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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.  
Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation  
The Hamlin Family Foundation Inc

% Foundation Source

Number and street (or P O box number if mail is not delivered to street address)  
Foundation Source 501 Silverside Rd

Room/suite

City or town, state or province, country, and ZIP or foreign postal code  
Wilmington, DE 198091377

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 827,176

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis )

A Employer identification number  
20-3758162

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

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

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)        | 28,357                    |                         |                                                             |         |
|                                                | 2 Check If the foundation is not required to attach Sch B               |                           |                         |                                                             |         |
|                                                | 3 Interest on savings and temporary cash investments                    | 100                       | 100                     |                                                             |         |
|                                                | 4 Dividends and interest from securities                                | 50,009                    | 50,009                  |                                                             |         |
|                                                | 5a Gross rents                                                          |                           |                         |                                                             |         |
|                                                | b Net rental income or (loss)                                           |                           |                         |                                                             |         |
|                                                | 6a Net gain or (loss) from sale of assets not on line 10                | 8,828                     |                         |                                                             |         |
|                                                | b Gross sales price for all assets on line 6a 150,564                   |                           |                         |                                                             |         |
|                                                | 7 Capital gain net income (from Part IV, line 2)                        |                           | 8,828                   |                                                             |         |
|                                                | 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)              |                                                                         |                           |                         |                                                             |         |
| 12 Total. Add lines 1 through 11               | 87,294                                                                  | 58,937                    |                         |                                                             |         |
| Operating and Administrative Expenses          | 13 Compensation of officers, directors, trustees, etc                   | 0                         |                         |                                                             |         |
|                                                | 14 Other employee salaries and wages                                    |                           |                         |                                                             |         |
|                                                | 15 Pension plans, employee benefits                                     |                           |                         |                                                             |         |
|                                                | 16a Legal fees (attach schedule)                                        | 1,775                     | 0                       | 0                                                           | 1,775   |
|                                                | b Accounting fees (attach schedule)                                     |                           |                         |                                                             |         |
|                                                | c Other professional fees (attach schedule)                             |                           |                         |                                                             |         |
|                                                | 17 Interest                                                             |                           |                         |                                                             |         |
|                                                | 18 Taxes (attach schedule) (see instructions)                           | 900                       |                         |                                                             |         |
|                                                | 19 Depreciation (attach schedule) and depletion                         |                           |                         |                                                             |         |
|                                                | 20 Occupancy                                                            |                           |                         |                                                             |         |
|                                                | 21 Travel, conferences, and meetings                                    |                           |                         |                                                             |         |
|                                                | 22 Printing and publications                                            |                           |                         |                                                             |         |
|                                                | 23 Other expenses (attach schedule)                                     | 9,091                     |                         |                                                             | 9,091   |
|                                                | 24 Total operating and administrative expenses. Add lines 13 through 23 | 11,766                    | 0                       | 0                                                           | 10,866  |
|                                                | 25 Contributions, gifts, grants paid                                    | 139,550                   |                         |                                                             | 139,550 |
|                                                | 26 Total expenses and disbursements. Add lines 24 and 25                | 151,316                   | 0                       | 0                                                           | 150,416 |
|                                                | 27 Subtract line 26 from line 12                                        |                           |                         |                                                             |         |
|                                                | a Excess of revenue over expenses and disbursements                     | -64,022                   |                         |                                                             |         |
|                                                | b Net investment income (if negative, enter -0-)                        |                           | 58,937                  |                                                             |         |
| c Adjusted net income (if negative, enter -0-) |                                                                         |                           |                         |                                                             |         |

