .                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss) . . . . .                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                                | 2,011,746.                         |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a . . . . .                                                 | 5,390,628.                         |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2) . . . . .                                              |                                    | 2,254,327.                |                         |                                                             |
|                                                                                                                                                                    | 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 . . . . .                                                                                                                | 83,570.                                                                                                 | 83,255.                            |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11 . . . . .                                                                                                                         | 2,344,879.                                                                                              | 2,587,145.                         |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | 13 Compensation of officers, directors, trustees, etc. . . . .                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 14 Other employee salaries and wages . . . . .                                                          | 48,990.                            |                           |                         | 48,990.                                                     |
|                                                                                                                                                                    | 15 Pension plans, employee benefits . . . . .                                                           | 14,456.                            |                           |                         | 14,456.                                                     |
|                                                                                                                                                                    | 16a Legal fees (attach schedule) . . . . .                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule) . . . . .                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | c Other professional fees (attach schedule) [2] . . . . .                                               | 148,879.                           | 143,879.                  |                         | 5,000.                                                      |
|                                                                                                                                                                    | 17 Interest . . . . .                                                                                   | 14.                                |                           |                         | 14.                                                         |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions) [3] . . . . .                                             | 29,324.                            | 11,324.                   |                         |                                                             |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy . . . . .                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings . . . . .                                                          | 2,174.                             |                           |                         | 2,174.                                                      |
|                                                                                                                                                                    | 22 Printing and publications . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 23 Other expenses (attach schedule) ATCH. 4 . . . . .                                                   | 184,480.                           | 137,163.                  |                         | 47,216.                                                     |
|                                                                                                                                                                    | 24 Total operating and administrative expenses Add lines 13 through 23. . . . .                         | 428,317.                           | 292,366.                  |                         | 117,850.                                                    |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid . . . . .                                                          | 1,735,000.                         |                           |                         | 1,735,000.                                                  |
| 26 Total expenses and disbursements Add lines 24 and 25 . . . . .                                                                                                  | 2,163,317.                                                                                              | 292,366.                           |                           | 1,852,850.              |                                                             |
| 27 Subtract line 26 from line 12 . . . . .                                                                                                                         |                                                                                                         |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements . . . . .                                                                                                      | 181,562.                                                                                                |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-) . . . . .                                                                                                         |                                                                                                         | 2,294,779.                         |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-) . . . . .                                                                                                           |                                                                                                         |                                    |                           |                         |                                                             |



| 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 . . . . .                                                                                  | 1,416,068.                                                     | 1,163,611.     | 1,163,611.            |
|                             | 3                                                                                         | Accounts receivable ▶ . . . . .                                                                                                   |                                                                |                |                       |
|                             |                                                                                           | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                                                                |                |                       |
|                             | 4                                                                                         | Notes receivable ▶ . . . . .                                                                                                      |                                                                |                |                       |
|                             |                                                                                           | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                                                                |                |                       |
|                             | 5                                                                                         | Grants receivable . . . . .                                                                                                       |                                                                |                |                       |
|                             | 6                                                                                         | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                                                                |                |                       |
|                             | 7                                                                                         | Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                    |                                                                |                |                       |
|                             |                                                                                           | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                                                                |                |                       |
|                             | 8                                                                                         | Inventories for sale or use . . . . .                                                                                             |                                                                |                |                       |
|                             | 9                                                                                         | Prepaid expenses and deferred charges . . . . .                                                                                   |                                                                |                |                       |
|                             | 10a                                                                                       | Investments - U.S. and state government obligations (attach schedule) . . . . .                                                   |                                                                |                |                       |
|                             | b                                                                                         | Investments - corporate stock (attach schedule) ATCH. 5 . . . . .                                                                 | 12,002,010.                                                    | 11,286,811.    | 15,340,729.           |
|                             | c                                                                                         | Investments - corporate bonds (attach schedule) . . . . .                                                                         |                                                                |                |                       |
|                             | Liabilities                                                                               | 11                                                                                                                                | Investments - land, buildings, and equipment basis ▶ . . . . . |                |                       |
|                             |                                                                                           | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                       |                                                                |                |                       |
| 12                          |                                                                                           | Investments - mortgage loans . . . . .                                                                                            |                                                                |                |                       |
| 13                          |                                                                                           | Investments - other (attach schedule) . . . . . ATCH. 6 . . . . .                                                                 | 12,214,517.                                                    | 13,366,735.    | 15,569,700.           |
| 14                          |                                                                                           | Land, buildings and equipment basis ▶ . . . . .                                                                                   |                                                                |                |                       |
|                             |                                                                                           | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                       |                                                                |                |                       |
| 15                          |                                                                                           | Other assets (describe ▶ . . . . .)                                                                                               |                                                                |                |                       |
| 16                          |                                                                                           | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                           | 25,632,595.                                                    | 25,817,157.    | 32,074,040.           |
| 17                          |                                                                                           | Accounts payable and accrued expenses . . . . .                                                                                   |                                                                |                |                       |
| 18                          |                                                                                           | Grants payable . . . . .                                                                                                          |                                                                |                |                       |
| Net Assets or Fund Balances | 19                                                                                        | Deferred revenue . . . . .                                                                                                        |                                                                |                |                       |
|                             | 20                                                                                        | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                |                                                                |                |                       |
|                             | 21                                                                                        | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                                                                |                |                       |
|                             | 22                                                                                        | Other liabilities (describe ▶ . . . . .)                                                                                          |                                                                |                |                       |
| 23                          | Total liabilities (add lines 17 through 22) . . . . .                                     | 0.                                                                                                                                | 0.                                                             |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/>           |                                                                                                                                   |                                                                |                |                       |
|                             | 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 ▶ <input checked="" type="checkbox"/> |                                                                                                                                   |                                                                |                |                       |
|                             | 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 . . . . .                                                        | 25,632,595.                                                    | 25,817,157.    |                       |
| 30                          | Total net assets or fund balances (see instructions) . . . . .                            | 25,632,595.                                                                                                                       | 25,817,157.                                                    |                |                       |
| 31                          | Total liabilities and net assets/fund balances (see instructions) . . . . .               | 25,632,595.                                                                                                                       | 25,817,157.                                                    |                |                       |

## 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 | 25,632,595. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 181,562.    |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH. 7 . . . . .                                                                                                 | 3 | 3,000.      |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 25,817,157. |
| 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 | 25,817,157. |

**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<br>P - Purchase<br>D - Donation                                             | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| <b>1 a</b> SEE PART IV SCHEDULE                                                                                                                                                                                   |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| (e) Gross sales price                                                                                                                                                                                             | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                 |                                    |                                |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| 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<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                    |                                |
| <b>a</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                          |                                            |                                                 |                                                                                              |                                    |                                |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                        |                                            |                                                 | <b>2</b>                                                                                     | 2,254,327.                         |                                |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in<br>Part I, line 8 . . . . . } |                                            |                                                 | <b>3</b>                                                                                     | 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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2016                                                                                                                                                                                                                                  | 1,673,781.                               | 26,859,566.                                  | 0.062316                                                  |
| 2015                                                                                                                                                                                                                                  | 2,108,356.                               | 29,007,230.                                  | 0.072684                                                  |
| 2014                                                                                                                                                                                                                                  | 1,386,613.                               | 20,864,399.                                  | 0.066458                                                  |
| 2013                                                                                                                                                                                                                                  | 1,226,823.                               | 18,866,134.                                  | 0.065028                                                  |
| 2012                                                                                                                                                                                                                                  | 1,312,343.                               | 16,813,200.                                  | 0.078054                                                  |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                        |                                          |                                              | <b>2</b> 0.344540                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . .                                  |                                          |                                              | <b>3</b> 0.068908                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .                                                                                                                                       |                                          |                                              | <b>4</b> 31,202,868.                                      |
| <b>5</b> Multiply line 4 by line 3. . . . .                                                                                                                                                                                           |                                          |                                              | <b>5</b> 2,150,127.                                       |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                          |                                          |                                              | <b>6</b> 22,948.                                          |
| <b>7</b> Add lines 5 and 6. . . . .                                                                                                                                                                                                   |                                          |                                              | <b>7</b> 2,173,075.                                       |
| <b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .<br>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<br>Part VI instructions |                                          |                                              | <b>8</b> 1,852,850.                                       |

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

|                                                                                                                                                             |    |         |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .                    |    | 1       | 45,896. |
| 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |    |         |         |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                    |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)                                                |    | 2       |         |
| 3 Add lines 1 and 2 . . . . .                                                                                                                               |    | 3       | 45,896. |
| 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       | 45,896. |
| 6 Credits/Payments                                                                                                                                          |    |         |         |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .                                                                               | 6a | 34,097. |         |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                           | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                             | 6c | 5,479.  |         |
| d Backup withholding erroneously withheld . . . . .                                                                                                         | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                             |    | 7       | 39,576. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .                    |    | 8       | 16.     |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                   |    | 9       | 6,336.  |
| 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 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                              |    | 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 the instructions for the definition . . . . .                                                                                                                                                                                       |     | 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? . . . . .                                                                                                                                                                                                                                                                               |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____                                                                                                                                                                       |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .                                                                                                                                                                                                                                    |     | X  |
| If "Yes," attach a detailed description of the activities                                                                                                                                                                                                                                                                                      |     |    |
| 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? . . . . .                                                                                                                                                                                                                                                                   | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .                                                                                                                                                                                                                                     |     | X  |
| If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                                                                                                               |     |    |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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 <input type="checkbox"/> CO, CT, <input type="checkbox"/>                                                                                                                                                                                 |     |    |
| 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 2017 or the tax year beginning in 2017? See the 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  |

Form 990-PF (2017)

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

|                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions . . . . .     |     | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions . . . . .    | X   |    |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A                                                           | X   |    |
| 14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754<br>Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377                                           |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . .                                                                                       |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year . . . . .                                                                                                              | 15  |    |
| 16 At any time during calendar year 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? . . . . . |     | 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 | X No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                   | Yes | X No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                       | Yes | X No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                             | Yes | X 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 | X 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 | X 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 . . . . .                                                                                                                                                                                                                                                                                                                                                                                                              |     |      |
| 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? . . . . .                                                                                                                                                                                                                                                                                                        |     | 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 | X 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) . . . . .                                                                                                                                                                                       |     |      |
| 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 | X 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) . . . . . |     |      |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                         |     | 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?                                                                                                                                                                                                                                                                        |     | X    |

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

|                                                                                                                                                                                                                                 |                                                                     | Yes       | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|----|
| <b>5a</b> 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))?                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions                                                                                         | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</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. |                                                                     | <b>5b</b> |    |
| Organizations relying on a current notice regarding disaster assistance, check here                                                                                                                                             | <input type="checkbox"/>                                            |           |    |
| <b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?                                                             | <input type="checkbox"/> Yes <input type="checkbox"/> No            |           |    |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d)                                                                                                                                                     |                                                                     |           |    |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                             |                                                                     | <b>6b</b> | X  |
| If "Yes" to 6b, file Form 8870                                                                                                                                                                                                  |                                                                     |           |    |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                              |                                                                     | <b>7b</b> |    |

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 10              |                                                           | 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 11                                                                            |                     | 143,879.         |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | ►                |

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | 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.)

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 14,925,728. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 1,161,370.  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 15,590,941. |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 31,678,039. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 31,678,039. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 475,171.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 31,202,868. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,560,143.  |

**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.)

|           |                                                                                                            |           |            |
|-----------|------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                              | <b>1</b>  | 1,560,143. |
| <b>2a</b> | Tax on investment income for 2017 from Part VI, line 5                                                     | <b>2a</b> | 45,896.    |
| <b>b</b>  | Income tax for 2017 (This does not include the tax from Part VI)                                           | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                        | <b>2c</b> | 45,896.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                      | <b>3</b>  | 1,514,247. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                  | <b>4</b>  | 3,000.     |
| <b>5</b>  | Add lines 3 and 4                                                                                          | <b>5</b>  | 1,517,247. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                     | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 1,517,247. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                     |           |            |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                           |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                       | <b>1a</b> | 1,852,850. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                  | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                           | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                 |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                      | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                               | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                   | <b>4</b>  | 1,852,850. |
| <b>5</b> | 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 | <b>5</b>  | 0.         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                               | <b>6</b>  | 1,852,850. |

**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)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 1,517,247.  |
| <b>2</b> Undistributed income, if any, as of the end of 2017                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2016 only. . . . .                                                                                                                                                |               |                            |             |             |
| <b>b</b> Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u> . . . . .                                                                                                         |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2017                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2012 . . . . .                                                                                                                                                                | 473,953.      |                            |             |             |
| <b>b</b> From 2013 . . . . .                                                                                                                                                                | 308,653.      |                            |             |             |
| <b>c</b> From 2014 . . . . .                                                                                                                                                                | 384,609.      |                            |             |             |
| <b>d</b> From 2015 . . . . .                                                                                                                                                                | 728,262.      |                            |             |             |
| <b>e</b> From 2016 . . . . .                                                                                                                                                                | 355,899.      |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 2,251,376.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,852,850.</u> . . . . .                                                                                           |               |                            |             |             |
| <b>a</b> Applied to 2016, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .                                                                                     |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| <b>d</b> Applied to 2017 distributable amount. . . . .                                                                                                                                      |               |                            |             | 1,517,247.  |
| <b>e</b> Remaining amount distributed out of corpus. . . . .                                                                                                                                | 335,603.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .                                        |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          | 2,586,979.    |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                           |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               |                            |             |             |
| <b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| <b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .                                                                 |               |                            |             |             |
| <b>7</b> 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) . . . . .       |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 473,953       |                            |             |             |
| <b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 2,113,026.    |                            |             |             |
| <b>10</b> Analysis of line 9.                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2013 . . . . .                                                                                                                                                         | 308,653.      |                            |             |             |
| <b>b</b> Excess from 2014 . . . . .                                                                                                                                                         | 384,609.      |                            |             |             |
| <b>c</b> Excess from 2015 . . . . .                                                                                                                                                         | 728,262.      |                            |             |             |
| <b>d</b> Excess from 2016 . . . . .                                                                                                                                                         | 355,899.      |                            |             |             |
| <b>e</b> Excess from 2017 . . . . .                                                                                                                                                         | 335,603.      |                            |             |             |

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

**Part XV. Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

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

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

c Any submission deadlines

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

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                    |                                                                                                                    |                                      |                                     |            |
| ATCH 12                                          |                                                                                                                    |                                      |                                     |            |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3a</b>                           | 1,735,000. |
| <b>b Approved for future payment</b>             |                                                                                                                    |                                      |                                     |            |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3b</b>                           |            |

## Enter gross amounts unless otherwise indicated

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

| Line No.<br>▼ | 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 I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV**

| <b>Name</b>                                   | <b>Date<br/>Acquired</b> | <b>Acquisition<br/>Method</b> | <b>Date Sold</b> | <b>Gross Sales<br/>Price</b> | <b>Book Basis</b>   | <b>Net<br/>Gain/(Loss)</b> |
|-----------------------------------------------|--------------------------|-------------------------------|------------------|------------------------------|---------------------|----------------------------|
| Publicly-traded Securities                    |                          |                               |                  |                              |                     |                            |
| Passthrough K-1 Capital Gain/(Loss) - non UBI |                          |                               |                  | \$ 5,240,628                 | \$ 4,179,590        | \$ 1,061,038               |
| Alternative Investments Sustainability Ltd    | 6/30/2015                | Purchased                     | 3/2/2017         | \$ 150,000                   | \$ 153,783          | \$ 946,684                 |
|                                               |                          |                               |                  |                              |                     | \$ (3,783)                 |
| Total included in Part IV                     |                          |                               |                  | <u>\$ 5,390,628</u>          | <u>\$ 4,333,373</u> | <u>\$ 2,003,939</u>        |
| Passthrough K-1 Capital Gain/(Loss) - UBI     |                          |                               |                  |                              |                     |                            |
| Part I, Line 6a Total                         |                          |                               |                  |                              | <u>\$ 7,807</u>     | <u>\$ 2,011,746</u>        |

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| K-1 INC/LOSS DBL PARTNERS III, LP        | 396.                                    | 396.                        |
| K-1 INC/LOSS GENERATION IM GLOBAL EQUITY | 75,024.                                 | 75,024.                     |
| K-1 INC/LOSS NORTH SKY CLEANTECH VENTURE | -239.                                   | -346.                       |
| CLASS ACTION LAWSUIT PROCEEDS            | 3,979.                                  | 3,979.                      |
| SEC 965 INCOME                           | 4,202.                                  | 4,202.                      |
| RESTITUTION PROCEEDS                     | 208.                                    |                             |
| TOTALS                                   | <u>83,570.</u>                          | <u>83,255.</u>              |

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| INVESTMENT MANAGEMENT SERVICES | 143,879.                                          | 143,879.                             |                                |
| PHILANTHROPIC CONSULTING SRVCS | 5,000.                                            |                                      | 5,000.                         |
| TOTALS                         | <u>148,879.</u>                                   | <u>143,879.</u>                      | <u>5,000.</u>                  |

ATTACHMENT 3FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-------------------------------|---------------------------------------------------|--------------------------------------|
| 990-PF ESTIMATED TAX FOR 2017 | 18,000.                                           |                                      |
| FOREIGN TAX PAID              | 11,324.                                           | 11,324.                              |
| TOTALS                        | <u>29,324.</u>                                    | <u>11,324.</u>                       |

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|------------------------|
| ADMINISTRATIVE FEES            | 43,898.                                 |                             | 43,898.                |
| BANK CHARGES                   | 10,376.                                 | 10,376.                     |                        |
| INSURANCE PREMIUMS             | 2,395.                                  |                             | 2,395.                 |
| K-1 EXP DBL PARTNERS III, LP   | 41,213.                                 | 41,134.                     |                        |
| K-1 EXP GENERATION IM GLOBAL E | 64,770.                                 | 64,770.                     |                        |
| K-1 EXP NORTH SKY CLEANTECH VE | 20,905.                                 | 20,883.                     |                        |
| REGISTERED AGENT FEE           | 214.                                    |                             | 214.                   |
| PAYROLL PROCESSING FEES        | 660.                                    |                             | 660.                   |
| STATE OR LOCAL FILING FEES     | 10.                                     |                             | 10.                    |
| FDN CREDIT CARD LATE FEE       | 39.                                     |                             | 39.                    |
| TOTALS                         | <u>184,480.</u>                         | <u>137,163.</u>             | <u>47,216.</u>         |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5