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

| 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 . . . . .                                                                                  | 99,994         | 126,191               | 126,191           |             |  |
|                             | 3                                                                                                                                            | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       |                |                       |                   |             |  |
|                             | 4                                                                                                                                            | Pledges receivable ▶ _____<br>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) ▶ _____<br>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) . . . . .                                                                           | 796,009        | 730,984               | 698,333           |             |  |
|                             | c                                                                                                                                            | Investments—corporate bonds (attach schedule) . . . . .                                                                           | 27,279         | 2,085                 | 2,652             |             |  |
|                             | 11                                                                                                                                           | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                |                       |                   |             |  |
|                             | 12                                                                                                                                           | Investments—mortgage loans . . . . .                                                                                              |                |                       |                   |             |  |
|                             | 13                                                                                                                                           | Investments—other (attach schedule) . . . . .                                                                                     |                |                       |                   |             |  |
|                             | 14                                                                                                                                           | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                |                       |                   |             |  |
| 15                          | Other assets (describe ▶ _____)                                                                                                              |                                                                                                                                   |                |                       |                   |             |  |
| 16                          | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)                                            | 923,282                                                                                                                           | 859,260        | 827,176               |                   |             |  |
| Liabilities                 | 17                                                                                                                                           | Accounts payable and accrued expenses . . . . .                                                                                   |                |                       |                   |             |  |
|                             | 18                                                                                                                                           | Grants payable . . . . .                                                                                                          |                |                       |                   |             |  |
|                             | 19                                                                                                                                           | Deferred revenue . . . . .                                                                                                        |                |                       |                   |             |  |
|                             | 20                                                                                                                                           | Loans from officers, directors, trustees, and other disqualified persons                                                          |                |                       |                   |             |  |
|                             | 21                                                                                                                                           | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                |                       |                   |             |  |
|                             | 22                                                                                                                                           | Other liabilities (describe ▶ _____)                                                                                              |                |                       |                   |             |  |
|                             | 23                                                                                                                                           | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                      | 0              | 0                     |                   |             |  |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                                   |                |                       |                   |             |  |
|                             | 24                                                                                                                                           | Unrestricted . . . . .                                                                                                            |                |                       |                   |             |  |
|                             | 25                                                                                                                                           | Temporarily restricted . . . . .                                                                                                  |                |                       |                   |             |  |
|                             | 26                                                                                                                                           | Permanently restricted . . . . .                                                                                                  |                |                       |                   |             |  |
|                             | <b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/><br><b>and complete lines 27 through 31.</b>   |                                                                                                                                   |                |                       |                   |             |  |
|                             | 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                                                                  | 923,282        | 859,260               |                   |             |  |
|                             | 30                                                                                                                                           | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             | 923,282        | 859,260               |                   |             |  |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) .                                                                   | 923,282                                                                                                                           | 859,260        |                       |                   |             |  |

| 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 | 923,282 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                             | 2 | -64,022 |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                 | 3 |         |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                          | 4 | 859,260 |
| 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 | 859,260 |

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a)<br>List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b)<br>How acquired<br>P—Purchase<br>D—Donation | (c)<br>Date acquired<br>(mo , day, yr ) | (d)<br>Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------------------------------------|-------------------------------------|
| <b>1 a</b> Publicly-traded Securities                                                                                                   |                                                 |                                         |                                     |
| <b>b</b>                                                                                                                                |                                                 |                                         |                                     |
| <b>c</b>                                                                                                                                |                                                 |                                         |                                     |
| <b>d</b>                                                                                                                                |                                                 |                                         |                                     |
| <b>e</b>                                                                                                                                |                                                 |                                         |                                     |

| (e)<br>Gross sales price | (f)<br>Depreciation allowed<br>(or allowable) | (g)<br>Cost or other basis<br>plus expense of sale | (h)<br>Gain or (loss)<br>(e) plus (f) minus (g) |
|--------------------------|-----------------------------------------------|----------------------------------------------------|-------------------------------------------------|
| <b>a</b> 150,564         |                                               | 141,736                                            | 8,828                                           |
| <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 |                                         |                                                  | (l)<br>Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i)<br>F M V as of 12/31/69                                                                 | (j)<br>Adjusted basis<br>as of 12/31/69 | (k)<br>Excess of col (i)<br>over col (j), if any |                                                                                                 |
| <b>a</b>                                                                                    |                                         |                                                  | 8,828                                                                                           |
| <b>b</b>                                                                                    |                                         |                                                  |                                                                                                 |
| <b>c</b>                                                                                    |                                         |                                                  |                                                                                                 |
| <b>d</b>                                                                                    |                                         |                                                  |                                                                                                 |
| <b>e</b>                                                                                    |                                         |                                                  |                                                                                                 |

|                                                                                                                                                                                                         |   |       |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------|
| <b>2</b> Capital gain net income or (net capital loss)                                                                                                                                                  | 2 | 8,828 |
| <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-<br>in Part I, line 8 | 3 |       |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