| <u>DESCRIPTION</u>           | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|------------------------------|------------------------------|-----------------------|
| ACCENTURE PLC                | 55,976.                      | 114,818.              |
| ACI WORLDWIDE INC            | 47,846.                      | 54,113.               |
| ACTIVISION BLIZZARD INC      | 79,316.                      | 118,978.              |
| AEGON N V ORD AMER REG       | 51,707.                      | 63,095.               |
| AETNA INC                    | 53,726.                      | 82,077.               |
| AKAMAI TECH COM STK          | 13,060.                      | 14,634.               |
| ALEXION PHARMACEUTICALS, INC | 86,474.                      | 89,693.               |
| ALPHABET INC CL A            | 83,257.                      | 170,651.              |
| ALPHABET INC CL C            | 158,691.                     | 349,497.              |
| ALTABA INC                   | 63,616.                      | 149,200.              |
| AMAZON COM                   | 69,217.                      | 242,079.              |
| AMDOCS LIMITED               | 14,531.                      | 16,370.               |
| AMER FIN GRP HLD             | 9,088.                       | 13,568.               |
| AMERICA MOVIL SA             | 36,866.                      | 38,639.               |
| AMERICAN CAMPUS COMMUNITIES  | 5,824.                       | 5,129.                |
| AMERICAN STATES WATER CO     | 19,335.                      | 28,955.               |
| AMERIPRISE FINANCIAL INC     | 91,344.                      | 163,877.              |
| ANGI HOMESERVICES INC        | 2,828.                       | 2,542.                |
| ANSYS INC                    | 10,707.                      | 14,759.               |
| ANTHEM INC                   | 29,166.                      | 62,778.               |
| APPLE INC                    | 190,847.                     | 346,074.              |
| APPLIED IDNS TECH            | 10,495.                      | 16,004.               |
| APTAR GROUP INC              | 59,530.                      | 74,632.               |
| ASPEN TECHNOLOGY, INC        | 8,272.                       | 14,895.               |
| ASTELLAS PHARMA INC          | 51,058.                      | 52,026.               |
| AVERY DENNISON CORP          | 8,451.                       | 14,358.               |
| BANK OF HAWAII CORP          | 8,217.                       | 13,712.               |
| BARCLAYS PLC ADR             | 80,045.                      | 66,719.               |
| BERKLEY W R CP               | 8,745.                       | 10,748.               |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| BERKSHIRE HATHAWAY INC. CLASS  | 195,692.                     | 286,625.              |
| BGC PARTNERS INC               | 20,715.                      | 32,079.               |
| BIG LOTS INC                   | 10,973.                      | 14,038.               |
| BLACKROCK INC                  | 78,567.                      | 84,248.               |
| BRINKER INTL INC               | 10,513.                      | 8,739.                |
| BRISTOL-MYERS SQUIBB CO        | 91,581.                      | 99,151.               |
| BROWN & BROWN INC              | 8,415.                       | 13,380.               |
| C H ROBINSON WORLDWIDE INC     | 10,035.                      | 13,364.               |
| C T S CP                       | 21,924.                      | 29,587.               |
| CALAVO GROWERS, INC            | 35,676.                      | 42,960.               |
| CANADIAN NATL RAILWAY CO       | 69,708.                      | 100,650.              |
| CARMAX INC                     | 108,843.                     | 147,884.              |
| CARREFOUR S.A                  | 112,857.                     | 89,634.               |
| CBIZ, INC                      | 24,802.                      | 44,511.               |
| CEMEX SA DE CV A ADS           | 48,924.                      | 60,060.               |
| CHARLES SCHWAB CORP            | 162,501.                     | 358,202.              |
| CHEESECAKE FACTORY INC         | 13,185.                      | 13,490.               |
| CHEMED CORP                    | 6,564.                       | 12,151.               |
| CHINA MOBILE HGK LTD           | 63,960.                      | 55,341.               |
| CHIPOTLE MEX GRILL             | 87,278.                      | 60,696.               |
| CHOICE HOTELS INTERNATIONAL IN | 10,740.                      | 15,520.               |
| CHURCH & DWIGHT                | 12,118.                      | 12,543.               |
| COHEN & STEERS INC             | 7,286.                       | 10,640.               |
| COLUMBIA BANKING SYSTEM, INC   | 42,999.                      | 65,334.               |
| COMMERCE BANCSHARES, INC       | 7,051.                       | 11,838.               |
| COMMERCEHUB INC SER C          | 17,740.                      | 23,020.               |
| COMMUNITY HEALTHCARE TRUST     | 19,272.                      | 21,272.               |
| COMPAGNIE DE SAINT G           | 30,064.                      | 39,372.               |
| CONAGRA FOODS INC              | 69,723.                      | 69,162.               |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| CONVERGYS CP                   | 2,562.                       | 3,102.                |
| COOPER COMPANIES INC           | 8,177.                       | 10,894.               |
| CORESITE REALTY CORPORATION    | 7,716.                       | 18,224.               |
| CREDIT SUISSE GROUP ADR        | 110,312.                     | 103,369.              |
| CROWN CASTLE INTL              | 244,879.                     | 283,741.              |
| CUBESMART                      | 6,598.                       | 7,230.                |
| CVB FINANCIAL CORPORATION      | 6,485.                       | 8,835.                |
| DAI NIPPON PRINTING LTD JAPANS | 37,204.                      | 45,681.               |
| DAIICHI SANKYO CO LTD SPONSORE | 42,654.                      | 73,166.               |
| DEL FRISCOS RESTAURANT GROUP I | 22,832.                      | 20,039.               |
| DELTA AIR LINES INC            | 71,696.                      | 78,064.               |
| DENNYS CORPORATION             | 13,793.                      | 14,034.               |
| DENTSPLY SIRONA INC            | 12,956.                      | 14,812.               |
| DEXCOM, INC                    | 157,793.                     | 159,372.              |
| DONALDSON CO. INC              | 15,184.                      | 20,804.               |
| DORMAN PRODUCTS INC            | 8,265.                       | 10,700.               |
| DST SYS INC. COM               | 16,161.                      | 18,621.               |
| EAST WEST BANCORP, INC         | 7,233.                       | 12,166.               |
| EATON VANCE CORP COM           | 8,782.                       | 13,646.               |
| EBAY INC                       | 42,022.                      | 70,838.               |
| ECOLAB INC                     | 100,021.                     | 117,676.              |
| EDWARDS LIFESCIENCES           | 56,668.                      | 138,633.              |
| EMBRAER EMPRESA BR             | 67,313.                      | 64,396.               |
| ERICSSON L M TEL CO            | 81,476.                      | 62,091.               |
| ERSTE BK DER OEST SP           | 23,762.                      | 39,763.               |
| EVEREST RE GROUP LTD           | 10,042.                      | 12,169.               |
| EXPEDITORS INTL WASH INC       | 12,482.                      | 16,173.               |
| F5 NETWORKS, INC               | 16,954.                      | 19,683.               |
| FACEBOOK INC                   | 179,288.                     | 421,562.              |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| FACTSET RESH SYST INC          | 12,505.              | 16,385.       |
| FB FINANCIAL CORPORATION       | 17,375.              | 19,063.       |
| FIRST MERCHANTS CORPORATION    | 50,363.              | 48,705.       |
| FIRST PAC CO LTD SPON ADR      | 87,581.              | 58,813.       |
| FIRST REPUBLIC BANK            | 64,184.              | 73,991.       |
| FLOWERS FOODS INC              | 13,296.              | 12,552.       |
| FRANKLIN ELECTRIC CO., INC     | 7,535.               | 9,180.        |
| GENESEE                        | 50,074.              | 60,465.       |
| GENTHERM INC                   | 10,599.              | 8,731.        |
| GLAXOSMITHKLINE PLC            | 132,159.             | 102,083.      |
| GOLUB CAPITAL BDC, INC         | 10,075.              | 9,682.        |
| HANESBRANDS INC                | 54,011.              | 55,976.       |
| HENRY JACK & ASSOC INC         | 10,515.              | 11,696.       |
| HERITAGE FINL CORP             | 8,207.               | 8,285.        |
| HONDA MOTOR CO LTD             | 73,934.              | 80,327.       |
| HOSTESS BRANDS INC             | 28,101.              | 28,435.       |
| HOWARD HUGHES CORPORATION      | 36,148.              | 47,388.       |
| HSBC HOLDINGS PLC              | 42,911.              | 52,983.       |
| HUBBELL INCORPORATED           | 18,040.              | 22,331.       |
| IAC/INTERACTIVE CORP           | 8,741.               | 18,953.       |
| INDEX CP                       | 6,044.               | 11,217.       |
| INNERWORKINGS, INC             | 23,845.              | 22,357.       |
| INT'L FLAVORS & FRAGRANCES INC | 9,958.               | 15,261.       |
| INTERDIGITAL COMMUNICATIONS CO | 23,308.              | 26,653.       |
| INTERPUBLIC GROUP OF COS       | 10,377.              | 8,568.        |
| INTESA SANPAOLO SPA            | 45,881.              | 55,501.       |
| IPG PHOTONICS CORP             | 8,111.               | 19,272.       |
| J SAINSBURY                    | 100,702.             | 80,196.       |
| J2 GLOBAL INC                  | 22,717.              | 25,210.       |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| JACOBS ENGINEERING GP          | 146,840.                     | 170,045.              |
| JONES LANG LASALLE             | 15,920.                      | 16,382.               |
| JP MORGAN CHASE                | 146,579.                     | 181,049.              |
| JUNIPER NETWORKS               | 11,721.                      | 13,538.               |
| KAMAN CORPORATION              | 28,704.                      | 43,659.               |
| KAR AUCTION SERVICES INC       | 26,372.                      | 48,136.               |
| KINGFISHER PLC                 | 81,077.                      | 80,692.               |
| LAKELAND BANCORP INC           | 40,683.                      | 39,463.               |
| LAMAR ADVERTISING CO CL A REIT | 13,793.                      | 14,848.               |
| LANCASTER COLONY CORPORATION   | 8,773.                       | 9,691.                |
| LASALLE HOTEL PROP             | 9,096.                       | 10,526.               |
| LIGAND PHARMACEUTICALS INC     | 36,691.                      | 59,838.               |
| LINCOLN ELECTRIC HOLDING INC   | 19,210.                      | 24,727.               |
| LITHIA MOTORS INC CL A         | 35,206.                      | 41,801.               |
| LOWES COMPANIES INC            | 104,257.                     | 176,772.              |
| MARKS & SPENCER GRP ADR        | 117,445.                     | 88,186.               |
| MARRIOTT INTERNATIONAL INC. CL | 28,715.                      | 71,258.               |
| MASIMO CORPORATION             | 4,376.                       | 10,600.               |
| MASTERCARD INC                 | 119,571.                     | 235,213.              |
| MATCH GROUP INC                | 10,419.                      | 19,882.               |
| MB FINANCIAL INC               | 52,990.                      | 61,794.               |
| MEDICAL PROPERTIES TRUST, INC  | 46,017.                      | 50,531.               |
| MEDNAX, INC                    | 12,630.                      | 11,757.               |
| MEDP                           | 9,143.                       | 10,153.               |
| MEDTRONIC PLC                  | 114,761.                     | 112,727.              |
| MERCK & CO INC                 | 36,070.                      | 37,926.               |
| METTLER-TOLEDO INTL            | 8,950.                       | 18,586.               |
| MGP INGREDIENTS, INC           | 17,583.                      | 35,749.               |
| MICROSOFT CORP                 | 198,726.                     | 358,155.              |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| MIDDLEBY CORPORATION           | 12,050.                      | 13,495.               |
| MITSUBISHI TANABE PHARMA CORPO | 23,089.                      | 29,486.               |
| MITSUBISHI TOKYO FIN           | 72,671.                      | 89,334.               |
| MOBILE TELSYS OJSC             | 47,609.                      | 58,450.               |
| MORRISON W SUPRMKT PLC         | 72,657.                      | 77,741.               |
| MS&AD INS GROUP ADR            | 47,059.                      | 67,455.               |
| NETAPP, INC                    | 7,563.                       | 13,830.               |
| NETGEAR INC                    | 8,870.                       | 11,750.               |
| NEWMARK GROUP INC              | 16,762.                      | 18,762.               |
| NEXSTAR MEDIA GROUP, INC       | 46,391.                      | 58,103.               |
| NIKE INC-CL B                  | 75,413.                      | 115,342.              |
| NISSAN MOTOR LTD ASR           | 74,327.                      | 75,262.               |
| NOKIA                          | 64,015.                      | 54,177.               |
| NOMAD FOODS LIMITED            | 66,682.                      | 76,585.               |
| NORDSON CP                     | 13,181.                      | 22,692.               |
| NORDSTROM INC                  | 9,304.                       | 9,476.                |
| OLD DOMINION FREIGHT LINES     | 95,261.                      | 158,518.              |
| ORANGE                         | 91,742.                      | 96,483.               |
| OXFORD INDUSTRIES              | 32,030.                      | 35,790.               |
| PACIFIC PREMIER BANCORP INC    | 41,180.                      | 43,040.               |
| PACWEST BANCORP                | 22,765.                      | 32,306.               |
| PALO ALTO NETWORKS INC         | 104,428.                     | 110,589.              |
| PAYPAL HOLDINGS, INC           | 133,057.                     | 296,908.              |
| PDF SOLUTIONS INC              | 25,046.                      | 25,968.               |
| PEPSICO INC                    | 47,405.                      | 67,155.               |
| PERKIN ELMER INC               | 12,855.                      | 14,624.               |
| POLARIS INDUSTRIES             | 6,969.                       | 9,299.                |
| PRICELINE.COM INCORPORATED     | 95,274.                      | 158,134.              |
| PTC INC                        | 88,577.                      | 96,503.               |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| PUBLICIS GROUPE S.A            | 59,486.                      | 65,581.               |
| QUALCOMM INC                   | 100,068.                     | 90,204.               |
| RED HAT, INC                   | 126,509.                     | 189,638.              |
| REGIONS FINANCIAL CORP         | 78,927.                      | 132,261.              |
| RESMED INC                     | 9,934.                       | 14,821.               |
| RPM INTERNATIONAL INC          | 14,113.                      | 14,416.               |
| RYMAN HOSPITALITY PROPERTIES   | 10,656.                      | 13,804.               |
| S&P GLOBAL INC COM             | 75,879.                      | 84,192.               |
| SALESFORCE.COM                 | 66,891.                      | 120,222.              |
| SANOFI-AVENTIS SPONSORED ADR   | 114,225.                     | 107,199.              |
| SCHNEIDER ELEC UNSP/ADR        | 46,630.                      | 64,935.               |
| SEI INVESTMENTS                | 7,608.                       | 15,091.               |
| SENSATA TECHNOLOGIES HOLDINGS  | 12,439.                      | 14,055.               |
| SHERWIN-WILLIAMS CO            | 71,770.                      | 109,481.              |
| SHINHAN FINL GROUP CO LTD      | 45,351.                      | 53,128.               |
| SIGNATURE BANK                 | 15,913.                      | 17,158.               |
| SILGAN HOLDINGS, INC           | 51,503.                      | 59,074.               |
| SILICON MOTION TECHNOLOGY CORP | 38,867.                      | 44,380.               |
| SLM CORP                       | 4,452.                       | 5,447.                |
| SOUTH STATE CORPORATION        | 36,756.                      | 40,350.               |
| SPROUTS FARMERS MARKET INC     | 75,878.                      | 87,222.               |
| STARBUCKS CORP COM             | 78,003.                      | 113,941.              |
| STERIS PLC                     | 9,579.                       | 10,934.               |
| SUMITOMO MITSUI TR HOLDINGS SP | 50,188.                      | 58,999.               |
| SVB FINANCIAL GROUP            | 8,644.                       | 17,533.               |
| SWATCH GROUP AG                | 47,808.                      | 55,338.               |
| SWISS RE LTD ADR               | 64,483.                      | 69,485.               |
| T. ROWE PRICE ASSOCIATES       | 31,402.                      | 48,163.               |
| TAISHO PHARMACEUTICAL          | 53,184.                      | 54,847.               |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| DESCRIPTION                   | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------------|----------------------|---------------|
| TAKEDA PHARMACEUTICAL CO LTD  | 31,567.              | 42,590.       |
| TANGER FACTORY OUTLET CENTERS | 11,191.              | 8,616.        |
| TECH DATA CORP                | 10,294.              | 13,226.       |
| TELECOM ITALIA ADR            | 31,983.              | 30,136.       |
| TELECOM ITALIA SPA            | 55,777.              | 52,994.       |
| TELEDYNE TECH INC             | 23,133.              | 48,548.       |
| TELEFONICA BRASIL, S.A        | 60,392.              | 69,909.       |
| TENNECO INC                   | 8,511.               | 8,781.        |
| TERADATA CORPORATION          | 8,882.               | 10,577.       |
| TESCO PLC S ADR               | 136,526.             | 117,162.      |
| TEXAS CAPITAL BANCSHARES, INC | 4,452.               | 7,912.        |
| TEXAS ROADHOUSE, INC          | 5,880.               | 10,536.       |
| THERMO FISHER SCIENTIFIC INC  | 103,084.             | 158,360.      |
| TIFFANY & CO                  | 6,948.               | 10,395.       |
| TJX COMPANIES INC             | 56,202.              | 69,273.       |
| TOOTSIE ROLL INDS INC         | 8,355.               | 8,190.        |
| TYLER TECHNOLOGIES, INC       | 68,038.              | 76,309.       |
| UMB FINANCIAL CORPORATION     | 8,056.               | 12,011.       |
| UNIFIRST CP                   | 11,639.              | 17,315.       |
| UNITED BANKSHARES, INC        | 19,129.              | 22,275.       |
| UNITED RENTALS INC            | 16,824.              | 60,340.       |
| UNITEDHEALTH GROUP INC        | 229,138.             | 356,924.      |
| VALMONT INDUSTRIES INC        | 11,826.              | 14,927.       |
| VALVOLINE INC                 | 22,667.              | 27,892.       |
| VARIAN MEDICAL SYSTEMS INC    | 7,828.               | 12,782.       |
| VISA INC                      | 248,034.             | 551,400.      |
| WABCO HOLDINGS INC            | 46,381.              | 62,423.       |
| WABTEC                        | 11,021.              | 14,657.       |
| WALT DISNEY HOLDINGS CO       | 197,774.             | 226,094.      |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 5 (CONT'D)