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

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

| (a)<br>Base period years Calendar<br>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                                                                                                                                                                                   | 129,941                                  | 890,651                                      | 0 145894                                                  |
| 2015                                                                                                                                                                                   | 212,266                                  | 1,033,919                                    | 0 205302                                                  |
| 2014                                                                                                                                                                                   | 240,288                                  | 1,190,398                                    | 0 201855                                                  |
| 2013                                                                                                                                                                                   | 248,858                                  | 1,288,654                                    | 0 193115                                                  |
| 2012                                                                                                                                                                                   | 305,604                                  | 1,363,923                                    | 0 224063                                                  |
| <b>2 Total</b> of line 1, column (d)                                                                                                                                                   |                                          |                                              | 0 970229                                                  |
| <b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years |                                          |                                              | 0 194046                                                  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5                                                                                                  |                                          |                                              | 883,907                                                   |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                     |                                          |                                              | 171,519                                                   |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                    |                                          |                                              | 589                                                       |
| <b>7</b> Add lines 5 and 6                                                                                                                                                             |                                          |                                              | 172,108                                                   |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                          |                                          |                                              | 150,416                                                   |

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

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

|           |                                                                                                                                                                                                                                   |           |       |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------|
| <b>1a</b> | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) |           |       |
| <b>b</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 . . . . .                                                                         | <b>1</b>  | 1,179 |
| <b>c</b>  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                            |           |       |
| <b>2</b>  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | <b>2</b>  |       |
| <b>3</b>  | Add lines 1 and 2. . . . .                                                                                                                                                                                                        | <b>3</b>  | 1,179 |
| <b>4</b>  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                       | <b>4</b>  |       |
| <b>5</b>  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                          | <b>5</b>  | 1,179 |
| <b>6</b>  | Credits/Payments                                                                                                                                                                                                                  |           |       |
| <b>a</b>  | 2017 estimated tax payments and 2016 overpayment credited to 2017                                                                                                                                                                 | <b>6a</b> | 1,000 |
| <b>b</b>  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                                                                                     | <b>6b</b> |       |
| <b>c</b>  | Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                     | <b>6c</b> |       |
| <b>d</b>  | Backup withholding erroneously withheld . . . . .                                                                                                                                                                                 | <b>6d</b> |       |
| <b>7</b>  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                                                                                                      | <b>7</b>  | 1,208 |
| <b>8</b>  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                               | <b>8</b>  |       |
| <b>9</b>  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                                                                                             | <b>9</b>  |       |
| <b>10</b> | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                                                                                                 | <b>10</b> | 29    |
| <b>11</b> | Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> 29 <b>Refunded</b>                                                                                                                                        | <b>11</b> |       |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                  | Yes       | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>1a</b> 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?                                                                                                                                                                                   | <b>1a</b> | No  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . .<br><i>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</i> | <b>1b</b> | No  |
| <b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                                   | <b>1c</b> | No  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation  \$ _____ (2) On foundation managers  \$ _____                                                                                                                                                                               |           |     |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____                                                                                                                                                                                                          |           |     |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities</i>                                                                                                                                                                           | <b>2</b>  | No  |
| <b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>                                                                                                                       | <b>3</b>  | Yes |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                  | <b>4a</b> | No  |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                                       | <b>4b</b> |     |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T</i>                                                                                                                                                                     | <b>5</b>  | No  |
| <b>6</b> 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? . . . . .             | <b>6</b>  | Yes |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .                                                                                                                                                                                                       | <b>7</b>  | Yes |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions)<br>DE, PA                                                                                                                                                                                                                                           |           |     |
| <b>b</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? <i>If "No," attach explanation</i> .                                                                                                                                    | <b>8b</b> | Yes |
| <b>9</b> 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 taxable year beginning in 2017 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                                | <b>9</b>  | No  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .                                                                                                                                                                                                    | <b>10</b> | No  |