| <u>DESCRIPTION</u>       | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------|------------------------------|-----------------------|
| WATERS CORP              | 14,100.                      | 19,319.               |
| WELLS FARGO & CO         | 174,323.                     | 222,720.              |
| WEX, INC                 | 9,317.                       | 14,547.               |
| WILLIAMS SONOMA INC      | 10,055.                      | 9,048.                |
| WM MORRISON SUPERMARKETS | 1,795.                       | 892.                  |
| WPP PLC NEW/ADR          | 65,445.                      | 58,955.               |
| TOTALS                   | <u>11,286,811.</u>           | <u>15,340,729.</u>    |

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| ALTERNATIVE INVESTMENTS SUSTAI | 2,753,203.                   | 2,936,677.            |
| DBL PARTNERS III, LP           | 541,575.                     | 712,772.              |
| F&C RESPONSIBLE EMERGING MKTS  | 1,703,277.                   | 2,219,683.            |
| GENERATION IM CLIMATE SOLUTION | 1,083,229.                   | 1,029,761.            |
| GENERATION IM GLOBAL EQUITY FD | 6,698,798.                   | 8,188,152.            |
| NORTH SKY CLEANTECH VENTURES,  | 586,653.                     | 482,655.              |
| TOTALS                         | <u>13,366,735.</u>           | <u>15,569,700.</u>    |

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

RETURNED GRANTS

3,000.

TOTAL

3,000.

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

| Kind of Property                             |                                       | Description                                        |                          |                                |                                    | P<br>r<br>o<br>p<br>e<br>r<br>t<br>y | Date<br>acquired      | Date sold  |
|----------------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------------------------------|-----------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                          | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |                                      | Gain<br>or<br>(loss)  |            |
| 5,240,628.                                   |                                       | PUBLICLY-TRADED SECURITIES<br>3,929,202.           |                          |                                |                                    |                                      | 1,311,426.            |            |
|                                              |                                       | PASSTHROUGH K1 CAPITAL GAIN/(LOSS)                 |                          |                                |                                    |                                      | 946,684.              |            |
| 150,000.                                     |                                       | ALTERNATIVE INVESTMENTS SUSTAINABILITY<br>153,783. |                          |                                |                                    | P                                    | 06/30/2015<br>-3,783. | 03/02/2017 |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                    |                          |                                |                                    |                                      | <u>2,254,327.</u>     |            |

THE PRENTICE FOUNDATION, INC.

2017 FORM 990-PF 06-1386173

ATTACHMENT 8

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

DONOR ADVISED FUND STMT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, THE FOUNDATION  
TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE  
FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS A  
QUALIFYING DISTRIBUTION.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

DONOR ADVISED FUND STMT

DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, ALTHOUGH THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED, THE FUNDS ARE REQUIRED TO BE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2)(B), AS DETERMINED AT THE DISCRETION OF THE DONOR ADVISED FUND.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

| <u>NAME AND ADDRESS</u>                                                             | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| JERRY BABICKA<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377   | DIR, VP, SEC, TREAS<br>1.00                                     | 0.                  | 0.                                                     | 0.                                               |
| LYNN P BABICKA<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377  | DIR, VP<br>1.00                                                 | 0.                  | 0.                                                     | 0.                                               |
| JAMES BOHART JR<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377 | DIR<br>1.00                                                     | 0.                  | 0.                                                     | 0.                                               |
| JOHN POWERS<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377     | DIR, PRES<br>3.00                                               | 0.                  | 0.                                                     | 0.                                               |
| LAUREN ZUSKIN<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377   | DIR<br>1.00                                                     | 0.                  | 0.                                                     | 0.                                               |
| GRAND TOTALS                                                                        |                                                                 | 0.                  | 0.                                                     | 0.                                               |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

| <u>NAME AND ADDRESS</u>                                           | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|-------------------------------------------------------------------|------------------------|---------------------|
| BNY MELLON BANK<br>200 PARK AVENUE, 54TH FL<br>NEW YORK, NY 10166 | INVESTMENT MGT         | 143,879.            |
| TOTAL COMPENSATION                                                |                        | <u>143,879.</u>     |

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

ATTACHMENT 12

| RECIPIENT NAME AND ADDRESS                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION             | AMOUNT |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------|--------|
| ABUNDANCE FOUNDATION INC<br>220 LORAX LN, BOX 5<br>PITTSBORO, NC 27312          | N/A<br>PC                                                                        | PICKARDS MOUNTAIN ECO-INSTITUTE PROGRAM      | 5,000  |
| ACCESS WOMENS HEALTH JUSTICE<br>PO BOX 3609<br>OAKLAND, CA 94609                | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR LARCS               | 1,000  |
| ACTION INSTITUTE NC<br>1817 CENTRAL AVE<br>CHARLOTTE, NC 28205                  | N/A<br>PC                                                                        | VOTER PARTICIPATION PROGRAM                  | 2,000  |
| ADRIENNE ARSHT CENTER FOUNDATION INC<br>1300 BISCAYNE BLVD<br>MIAMI, FL 33132   | N/A<br>PC                                                                        | ALLEYCAMP MIAMI PROGRAM                      | 5,000  |
| ALL-OPTIONS<br>PO BOX 28284<br>OAKLAND, CA 94604                                | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS | 5,000  |
| ALLIANCE FOR CLIMATE EDUCATION INC<br>4696 BROADWAY STE #2<br>BOULDER, CO 80304 | N/A<br>PC                                                                        | SUPPORTING WORK IN NORTH CAROLINA            | 5,000  |