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

|           |                                                                                                                                                                                          |           |            |           |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| <b>11</b> | 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). | <b>11</b> |            | <b>No</b> |
| <b>12</b> | 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) | <b>12</b> |            | <b>No</b> |
| <b>13</b> | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ►                                                 | <b>13</b> | <b>Yes</b> |           |
| <b>14</b> | The books are in care of ► Foundation Source Telephone no ► (800) 839-1754                                                                                                               |           |            |           |

Located at ► 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ► 198091377

|           |                                                                                                                                                                                                                                                                                                                                                                                   |                          |            |           |
|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------|-----------|
| <b>15</b> | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .                                                                                                                                                                                                                                                               | <input type="checkbox"/> |            |           |
|           | and enter the amount of tax-exempt interest received or accrued during the year . . . . .                                                                                                                                                                                                                                                                                         | <b>15</b>                |            |           |
| <b>16</b> | 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?<br>See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ► | <b>16</b>                | <b>Yes</b> | <b>No</b> |

**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.**

|           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |            |           |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------|-----------|
| <b>1a</b> | During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                     | <b>Yes</b> | <b>No</b> |
|           | (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
|           | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
|           | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
|           | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
|           | (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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).                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| <b>b</b>  | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)?                                                                                                                                                                                                                                                                     |                                                                     | <b>1b</b>  |           |
| <b>c</b>  | 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?                                                                                                                                                                                                                                                                                                         |                                                                     | <b>1c</b>  | <b>No</b> |
| <b>2</b>  | 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))                                                                                                                                                                                                                                                                                                                   |                                                                     |            |           |
| <b>a</b>  | 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?                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
|           | If "Yes," list the years ► 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                     |            |           |
| <b>b</b>  | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).                                                                                                                                                                           |                                                                     | <b>2b</b>  |           |
| <b>c</b>  | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br>► 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                      |                                                                     |            |           |
| <b>3a</b> | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |            |           |
| <b>b</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). |                                                                     | <b>3b</b>  |           |
| <b>4a</b> | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                 |                                                                     | <b>4a</b>  | <b>No</b> |
| <b>b</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?                                                                                                                                                                                                                                                               |                                                                     | <b>4b</b>  | <b>No</b> |

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

|           |                                                                                                                                                                                                                                |                                                                     |           |           |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|-----------|
| <b>5a</b> | During the year did the foundation pay or incur any amount to                                                                                                                                                                  |                                                                     |           |           |
|           | <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |           |
|           | <b>(2)</b> 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 |           |           |
|           | <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |           |
|           | <b>(4)</b> 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 |           |           |
|           | <b>(5)</b> 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 <b>any</b> 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            |           |           |
|           | <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>                                                                                                                                             |                                                                     |           |           |
| <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> | <b>No</b> |
|           | <i>If "Yes" to 6b, file Form 8870</i>                                                                                                                                                                                          |                                                                     |           |           |
| <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      | Title, and average hours per week<br>(b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---------------------------|--------------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |
|                           |                                                              |                                           |                                                                       |                                       |

**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 | Title, and average hours per week<br>(b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---------------------------------------------------------------|--------------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |
|                                                               |                                                              |                  |                                                                       |                                       |

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

**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 |
|-------------------------------------------------------------|---------------------|------------------|
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b>                                                                                                                                                                                                                                               |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| <b>2</b>                                                                                                                                                                                                                                               |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| <b>3</b>                                                                                                                                                                                                                                               |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |
| <b>4</b>                                                                                                                                                                                                                                               |          |
|                                                                                                                                                                                                                                                        |          |
|                                                                                                                                                                                                                                                        |          |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| <b>1</b>                                                                                                         |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| <b>2</b>                                                                                                         |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See instructions.                                                         |        |
| <b>3</b>                                                                                                         |        |
|                                                                                                                  |        |
|                                                                                                                  |        |

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> | 847,427 |
| <b>b</b> | Average of monthly cash balances.                                                                            | <b>1b</b> | 49,941  |
| <b>c</b> | Fair market value of all other assets (see instructions).                                                    | <b>1c</b> | 0       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c).                                                                       | <b>1d</b> | 897,368 |
| <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>  | 0       |
| <b>3</b> | Subtract line 2 from line 1d.                                                                                | <b>3</b>  | 897,368 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).   | <b>4</b>  | 13,461  |
| <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>  | 883,907 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5.                                                        | <b>6</b>  | 44,195  |

**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>  | 44,195 |
| <b>2a</b> | Tax on investment income for 2017 from Part VI, line 5.                                                    | <b>2a</b> | 1,179  |
| <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> | 1,179  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1.                                     | <b>3</b>  | 43,016 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions.                                                 | <b>4</b>  |        |
| <b>5</b>  | Add lines 3 and 4.                                                                                         | <b>5</b>  | 43,016 |
| <b>6</b>  | Deduction from distributable amount (see instructions).                                                    | <b>6</b>  |        |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 43,016 |

**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> | 150,416 |
| <b>b</b> | Program-related investments—total from Part IX-B.                                                                                                     | <b>1b</b> | 0       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.                                            | <b>2</b>  | 0       |
| <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> | 0       |
| <b>b</b> | Cash distribution test (attach the required schedule).                                                                                                | <b>3b</b> | 0       |
| <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>  | 150,416 |
| <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>  |         |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.                                                                                | <b>6</b>  | 150,416 |

**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                                                                                                                                |               |                            |             | 43,016      |
| <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 2015, 2014, 2013                                                                                                                                            |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2017                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2012. . . . . 239,852                                                                                                                                                        |               |                            |             |             |
| <b>b</b> From 2013. . . . . 187,947                                                                                                                                                        |               |                            |             |             |
| <b>c</b> From 2014. . . . . 182,480                                                                                                                                                        |               |                            |             |             |
| <b>d</b> From 2015. . . . . 163,676                                                                                                                                                        |               |                            |             |             |
| <b>e</b> From 2016. . . . . 86,382                                                                                                                                                         |               |                            |             |             |
| <b>f</b> <b>Total</b> of lines 3a through e. . . . .                                                                                                                                       | 860,337       |                            |             |             |
| <b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 150,416                                                                                                              |               |                            |             |             |
| <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. . . . .                                                                                                                                     |               |                            |             | 43,016      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                                        | 107,400       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2017<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                              |               |                            |             |             |
| <b>6</b> <b>Enter the net total of each column as indicated below:</b>                                                                                                                     |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 967,737       |                            |             |             |
| <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 . . . . .                                                               |               |                            |             | 0           |
| <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). . . . .                                                                              | 239,852       |                            |             |             |
| <b>9</b> <b>Excess distributions carryover to 2018.</b><br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                   | 727,885       |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2013. . . . . 187,947                                                                                                                                                 |               |                            |             |             |
| <b>b</b> Excess from 2014. . . . . 182,480                                                                                                                                                 |               |                            |             |             |
| <b>c</b> Excess from 2015. . . . . 163,676                                                                                                                                                 |               |                            |             |             |
| <b>d</b> Excess from 2016. . . . . 86,382                                                                                                                                                  |               |                            |             |             |
| <b>e</b> Excess from 2017. . . . . 107,400                                                                                                                                                 |               |                            |             |             |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

**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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

|                                                                                                                                  | Tax year | Prior 3 years |          |          | (e) Total |
|----------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                  | (a) 2017 | (b) 2016      | (c) 2015 | (d) 2014 |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                           |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                         |          |               |          |          |           |
| <b>e</b> 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 organization 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) )  
See Additional Data Table