ATTACHMENT 12

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                                  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                            | AMOUNT  |
|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------|---------|
| ALLIANCE FOR JUSTICE<br>11 DUPONT CIR NW STE 500<br>WASHINGTON, DC 20036                                    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                      | 5,000   |
| ALLIANCE FOR SUSTAINABLE COLORADO<br>1536 WYNKOOP ST, STE 100<br>DENVER, CO 80202                           | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                      | 101,100 |
| ALLIANCE FOR SUSTAINABLE COLORADO<br>1536 WYNKOOP ST, STE 100<br>DENVER, CO 80202                           | N/A<br>PC                                                                        | HERO'S AWARD FUND                                           | 5,014   |
| ALVIN AILEY DANCE FOUNDATION INC<br>405 W 55TH ST<br>NEW YORK, NY 10019                                     | N/A<br>PC                                                                        | AILEY'S ARTS IN EDUCATION PROGRAMS IN THE MIAMI,<br>FL AREA | 5,000   |
| ALZHEIMER-PARKINSON ASSOCIATION OF IRC INC<br>2300 5TH AVE STE 150<br>VERO BEACH, FL 32960                  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                      | 1,000   |
| ALZHEIMERS DISEASE RESEARCH FOUNDATION - CURE ALZH<br>34 WASHINGTON ST STE 200<br>WELLESLEY HILLS, MA 02481 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                      | 500     |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|---------|
| AMERICAN HUMANE ASSOCIATION<br>1400 16TH ST NW<br>WASHINGTON, DC 20036                         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000   |
| AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO<br>520 8TH AVE, 7TH FL<br>NEW YORK, NY 10018 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 2,000   |
| ANIMAL D R E A M S INC<br>PO BOX 1073<br>PITTSFIELD, MA 01202                                  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 2,000   |
| ANIMAL LEGAL DEFENSE FUND<br>170 E COTATI AVE<br>COTATI, CA 94931                              | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 3,000   |
| ANIMAL WELFARE INSTITUTE<br>900 PENNSYLVANIA AVE SE<br>WASHINGTON, DC 20003                    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 2,500   |
| ASPEN COMMUNITY FOUNDATION<br>455 GOLD RIVERS COURT STE 515<br>BASALT, CO 81621                | N/A<br>PC                                                                        | THIRD GENERATION FUND            | 150,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                        | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION  | AMOUNT |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|--------|
| AUSTIN COMMUNITY FOUNDATION FOR THE CAPITAL AREA<br>4315 GUADALUPE ST STE 300<br>AUSTIN, TX 78751 | N/A<br>PC                                                                        | THE WOMEN'S FUND OF CENTRAL TEXAS | 3,500  |
| AUSTIN THEATRE ALLIANCE<br>PO BOX 1566<br>AUSTIN, TX 78767                                        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED            | 10,000 |
| AUSTIN TRINITY SCHOOL DBA TRINITY EPISCOPAL SCHOOL<br>3901 BEE CAVES RD<br>AUSTIN, TX 78746       | N/A<br>PC                                                                        | TRINITY ANNUAL FUND               | 5,000  |
| AUSTIN YOUTH & COMMUNITY FARM INC DBA URBAN ROOTS<br>4900 GONZALES ST<br>AUSTIN, TX 78702         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED            | 7,500  |
| BERKSHIRE HUMANE SOCIETY INC<br>214 BARKER RD<br>PITTSFIELD, MA 01201                             | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED            | 7,500  |
| BEST FRIENDS ANIMAL SOCIETY<br>5001 ANGEL CANYON RD<br>KANAB, UT 84741                            | N/A<br>PC                                                                        | HURRICANE HARVEY RELIEF PROGRAM   | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                 | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION              | AMOUNT |
|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------|--------|
| BIG BROTHERS BIG SISTERS LONE STAR<br>450 E JOHN CARPENTER FWY STE 300<br>IRVING, TX 75062 | N/A<br>PC                                                                        | JEAN POWERS BOHART SCHOLARSHIP FUND           | 23,696 |
| BLUE MOUNTAIN CLINIC INC<br>610 N CALIFORNIA ST<br>MISSOULA, MT 59802                      | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS  | 5,000  |
| BOYS & GIRLS CLUB OF INDIAN RIVER COUNTY INC<br>1729 17TH AVE<br>VERO BEACH, FL 32960      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 1,190  |
| BOYS & GIRLS CLUBS OF DURHAM AND ORANGE COUNTIES<br>PO BOX 446<br>DURHAM, NC 27702         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 2,000  |
| BREAST CANCER RESEARCH FOUNDATION INC<br>28 W 44TH ST STE 609<br>NEW YORK, NY 10036        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 2,000  |
| BROWARD PERFORMING ARTS FOUNDATION INC<br>201 SW 5TH AVE<br>FT LAUDERDALE, FL 33312        | N/A<br>PC                                                                        | STUDENT ENRICHMENT IN THE ARTS (SEAS) PROGRAM | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                        | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                  | AMOUNT |
|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------|--------|
| CATHOLICS FOR CHOICE<br>1436 U ST NW STE 301<br>WASHINGTON, DC 20009              | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 5,000  |
| CENTER FOR BIOLOGICAL DIVERSITY INC<br>PO BOX 710<br>TUCSON, AZ 85702             | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 1,500  |
| CENTER FOR REPRODUCTIVE RIGHTS INC<br>199 WATER ST 22ND FL<br>NEW YORK, NY 10038  | N/A<br>PC                                                                        | TO PROTECT WOMEN'S REPRODUCTIVE RIGHTS INITIATIVE | 10,000 |
| CENTER FOR WOMEN & THEIR WORK INC<br>1710 LAVACA ST<br>AUSTIN, TX 78701           | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 2,500  |
| CHAPEL HILL CARRBORO PUBLIC SCHOOL FOUNDATION<br>PO BOX 877<br>CARRBORO, NC 27510 | N/A<br>PC                                                                        | EMPOWERMENT FUND                                  | 5,000  |
| CHAPMAN PARTNERSHIP INC<br>1550 N MIAMI AVE 2 FLR ADMIN<br>MIAMI, FL 33136        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION             | AMOUNT |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------------------|--------|
|                                                                                              |                                                                                  |  |                                              |        |
| CHICAGO ABORTION FUND<br>333 W N AVE STE 267<br>CHICAGO, IL 60610                            | N/A<br>PC                                                                        |  | ABORTION SERVICES AND/OR POST ABORTION LARCS | 4,000  |
| CI FOUNDATION INC<br>17301 SW 93RD AVE<br>PALMETTO BAY, FL 33157                             | N/A<br>PC                                                                        |  | EAT SMART PROGRAM                            | 10,000 |
| CI FOUNDATION INC<br>17301 SW 93RD AVE<br>PALMETTO BAY, FL 33157                             | N/A<br>PC                                                                        |  | JIMMY COURAGE AWARD FUND                     | 10,000 |
| CLEAN WATER FOR NORTH CAROLINA INC<br>1070 TUNNEL RD BLDG 4 STE 1<br>ASHEVILLE, NC 28805     | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                       | 3,000  |
| CLINIC FOR THE REHABILITATION OF WILDLIFE INC<br>PO BOX 150<br>SANIBEL, FL 33957             | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                       | 2,000  |
| COLORADO ALLIANCE FOR ENVIRONMENTAL EDUCATION<br>1536 WYNKOOP ST STE 314<br>DENVER, CO 80202 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                       | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION         | AMOUNT |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|------------------------------------------|--------|
|                                                                                              |                                                                                  |  |                                          |        |
| COLORADO ALLIANCE FOR ENVIRONMENTAL EDUCATION<br>1536 WYNKOOP ST STE 314<br>DENVER, CO 80202 | N/A<br>PC                                                                        |  | WEBSITE UPDATE PROJECT                   | 5,000  |
| COLORADO ASSOCIATION OF FUNDERS<br>PO BOX 48149<br>DENVER, CO 80204                          | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                   | 700    |
| COLORADO ROCKY MOUNTAIN SCHOOL<br>1493 106 RD<br>CARBONDALE, CO 81623                        | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                   | 1,000  |
| CONSERVATION COLORADO EDUCATION FUND<br>1536 WYNKOOP ST STE 510<br>DENVER, CO 80202          | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                   | 3,000  |
| CONSTRUCT INC<br>41 MAHAWE ST<br>GREAT BARRINGTON, MA 01230                                  | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                   | 5,000  |
| CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY<br>PO BOX 29361<br>SAN FRANCISCO, CA 94129        | N/A<br>PC                                                                        |  | CLIMATE AND ENERGY FUNDERS GROUP PROGRAM | 2,400  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                  | AMOUNT |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------|--------|
| COUNCIL OF CHURCHES NORTH CAROLINA<br>27 HORNE ST<br>RALEIGH, NC 27607         | N/A<br>PC                                                                        | NORTH CAROLINA INTERFAITH POWER AND LIGHT PROGRAM | 2,000  |
| CRADLES TO CRAYONS INC<br>155 N BEACON ST<br>BRIGHTON, MA 02135                | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 7,500  |
| DEFENDERS OF WILDLIFE<br>1130 17TH ST NW<br>WASHINGTON, DC 20036               | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 1,000  |
| DEMOCRACY NORTH CAROLINA<br>1821 GREEN ST<br>DURHAM, NC 27705                  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 3,000  |
| DORSET THEATRE FESTIVAL<br>PO BOX 510<br>DORSET, VT 05251                      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 1,500  |
| DORSET VILLAGE PUBLIC LIBRARY ASSOCIATION INC<br>PO BOX 38<br>DORSET, VT 05251 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 500    |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                |           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND | PURPOSE OF GRANT OR CONTRIBUTION                                                | AMOUNT |
|-------------------------------------------------------------------------------------------|-----------|------------------------------------------------|---------------------------------------------------------------------------------|--------|
| FOUNDATION STATUS OF RECIPIENT                                                            |           |                                                |                                                                                 |        |
| DURHAM TEACHER WAREHOUSE CORPORATION<br>PO BOX 1355<br>DURHAM, NC 27702                   | N/A<br>PC |                                                | GENERAL & UNRESTRICTED                                                          | 5,000  |
| EARTHJUSTICE<br>50 CALIFORNIA ST, STE 500<br>SAN FRANCISCO, CA 94111                      | N/A<br>PC |                                                | FOR ENVIRONMENTAL PROTECTION IN FLORIDA AND THE<br>US AND IN HONOR OF EARTH DAY | 5,000  |
| EAST CHAPEL HILL ROTARY CLUB FOUNDATION<br>PO BOX 2254<br>CHAPEL HILL, NC 27515           | N/A<br>PC |                                                | TEACHER SUPPLY STORE PROJECT                                                    | 2,000  |
| ECOAMERICA<br>1730 RHODE ISLAND AVE NW<br>WASHINGTON, DC 20036                            | N/A<br>PC |                                                | GENERAL & UNRESTRICTED                                                          | 5,000  |
| ECONOMIC OPPORTUNITIES COUNCIL OF INDIAN RIVER COU<br>PO BOX 2766<br>VERO BEACH, FL 32961 | N/A<br>PC |                                                | EARLY BIRD PROGRAM AT DODGERTOWN ELEMENTARY<br>SCHOOL IN GIFFORD                | 5,000  |
| EDUCATIONAL PROGRAMS FOR THE INTERNATIONAL COMMUNI<br>PO BOX 609<br>AUSTIN, TX 78767      | N/A<br>PC |                                                | GENERAL & UNRESTRICTED                                                          | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                       | AMOUNT |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|------------------------------------------------------------------------|--------|
|                                                                                               |                                                                                  |  |                                                                        |        |
| EL PUENTE DE WILLIAMSBURG INC<br>211 S 4TH ST<br>BROOKLYN, NY 11211                           | N/A<br>PC                                                                        |  | SOLAR ELECTRIC POWER TO PUERTO RICO FOR HURRICANE<br>RELIEF INITIATIVE | 5,000  |
| ENVIRONMENTAL DEFENSE FUND INCORPORATED<br>301 CONGRESS AVE, STE 1300<br>AUSTIN, TX 78701     | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                 | 6,000  |
| ENVIRONMENTAL DEFENSE FUND INCORPORATED<br>4000 WESTCHASE BLVD , STE 510<br>RALEIGH, NC 27607 | N/A<br>PC                                                                        |  | WORK OF THE SOUTHEAST OFFICE OF ENVIRONMENTAL<br>DEFENSE FUND          | 5,000  |
| ENVIRONMENTAL DEFENSE FUND INCORPORATED<br>257 PARK AVE S<br>NEW YORK, NY 10010               | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                 | 5,000  |
| ENVIRONMENTAL GRANTMAKERS ASSOCIATION<br>475 RIVERSIDE DR STE 960<br>NEW YORK, NY 10115       | N/A<br>PC                                                                        |  | EYE ON THE FUTURE FUND                                                 | 3,000  |
| ENVIRONMENTAL LEARNING CENTER INC<br>255 LIVE OAK DR<br>VERO BEACH, FL 32963                  | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                 | 2,500  |