**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

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

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

**a** The name, address, and telephone number or 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                                                         | 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  |
|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business)                               |                                                                                                                    |                                      |                                     |         |
| <b>a</b> <i>Paid during the year</i><br>See Additional Data Table |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3a</b>                           | 139,550 |
| <b>b</b> <i>Approved for future payment</i>                       |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . .                                            |                                                                                                                    |                                      | <b>3b</b>                           |         |

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

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

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

| (a) Line No | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|-------------|---------------------|-----------------------------------------------|----------------------------------------------------------------------|
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
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|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |
|             |                     |                                               |                                                                      |

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

**b** If "Yes," complete the following schedule

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

|                  |                                                                                                                                                                                                                                                                                                                        |                              |                                                                                                                                                     |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sign Here</b> | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. | *****<br>2018-07-25<br>***** | May the IRS discuss this return with the preparer shown below?<br>(see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
|                  | Signature of officer or trustee                                                                                                                                                                                                                                                                                        | Date                         | Title                                                                                                                                               |

|                               |                                                                  |                      |      |                                                 |                         |
|-------------------------------|------------------------------------------------------------------|----------------------|------|-------------------------------------------------|-------------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name                                       | Preparer's Signature | Date | Check if self-employed <input type="checkbox"/> | PTIN                    |
|                               | Jeffrey D Haskell                                                |                      |      |                                                 | P01345770               |
|                               | Firm's name ▶ Foundation Source                                  |                      |      |                                                 | Firm's EIN ▶            |
|                               | Firm's address ▶ One Hollow Ln Ste 212<br>Lake Success, NY 11042 |                      |      |                                                 | Phone no (800) 839-1754 |

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

| <b>(a)</b> Name and address                                                                                | Title, and average hours per week<br><b>(b)</b> devoted to position | <b>(c)</b> Compensation (If not paid, enter -0-) | <b>(d)</b> Contributions to employee benefit plans and deferred compensation | Expense account,<br><b>(e)</b> other allowances |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------|
| Elizabeth Hamlin          | VP - Operations<br>1 0                                              | 0                                                | 0                                                                            | 0                                               |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 198091377                                            |                                                                     |                                                  |                                                                              |                                                 |
| Lynn Hamlin               | VP / Dir<br>1 0                                                     | 0                                                | 0                                                                            | 0                                               |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 198091377                                            |                                                                     |                                                  |                                                                              |                                                 |
| Clay W Hamlin III         | Pres* / Dir / Sec<br>1 0                                            | 0                                                | 0                                                                            | 0                                               |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 198091377                                            |                                                                     |                                                  |                                                                              |                                                 |
| Clay Hamlin IV            | VP - Fin & Inv / Dir<br>1 0                                         | 0                                                | 0                                                                            | 0                                               |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 198091377                                            |                                                                     |                                                  |                                                                              |                                                 |
| Katharine Hamlin Kreager  | Pres / Dir<br>1 0                                                   | 0                                                | 0                                                                            | 0                                               |
| Foundation Source 501 Silverside Rd<br>Wilmington, DE 198091377                                            |                                                                     |                                                  |                                                                              |                                                 |

**Form 990PF Part XV Line 1a - 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).**

|                   |
|-------------------|
| Clay W Hamlin III |
| Lynn Hamlin       |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                       |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                      |                                                                                                           |                                |                                  |         |
| ACADEMY OF NATURAL SCIENCES<br>1900 BENJAMIN FRANKLIN PKWY<br>PHILADELPHIA, PA 19103                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 5,000   |
| ALVIN AILEY DANCE FOUNDATION INC<br>405 W 55TH ST<br>NEW YORK, NY 10019                                   | N/A                                                                                                       | PC                             | General & Unrestricted           | 3,500   |
| BRIGHTFOCUS FOUNDATION<br>22512 GATEWAY CENTER DR<br>CLARKSBURG, MD 20871                                 | N/A                                                                                                       | PC                             | General & Unrestricted           | 500     |
| BRYN MAWR THEATER FILM INSTITUTE<br>DBA BRYN MAWR FIL<br>PO BOX 105800<br>BRYN MAWR, PA 19010             | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| BUSINESS LEADERSHIP ORGANIZED<br>FOR CATHOLIC SCHOOLS<br>555 CROTON RD STE 310<br>KNG OF PRUSSA, PA 19406 | N/A                                                                                                       | PC                             | General & Unrestricted           | 3,000   |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                                     |                                                                                                           |                                |                                  | 139,550 |

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient                                                                                      | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                            |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                           |                                                                                                           |                                |                                  |         |
| CATHOLIC RELIEF SERVICES INC<br>228 W LEXINGTON ST<br>BALTIMORE, MD 21201                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 100     |
| CATO INSTITUTE<br>1000 MASSACHUSETTS AVE NW<br>WASHINGTON, DC 20001                            | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| CITIZENS AGAINST GOVERNMENT WASTE<br>1301 PENNSYLVANIA AVE NW STE 1075<br>WASHINGTON, DC 20004 | N/A                                                                                                       | PC                             | General & Unrestricted           | 3,000   |
| CONSERVATIVE PARTNERSHIP INSTITUTE<br>3000 K ST NW STE 600<br>WASHINGTON, DC 20007             | N/A                                                                                                       | PC                             | General & Unrestricted           | 5,000   |
| DAVID HOROWITZ FREEDOM CENTER<br>14724 VENTURA BLVD STE 820<br>SHERMAN OAKS, CA 91403          | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,000   |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                          |                                                                                                           |                                |                                  | 139,550 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                      |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |         |
| DOCTORS WITHOUT BORDERS USA INC<br>40 RECTOR ST 16TH FL<br>NEW YORK, NY 10006                            | N/A                                                                                                       | PC                             | General & Unrestricted           | 100     |
| EDCHOICE INC<br>111 MONUMENT CIR STE 2650<br>INDIANAPOLIS, IN 46204                                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,000   |
| ENGLISH FIRST FOUNDATION<br>8001 FORBES PL<br>SPRINGFIELD, VA 22151                                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| FEDERATION FOR AMERICAN<br>IMMIGRATION REFORM<br>25 MASSACHUSETTS AVE NW STE 330<br>WASHINGTON, DC 20001 | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,000   |
| FOUNDATION FOR TEACHING<br>ECONOMICS<br>1706 NEW HAMPSHIRE AVE NW<br>WASHINGTON, DC 20009                | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                                    |                                                                                                           |                                |                                  | 139,550 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                               | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                     |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                    |                                                                                                           |                                |                                  |         |
| FOUR BLOCK FOUNDATION INC<br>230 PARK AVE 29TH FL<br>NEW YORK, NY 10169                 | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| FOX CHASE CANCER CENTER MEDICAL GROUP INC<br>333 COTTMAN AVE<br>PHILADELPHIA, PA 19111  | N/A                                                                                                       | PC                             | General & Unrestricted           | 250     |
| GLAUCOMA RESEARCH FOUNDATION<br>251 POST ST STE 600<br>SAN FRANCISCO, CA 94108          | N/A                                                                                                       | PC                             | General & Unrestricted           | 50      |
| HOW I DECIDE FOUNDATION<br>1000 N W ST STE 1200<br>WILMINGTON, DE 19801                 | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| INTERNATIONAL TENNIS HALL OF FAME INCORPORATED<br>194 BELLEVUE AVE<br>NEWPORT, RI 02840 | N/A                                                                                                       | PC                             | General & Unrestricted           | 500     |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                   |                                                                                                           |                                |                                  | 139,550 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                     | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution                                                    | Amount  |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------------------------------------|---------|
| Name and address (home or business)                                           |                                                                                                           |                                |                                                                                     |         |
| <b>a</b> <i>Paid during the year</i>                                          |                                                                                                           |                                |                                                                                     |         |
| JUDICIAL WATCH INC<br>425 3RD ST SW STE 800<br>WASHINGTON, DC 20024           | N/A                                                                                                       | PC                             | General & Unrestricted                                                              | 3,000   |