EOBM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                         | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION             | AMOUNT  |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------|---------|
| EQUAL JUSTICE INITIATIVE<br>122 COMMERCE ST<br>MONTGOMERY, AL 36104                                | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 7,500   |
| EX STUDENT'S ASSOCIATION OF THE UNIVERSITY OF TEXA<br>P O BOX 7278<br>AUSTIN, TX 78713             | N/A<br>PC                                                                        | 40 ACRES SOCIETY SCHOLARSHIP FUND            | 7,000   |
| FEEDING SOUTH FLORIDA INC<br>2501 SW 32ND TERRACE<br>PEMBROKE PARK, FL 33023                       | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 5,000   |
| FEMINIST WOMENS HEALTH CENTER INC<br>1924 CLIFF VALLEY WAY NE<br>ATLANTA, GA 30329                 | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS | 5,000   |
| FLATHEAD SPAY & NEUTER TASK FORCE INC<br>PO BOX 2095<br>WHITEFISH, MT 59937                        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 2,700   |
| FLORIDA CONSUMER ACTION NETWORK FOUNDATION INC<br>3110 1ST AVE N STE 2H<br>ST PETERSBURG, FL 33713 | N/A<br>PC                                                                        | TAMPA BAY CIVIC ENGAGEMENT PROJECT           | 50,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|----------------------------------|--------|
|                                                                                                           | FOUNDATION                                     | STATUS OF RECIPIENT |                                  |        |
| FLORIDA NOW EDUCATION FUND INCORPORATED<br>14939 WARD RD<br>ORLANDO, FL 32824                             | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 1,500  |
| FOOD & WATER WATCH<br>1616 P ST NW STE 300<br>WASHINGTON, DC 20036                                        | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 5,000  |
| FRIENDS OF HILDENE INC<br>PO BOX 377<br>MANCHESTER, VT 05254                                              | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 1,100  |
| FRIENDS OF THE CHAPEL HILL PUBLIC LIBRARY<br>100 LIBRARY DR<br>CHAPEL HILL, NC 27514                      | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 1,000  |
| FRIENDS OF THE EARTH<br>1100 15TH ST NW, 11TH FL<br>WASHINGTON, DC 20005                                  | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 1,000  |
| FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU<br>1500 SAN REMO AVE STE 249<br>CORAL GABLES, FL 33146 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED           | 1,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                            |  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------|----------------------------------|--------|
| GIFFORD YOUTH ACHIEVEMENT CENTER INC<br>4875 43RD AVE<br>VERO BEACH, FL 32967         |  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 2,000  |
| GLEN HIGHLAND FARM INC<br>217 PEGG RD<br>MORRIS, NY 13808                             |  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,500  |
| GLOBAL EMPOWERMENT MISSION INC<br>1531 DAYTONIA RD<br>MIAMI BEACH, FL 33141           |  | N/A<br>PC                                                                        | TUITION FOR SCHOOL FUND          | 1,000  |
| GLOBAL EMPOWERMENT MISSION INC<br>1531 DAYTONIA RD<br>MIAMI BEACH, FL 33141           |  | N/A<br>PC                                                                        | PUERTO RICO RECOVERY INITIATIVE  | 1,500  |
| GREATER HOUSTON COMMUNITY FOUNDATION<br>5120 WOODWAY DR STE 6000<br>HOUSTON, TX 77056 |  | N/A<br>PC                                                                        | HURRICANE HARVEY RELIEF FUND     | 1,000  |
| GREATER HOUSTON COMMUNITY FOUNDATION<br>5120 WOODWAY DR STE 6000<br>HOUSTON, TX 77056 |  | N/A<br>PC                                                                        | CHARITABLE EVENT                 | 4,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|---------|
| GREEN CHINNEYS CHILDRENS SERVICES INC<br>PO BOX 719<br>BREWSTER, NY 10509   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000   |
| GUTTMACHER INSTITUTE INC<br>125 MAIDEN LN 7TH FL<br>NEW YORK, NY 10038      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 10,000. |
| HEART OF THE VALLEY HUMANE SOCIETY INC<br>PO BOX 11390<br>BOZEMAN, MT 59719 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000   |
| HILL CENTER INC<br>3200 PICKETT RD<br>DURHAM, NC 27705                      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000   |
| HILL COUNTRY CONSERVANCY INC<br>PO BOX 163125<br>AUSTIN, TX 78716           | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,600   |
| HUMANE FARMING ASSOCIATION<br>P O BOX 3577<br>SAN RAFAEL, CA 94912          | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                          | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                       | AMOUNT |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------|--------|
| INDIAN RIVER HOSPITAL FOUNDATION INC<br>1000 36TH ST<br>VERO BEACH, FL 32960        | N/A<br>SO I                                                                      | CANCER CENTER CAMPAIGN                                                 | 5,000  |
| INDIAN RIVER LAND TRUST INC<br>80 ROYAL PALM POINTE STE 301<br>VERO BEACH, FL 32960 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                 | 1,000  |
| INSTITUTE FOR ETHNOMEDICINE INC<br>PO BOX 3464<br>JACKSON, WY 83001                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                 | 5,000  |
| INSTITUTE FOR ETHNOMEDICINE INC<br>PO BOX 3464<br>JACKSON, WY 83001                 | N/A<br>PC                                                                        | TO RESEARCH CAUSE AND TREATMENT OF ALS PROGRAM                         | 1,000  |
| INSTITUTE FOR ETHNOMEDICINE INC<br>PO BOX 3464<br>JACKSON, WY 83001                 | N/A<br>PC                                                                        | TO STUDY THE EFFECTS OF L-SERINE ON EARLY STAGE<br>ALZHEIMER'S DISEASE | 5,000  |
| IPAS<br>300 MARKET ST STE 134<br>CHAPEL HILL, NC 27516                              | N/A<br>PC                                                                        | ABORTION SERVICES AND /OR POST ABORTION LARCS                          | 1,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------------------------------------------------------------------------|------------------------------------------------|--|----------------------------------|--------|
|                                                                                                         | FOUNDATION STATUS OF RECIPIENT                 |  |                                  |        |
| JANES DUE PROCESS INC<br>PO BOX 685137<br>AUSTIN, TX 78768                                              | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 10,500 |
| JEREMIAH PROGRAM<br>PO BOX 50590<br>AUSTIN, TX 78763                                                    | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 4,000  |
| JOHNS ISLAND COMMUNITY SERVICE LEAGUE INC<br>660 BEACHLAND BLVD #208<br>VERO BEACH, FL 32963            | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 3,000  |
| LEAGUE OF WOMEN VOTERS OF MIAMI - DADE COUNTY EDUCA<br>2103 CORAL WAY STE 200<br>CORAL GABLES, FL 33145 | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 4,000  |
| MAKE A WISH FOUNDATION OF SOUTHERN FLORIDA INC<br>4491 S STATE RD 7 STE 201<br>DAVIE, FL 33314          | N/A<br>PC                                      |  | ADOPT A WISH PROGRAM             | 20,000 |
| MARGARET BYRD RAWSON INSTITUTE INC<br>122 E PATRICK ST, #106<br>FREDERICK, MD 21701                     | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 25,800 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION             | AMOUNT |
|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------|--------|
| MCCOMBS SCHOOL OF BUSINESS FOUNDATION<br>2110 SPEEDWAY, MAIL STOP B6006<br>AUSTIN, TX 78712 | N/A<br>SO I                                                                      | MCCOMBS EXCELLENCE FUND                      | 10,000 |
| MCKEE BOTANICAL GARDEN INC<br>350 US HWY 1<br>VERO BEACH, FL 32962                          | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 1,000  |
| MEMPHIS CENTER FOR REPRODUCTIVE<br>1726 POPLAR AVE<br>MEMPHIS, TN 38104                     | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS | 3,000  |
| MENTAL HEALTH ASSOCIATION IN INDIAN RIVER COUNTY I<br>820 37TH PL<br>VERO BEACH, FL 32960   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 10,000 |
| MERCY FOR ANIMALS<br>8033 SUNSET BLVD NO 864<br>LOS ANGELES, CA 90046                       | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 2,000  |
| MIAMI ART MUSEUM OF DADE COUNTY ASSOCIATION INC DB<br>1103 BISCAYNE BLVD<br>MIAMI, FL 33132 | N/A<br>PC                                                                        | BRICK X BRICK PROGRAM                        | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                          | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION       | AMOUNT |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------------|--------|
|                                                                                     |                                                                                  |  |                                        |        |
| MIAMI CHILDRENS HEALTH SYSTEM FOUNDATION INC<br>3100 SW 62ND AVE<br>MIAMI, FL 33155 | N/A<br>PC                                                                        |  | MCYA'S FASHION GIVES BACK CAMPAIGN     | 2,500  |
| MIAMI CHILDRENS MUSEUM INC<br>980 MACARTHUR CSWY<br>MIAMI, FL 33132                 | N/A<br>PC                                                                        |  | VERY IMPORTANT POTENTIAL (VIP) PROGRAM | 10,000 |
| MOHAWK AND HUDSON RIVER HUMANE SOCIETY<br>3 OAKLAND AVE<br>MENANDS, NY 12204        | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                 | 4,000  |
| MONTANA FOOD BANK NETWORK INC<br>5625 EXPY<br>MISSOULA, MT 59808                    | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                 | 5,000  |
| MOUNT SINAI MEDICAL CENTER FOUNDATION INC<br>4300 ALTON RD<br>MIAMI BEACH, FL 33140 | N/A<br>PC                                                                        |  | MATERNITY WARD DIVISION                | 5,600  |
| MUSEUM OF SCIENCE INC<br>1101 BISCAYNE BLVD<br>MIAMI, FL 33132                      | N/A<br>PC                                                                        |  | COMMUNITY ACCESS PROGRAM               | 5,000  |

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

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

| RECIPIENT NAME AND ADDRESS                                                             | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------------------------------------------------------------|--------------------------------|----------------------------------|--------|
| N C A PHILIP RANDOLPH INSTITUTE INC<br>PO BOX 10428<br>RALEIGH, NC 27605               | N/A<br>PC                      | CIVIC ENGAGEMENT PROGRAM         | 4,000  |
| NARAL PRO-CHOICE AMERICA FOUNDATION<br>1156 15TH ST NW STE 700<br>WASHINGTON, DC 20005 | N/A<br>PC                      | GENERAL & UNRESTRICTED           | 10,000 |
| NARAL PRO-CHOICE ARIZONA FOUNDATION<br>4141 N 32ND ST STE 105<br>PHOENIX, AZ 85018     | N/A<br>PC                      | ABORTION FUND OF ARIZONA         | 3,000  |
| NARAL PRO-CHOICE COLORADO FOUNDATION<br>1905 SHERMAN ST STE 800<br>DENVER, CO 80203    | N/A<br>PC                      | GENERAL & UNRESTRICTED           | 1,500  |
| NARAL PRO-CHOICE COLORADO FOUNDATION<br>1905 SHERMAN ST STE 800<br>DENVER, CO 80203    | N/A<br>PC                      | FREEDOM FUND OF COLORADO         | 3,000  |
| NARAL PRO-CHOICE COLORADO FOUNDATION<br>1905 SHERMAN ST STE 800<br>DENVER, CO 80203    | N/A<br>PC                      | WOMEN'S FREEDOM FUND             | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                   | AMOUNT |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------------------------------------------|--------|
| NATIONAL ABORTION FEDERATION<br>1090 VERMONT AVE NW STE 1000<br>WASHINGTON, DC 20005            | N/A<br>PC                                                                        | IN HONOR OF DR WARREN HERN, FOR PATIENT ABORTION<br>SUBSIDIES IN BOULDER, COLORADO | 15,000 |
| NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AN<br>90 PARK AVE 16TH FL<br>NEW YORK, NY 10016 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                             | 300    |
| NATIONAL AUDUBON SOCIETY INC<br>225 VARICK ST 7TH FL<br>NEW YORK, NY 10014                      | N/A<br>PC                                                                        | AUDUBON NORTH CAROLINA PROGRAM                                                     | 5,000  |
| NATIONAL EDUCATION FOR ASSISTANCE DOG SERVICES INC<br>PO BOX 1100<br>PRINCETON, MA 01541        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                                             | 2,000  |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 170280<br>BOSTON, MA 02117                         | N/A<br>PC                                                                        | DR WILLIE PARKER FUND                                                              | 500    |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 170280<br>BOSTON, MA 02117                         | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR LARCS                                                     | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                               | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |    | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                                            | AMOUNT |
|------------------------------------------------------------------------------------------|------------------------------------------------|----|--------------------------------|-------------------------------------------------------------------------------------------------------------|--------|
|                                                                                          |                                                |    |                                |                                                                                                             |        |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 684949<br>AUSTIN, TX 78768                  | N/A                                            | PC |                                | ABORTION SERVICES AND POST ABORTION LARCS AT THE<br>LILITH FUND                                             | 5,000  |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 473<br>EAU CLAIRE, WI 54702                 | N/A                                            | PC |                                | ABORTION SERVICES AND POST ABORTION LARCS                                                                   | 5,000  |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 7389<br>RICHMOND, VA 23221                  | N/A                                            | PC |                                | RICHMOND REPRODUCTIVE FREEDOM PROJECT TO<br>DISTRIBUTE FOR ABORTION SERVICES AND /OR POST<br>ABORTION LARCS | 3,000  |
| NATIONAL NETWORK OF ABORTION FUNDS<br>PO BOX 770141<br>NEW ORLEANS, LA 70117             | N/A                                            | PC |                                | ABORTION SERVICES AND POST ABORTION LARCS                                                                   | 5,000  |
| NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI<br>PO BOX 536522<br>ORLANDO, FL 32853 | N/A                                            | PC |                                | ABORTION SERVICES AND /OR POST ABORTION LARCS                                                               | 1,000  |
| NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI<br>PO BOX 536522<br>ORLANDO, FL 32853 | N/A                                            | PC |                                | ABORTION SERVICES AND /OR POST ABORTION LARCS                                                               | 3,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                               | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                        | AMOUNT |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|-------------------------------------------------------------------------|--------|
|                                                                                                          |                                                                                  |  |                                                                         |        |
| NATIONAL NETWORK OF ABORTION FUNDS - FRONTERA FUND<br>PO BOX 721011<br>MCALLEN, TX 78504                 | N/A<br>PC                                                                        |  | TO LA FRONTERA FUND FOR ABORTION SERVICES AND/OR<br>POST ABORTION LARCS | 3,000  |
| NATIONAL NETWORK OF ABORTION FUNDS - FUND TEXAS CH<br>3903 S CONGRESS AVE UNIT 41823<br>AUSTIN, TX 78704 | N/A<br>PC                                                                        |  | ABORTION SERVICES AND POST ABORTION LARCS                               | 5,000  |
| NATIONAL NETWORK OF ABORTION FUNDS - MISSISSIPPI R<br>210 LORENZ BLVD<br>JACKSON, MS 39216               | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                  | 10,000 |
| NATIONAL NETWORK OF ABORTION FUNDS-- FREEDOM FUND<br>PO BOX 92<br>MARSHFIELD, WI 54449                   | N/A<br>PC                                                                        |  | ABORTION SERVICES AND/OR POST ABORTION LARCS                            | 4,500  |
| NATIONAL WOMENS LAW CENTER<br>11 DUPONT CIR NW STE 800<br>WASHINGTON, DC 20036                           | N/A<br>PC                                                                        |  | FOR PROTECTION OF REPRODUCTIVE RIGHTS PROGRAM                           | 10,000 |
| NATURAL RESOURCES DEFENSE COUNCIL INC<br>40 W 20TH ST<br>NEW YORK, NY 10011                              | N/A<br>PC                                                                        |  | GIFT MATCH FUND                                                         | 5,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION   | AMOUNT |
|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------|--------|
| NEW JERSEY STATE FEDERATION OF WOMENS CLUBS - WOMA<br>PO BOX 262<br>HAMORTH, NJ 07641     | N/A<br>PC                                                                        | SPRING HOUSE SCHOLARSHIP FUND      | 500    |
| NEW VENTURE FUND<br>1201 CONNECTICUT AVE NW STE 300<br>WASHINGTON, DC 20036               | N/A<br>PC                                                                        | DEEDS NOT WORDS PROGRAM            | 500    |
| NORTH CAROLINA COASTAL FEDERATION INC<br>3609 N C 24<br>NEWPORT, NC 28570                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED             | 8,000  |
| NORTH CAROLINA COMMUNITY FOUNDATION INC<br>3737 GLENWOOD AVE STE 460<br>RALEIGH, NC 27612 | N/A<br>PC                                                                        | NC NETWORK OF GRANTMAKERS FUND     | 3,000  |
| NORTH CAROLINA COMMUNITY FOUNDATION INC<br>3737 GLENWOOD AVE STE 460<br>RALEIGH, NC 27612 | N/A<br>PC                                                                        | NORTH CAROLINA LOCAL NEWS LAB FUND | 10,000 |
| NORTH CAROLINA CONSERVATION NETWORK<br>234 FAYETTEVILLE ST<br>RALEIGH, NC 27601           | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED             | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                         | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                | AMOUNT |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------|--------|
| NORTH CAROLINA SUSTAINABLE ENERGY ASSOCIATION<br>4800 SIX FORKS RD STE 300<br>RALEIGH, NC 27609    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                          | 3,000  |
| NORTH SHORE ANIMAL LEAGUE AMERICA INC<br>25 DAVIS AVE<br>PORT WASHINGTON, NY 11050                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                          | 5,000  |
| OHIO STATE UNIVERSITY FOUNDATION<br>1480 W LN AVE<br>COLUMBUS, OH 43221                            | N/A<br>PC                                                                        | OHIO STATE - COLLEGE OF BIOLOGICAL SCIENCES     | 5,000  |
| ORANGE COUNTY PARTNERSHIP FOR YOUNG CHILDREN<br>120 PROVIDENCE RD STE 101<br>CHAPEL HILL, NC 27514 | N/A<br>PC                                                                        | TRANSPLANTING TRADITIONS COMMUNITY FARM PROGRAM | 5,000  |
| PATHWAYS INC<br>175 MILBANK AVE<br>GREENWICH, CT 06830                                             | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                          | 1,000  |
| PEOPLE FOR THE AMERICAN WAY FOUNDATION<br>1101 15TH ST NW STE 600<br>WASHINGTON, DC 20005          | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                          | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                    | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|--------|
| PITTILOVE RESCUE INC<br>PO BOX 3532<br>FRAMINGHAM, MA 01705                                   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,000  |
| PLANNED PARENTHOOD FEDERATION OF AMERICA INC<br>123 WILLIAMS ST 10TH FL<br>NEW YORK, NY 10038 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 70,000 |
| PLANNED PARENTHOOD GULF COAST INC<br>4600 GULF FWY<br>HOUSTON, TX 77023                       | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 7,500  |
| PLANNED PARENTHOOD OF GREATER TEXAS<br>7424 GREENVILLE AVE STE 206<br>DALLAS, TX 75231        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 15,000 |
| PLANNED PARENTHOOD OF MARYLAND INC<br>330 N HOWARD ST<br>BALTIMORE, MD 21201                  | N/A<br>PC                                                                        | JUNE COLEMAN ABORTION FUND       | 3,051  |
| PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND<br>784 HERCULES DR STE 110<br>COLCHESTER, VT 05446 | N/A<br>PC                                                                        | LAURA FUND                       | 5,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                               | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                  | AMOUNT |
|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------|--------|
| PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND<br>784 HERCULES DR STE 110<br>COLCHESTER, VT 05446            | N/A<br>PC                                                                        | ULTRASOUND FOR BENNINGTON HEALTH FACILITY PROJECT | 10,000 |
| PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND<br>784 HERCULES DR STE 110<br>COLCHESTER, VT 05446            | N/A<br>PC                                                                        | ABORTION SERVICES AND POST ABORTION LARCS         | 5,000  |
| PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASU<br>2300 N FLORIDA MANGO RD<br>WEST PALM BCH, FL 33409 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 20,000 |
| PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC<br>345 WHITNEY AVE<br>NEW HAVEN, CT 06511                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                            | 2,500  |
| PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY INC<br>317 S BROADWAY<br>CAMDEN, NJ 08103                      | N/A<br>PC                                                                        | FOR ABORTION SERVICES                             | 2,000  |
| PLANNED PARENTHOOD OF THE HEARTLAND, INC<br>P O BOX 4557<br>DES MOINES, IA 50305                         | N/A<br>PC                                                                        | ABORTION SERVICES AND POST ABORTION LARCS         | 5,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                                   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION          | AMOUNT |
|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------|--------|
| PLANNED PARENTHOOD PASADENA AND SAN GABRIEL VALLEY<br>2333 LAKE AVE 2ND FL - MAILBOX J<br>ALTADENA, CA 91001 | N/A<br>PC                                                                        | ABORTION SERVICES AND POST ABORTION LARCS | 5,000  |
| PLANNED PARENTHOOD SOUTH ATLANTIC<br>100 S BOYLAN AVE<br>RALEIGH, NC 27603                                   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 17,500 |
| POPULATION CONNECTION<br>2120 L ST NW STE 500<br>WASHINGTON, DC 20037                                        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 25,000 |
| PROGRESS FLORIDA EDUCATION INSTITUTE<br>1010 CENTRAL AVE, STE 209<br>ST PETERSBURG, FL 33705                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 10,000 |
| PROJECT READY FOR SCHOOL INC<br>9858 CLINT MOORE RD STE C111 # 85<br>BOCA RATON, FL 33496                    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 3,000  |
| PUPPIES BEHIND BARS INC<br>263 W 38 ST, 4TH FL<br>NEW YORK, NY 10018                                         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                    | 2,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                   | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION              | AMOUNT |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------|--------|
| QUEBEC LABRADOR FOUNDATION INC<br>4 S MAIN ST<br>IPSWICH, MA 01938           | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 500    |
| REPRESENT US EDUCATION FUND<br>296 NONOTUCK ST<br>FLORENCE, MA 01062         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 2,500  |
| REPRODUCTIVE HEALTH ACCESS PROJECT INC<br>PO BOX 21191<br>NEW YORK, NY 10025 | N/A<br>PC                                                                        | ABORTION SERVICES AND POST ABORTION LARCS     | 5,000  |
| RIVERSIDE THEATRE INC<br>3250 RIVERSIDE PARK DR<br>VERO BEACH, FL 32963      | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 2,500  |
| ROCKY MOUNTAIN INSTITUTE<br>2490 JCT PL STE 200<br>BOULDER, CO 80302         | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                        | 5,000  |
| ROCKY MOUNTAIN PLANNED PARENTHOOD INC<br>7155 E 38TH AVE<br>DENVER, CO 80207 | N/A<br>PC                                                                        | ABORTION SERVICES AND/ OR POST ABORTION LARCS | 5,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                             | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                             | AMOUNT |
|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------|--------|
| SECU FAMILY HOUSE AT UNC HOSPITALS<br>123 OLD MASON FARM RD<br>CHAPEL HILL, NC 27517   | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                       | 8,000  |
| SIERRA CLUB FOUNDATION<br>2101 WEBSTER ST STE 1250<br>OAKLAND, CA 94612                | N/A<br>PC                                                                        | FOR ENVIRONMENTAL PROTECTION IN THE US ESPECIALLY<br>FLORIDA | 5,000  |
| SOUL DOG RESCUE<br>PO BOX 270534<br>ST LOUIS, MO 63126                                 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                       | 5,000  |
| SOUTHERN COALITION FOR SOCIAL JUSTICE<br>1415 W HWY 54 STE 101<br>DURHAM, NC 27707     | N/A<br>PC                                                                        | VOTING RIGHTS ACTIVITIES                                     | 50,000 |
| SOUTHERN ENVIRONMENTAL LAW CENTER<br>201 W MAIN ST STE 14<br>CHARLOTTESVILLE, VA 22902 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                       | 15,600 |
| SOUTHERN VERMONT ARTS CENTER INCORPORATED<br>PO BOX 617<br>MANCHESTER, VT 05254        | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                                       | 1,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                 |  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                                                                                  | AMOUNT |
|--------------------------------------------------------------------------------------------|--|------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|--------|
| SOUTHWESTERN VERMONT HEALTH CARE FOUNDATION INC<br>100 HOSPITAL DR<br>BENNINGTON, VT 05201 |  | N/A<br>SO I                                    |                                | GREEN CARE MODEL INITIATIVE                                                                                                       | 20,000 |
| SPCA OF WESTCHESTER INC<br>590 N STATE RD<br>BRIARCLIFF, NY 10510                          |  | N/A<br>GOV                                     |                                | GENERAL & UNRESTRICTED                                                                                                            | 10,000 |
| ST STEPHENS EPISCOPAL SCHOOL<br>6500 ST STEPHENS DR<br>AUSTIN, TX 78746                    |  | N/A<br>PC                                      |                                | GENERAL & UNRESTRICTED                                                                                                            | 4,000  |
| ST STEPHEN REFORMED EPISCOPAL CHURCH<br>PO BOX 1288<br>SYKESVILLE, MD 21784                |  | N/A<br>PC                                      |                                | ST ANSELM PROGRAM                                                                                                                 | 28,749 |
| ST STEPHEN REFORMED EPISCOPAL CHURCH<br>PO BOX 1288<br>SYKESVILLE, MD 21784                |  | N/A<br>PC                                      |                                | ST ANSELM PROGRAM                                                                                                                 | 35,000 |
| STATE INNOVATION EXCHANGE<br>PO BOX 260230<br>MADISON, WI 53726                            |  | N/A<br>PC                                      |                                | MODERN AND SECURE ELECTIONS POLICY PLAYBOOK,<br>FUNDING THE CO ELECTION REFORM TABLE FOR THE NEXT<br>BIG ISSUE, AND BILL TRACKING | 50,000 |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                            | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---------------------------------------------------------------------------------------|------------------------------------------------|--|----------------------------------|--------|
|                                                                                       | FOUNDATION STATUS OF RECIPIENT                 |  |                                  |        |
| THE CONSERVATION FUND<br>410 MARKET ST, STE 360<br>CHAPEL HILL, NC 27514              | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 2,000  |
| THE FOOD BANK OF WESTERN MASSACHUSETTS INC<br>97 N HATFIELD RD<br>HATFIELD, MA 01038  | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 9,900  |
| THE LEARNING ALLIANCE INC<br>PO BOX 643446<br>VERO BEACH, FL 32964                    | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 1,000  |
| THE LITTLE LIGHTHOUSE FOUNDATION INC<br>100 BISCAYNE BLVD STE 1607<br>MIAMI, FL 33132 | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED           | 7,500  |
| THE LITTLE LIGHTHOUSE FOUNDATION INC<br>100 BISCAYNE BLVD STE 1607<br>MIAMI, FL 33132 | N/A<br>PC                                      |  | CHILDREN'S HALLOWEEN PARADE      | 15,000 |
| THE LITTLE LIGHTHOUSE FOUNDATION INC<br>100 BISCAYNE BLVD STE 1607<br>MIAMI, FL 33132 | N/A<br>PC                                      |  | CRAFT NIGHT PROGRAM              | 10,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                             |  | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION   | AMOUNT |
|----------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------|------------------------------------|--------|
| THE LITTLE LIGHTHOUSE FOUNDATION INC<br>100 BISCAYNE BLVD STE 1607<br>MIAMI, FL 33132  |  | N/A<br>PC                                                                        | ACQUISITION OF SALESFORCE SOFTWARE | 10,000 |
| THE MIAMI FOUNDATION - THE IRIE FOUNDATION<br>40 NW 3RD ST, STE 305<br>MIAMI, FL 33128 |  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED             | 5,000  |
| THE MIAMI FOUNDATION - THE IRIE FOUNDATION<br>40 NW 3RD ST, STE 305<br>MIAMI, FL 33128 |  | N/A<br>PC                                                                        | CULTURAL PASSPORT PROGRAM          | 10,000 |
| THE MOTIVATIONAL EDGE INC<br>2103 SW CORAL WAY 2ND FL<br>MIAMI, FL 33145               |  | N/A<br>PC                                                                        | DUART PARK PROGRAM                 | 5,000  |
| THE RISE SCHOOL OF AUSTIN<br>4800 MANOR RD BLDG J<br>AUSTIN, TX 78723                  |  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED             | 7,500  |
| THIRTY PERCENT COALITION<br>1231 HIGHLAND AVE<br>FT WASHINGTON, PA 19034               |  | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED             | 20,000 |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION             | AMOUNT |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------|--------|
| TIDES CENTER<br>P O BOX 29907<br>SAN FRANCISCO, CA 94129                        | N/A<br>PC                                                                        | LIFT LOUISIANA                               | 3,000  |
| TIDES CENTER<br>P O BOX 29907<br>SAN FRANCISCO, CA 94129                        | N/A<br>PC                                                                        | CHAPEL HILL-CARRBORO YOUTH FORWARD PROGRAM   | 5,000  |
| TRUST WOMEN FOUNDATION INC<br>5107 E KELLOGG DR<br>WICHITA, KS 67218            | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS | 10,000 |
| UMLAUF SCULPTURE GARDEN & MUSEUM<br>605 ROBERT E LEE RD<br>AUSTIN, TX 78704     | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 10,000 |
| UNION OF CONCERNED SCIENTISTS INC<br>2 BRATTLE SQ, STE 6<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        | CENTER FOR SCIENCE AND DEMOCRACY             | 50,000 |
| UNITED AGAINST POVERTY INC<br>2746 US HWY 1<br>VERO BEACH, FL 32960             | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED                       | 5,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION              | AMOUNT |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|-----------------------------------------------|--------|
|                                                                                                 |                                                                                  |  |                                               |        |
| VERMONT ETV INC DBA VERMONT PUBLIC TELEVISION<br>204 ETHAN ALLEN AVE<br>COLCHESTER, VT 05446    | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 1,000  |
| VERO BEACH MUSEUM OF ART INC<br>3001 RIVERSIDE PARK DR<br>VERO BEACH, FL 32963                  | N/A<br>PC                                                                        |  | MEMBERSHIP SUPPORT FUND                       | 500    |
| VNA HOSPICE OF INDIAN RIVER COUNTY INC<br>1110 35TH LN<br>VERO BEACH, FL 32960                  | N/A<br>PC                                                                        |  | CHARITABLE EVENT                              | 1,000  |
| WALDORF SCHOOL OF BALTIMORE<br>4801 TAWARIND RD<br>BALTIMORE, MD 21209                          | N/A<br>PC                                                                        |  | SOCIAL INCLUSION & GROWING OUR OWN INITIATIVE | 46,000 |
| WESTCAVE PRESERVE CORPORATION DBA WESTCAVE OUTDOOR<br>603 W 13TH ST, STE 2D<br>AUSTIN, TX 78701 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 10,000 |
| WHHT EDUCATIONAL TELECOMMUNICATIONS INC<br>4 GLOBAL VIEW<br>TROY, NY 12180                      | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                        | 1,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION               | AMOUNT |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------------------|--------|
| WOMEN HAVE OPTIONS INC<br>PO BOX 1611<br>COLUMBUS, OH 43216                                                     | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS   | 3,000  |
| WOMENS EMERGENCY NETWORK INC<br>PO BOX 566392<br>MIAMI, FL 33256                                                | N/A<br>PC                                                                        | ABORTION SERVICES AND / OR POST ABORTION LARCS | 3,000  |
| WOMENS HEALTH PROJECT INC<br>227 N DUBUQUE ST<br>IOWA CITY, IA 52245                                            | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS   | 3,000  |
| WOMENS MEDICAL FUND INC<br>PO BOX 248<br>MADISON, WI 53701                                                      | N/A<br>PC                                                                        | ABORTION SERVICES AND /OR POST ABORTION LARCS  | 4,000  |
| WOMENS REPRODUCTIVE RIGHTS ASSISTANCE PROJECT WRRRA<br>2934 1/2 BEVERLY GLEN CIR, #169<br>LOS ANGELES, CA 90077 | N/A<br>PC                                                                        | ABORTION SERVICES AND/OR POST ABORTION LARCS   | 4,000  |
| WORLD WILDLIFE FUND INC<br>1250 24TH ST N W<br>WASHINGTON, DC 20037                                             | N/A<br>PC                                                                        | EARTH DAY AND ELEPHANT PROTECTION PROGRAM      | 3,000  |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                        | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT           |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|------------------|
| WMW PILOTSNPAWS ORG INCORPORATED<br>4651 HOWE RD<br>LANDRUM, SC 29356                             | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,000            |
| WXEL PUBLIC BROADCASTING CORPORATION<br>3401 S CONGRESS AVE<br>BOYNTON BEACH, FL 33426            | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,000            |
| YOUTH AND FAMILY ALLIANCE<br>3700 S 1ST ST<br>AUSTIN, TX 78704                                    | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 5,000            |
| ZACHARY AND ELIZABETH M FISHER CENTER FOR ALZHEIME<br>110 E 42ND ST 16TH FL<br>NEW YORK, NY 10017 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 1,000            |
| TOTAL CONTRIBUTIONS PAID                                                                          |                                                                                  |                                  | <u>1,735,000</u> |

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

| <u>ATTACHMENT 13</u>          |                          |                  |             |                                              |                |  |
|-------------------------------|--------------------------|------------------|-------------|----------------------------------------------|----------------|--|
| <u>DESCRIPTION</u>            | <u>BUSINESS<br/>CODE</u> | <u>EXCLUSION</u> |             | <u>RELATED OR EXEMPT<br/>FUNCTION INCOME</u> | <u>AMOUNT</u>  |  |
|                               |                          | <u>AMOUNT</u>    | <u>CODE</u> |                                              |                |  |
| K-1 INC/LOSS                  | 525990                   | 107.             | 14          |                                              | 75,074.        |  |
| SEC 965 INCOME                |                          |                  | 14          |                                              | 4,202.         |  |
| RESTITUTION PROCEEDS          |                          |                  | 01          |                                              | 208.           |  |
| CLASS ACTION LAWSUIT PROCEEDS |                          |                  | 01          |                                              | 3,979.         |  |
| TOTALS                        |                          | <u>107.</u>      |             |                                              | <u>83,463.</u> |  |

ATTACHMENT 13