| KHAN ACADEMY INCPO BOX 1630<br>MOUNTAIN VIEW, CA 94042                        | N/A                                                                                                       | PC                             | General & Unrestricted                                                              | 1,000   |
| LEGACY YOUTH TENNIS AND EDUCATION<br>4842 RIDGE AVE<br>PHILADELPHIA, PA 19129 | N/A                                                                                                       | PC                             | General & Unrestricted                                                              | 10,000  |
| LEGACY YOUTH TENNIS AND EDUCATION<br>4842 RIDGE AVE<br>PHILADELPHIA, PA 19129 | N/A                                                                                                       | PC                             | Charitable Event                                                                    | 2,500   |
| LEMUR CONSERVATION FOUNDATION INC<br>PO BOX 249<br>MYAKKA CITY, FL 34251      | N/A                                                                                                       | PC                             | General & Unrestricted                                                              | 4,000   |
| <b>Total . . . . .</b><br><b>3a</b>                                           |                                                                                                           |                                |  | 139,550 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |                                                                                                           |                                |                                  |         |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Recipient                                                                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)                                                                      |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |         |
| LEWA WILDLIFE CONSERVANCY USA<br>38 MILLER AVE BOX 507<br>MILL VALLEY, CA 94941                          | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| LOWER MERION CONSERVANCY<br>1301 ROSE GLEN RD<br>GLADWYNE, PA 19035                                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 300     |
| MACULAR DEGENERATION RESEARCH<br>22512 GATEWAY CENTER DR<br>CLARKSBURG, MD 20871                         | N/A                                                                                                       | PC                             | General & Unrestricted           | 200     |
| MANHATTAN INSTITUTE FOR POLICY RESEARCH INC<br>52 VANDERBILT AVE<br>NEW YORK, NY 10017                   | N/A                                                                                                       | PC                             | General & Unrestricted           | 3,000   |
| MEDIA RESEARCH CENTER INC<br>1900 CAMPUS COMMONS DR STE 600<br>RESTON, VA 20191                          | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,500   |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                                    |                                                                                                           |                                |                                  | 139,550 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                    | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                          |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                         |                                                                                                           |                                |                                  |         |
| MOTHERS AGAINST DRUNK DRIVING<br>511 E JOHN CARPENTER FREEWAY STE 70<br>IRVING, TX 75062     | N/A                                                                                                       | PC                             | General & Unrestricted           | 250     |
| NATIONAL PARKS CONSERVATION ASSOCIATION<br>777 6TH ST NW STE 700<br>WASHINGTON, DC 20001     | N/A                                                                                                       | PC                             | General & Unrestricted           | 50      |
| NUMBERSUSA EDUCATION & RESEARCH FOUNDATION<br>1400 CRYSTAL DR STE 240<br>ARLINGTON, VA 22202 | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,000   |
| PHILABUNDANCE3616 S GALLOWAY ST<br>PHILADELPHIA, PA 19148                                    | N/A                                                                                                       | PC                             | General & Unrestricted           | 200     |
| PHILANTHROPY ROUNDTABLE<br>1120 20TH ST NW STE 550 S<br>WASHINGTON, DC 20036                 | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,500   |
| <b>Total . . . . .</b> ►<br><b>3a</b>                                                        |                                                                                                           |                                |                                  | 139,550 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                    | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                          |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                         |                                                                                                           |                                |                                  |         |
| POLITICAL ECONOMY RESEARCH CENTER INC - PROPERTY & 2048 ANALYSIS DR STE A BOZEMAN, MT 59718  | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| PRESIDENT AND DIRECTORS OF GEORGETOWN COLLEGE FOR 37TH AND O STREETS NW WASHINGTON, DC 20057 | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| PROSTATE CANCER FOUNDATION 1250 4TH ST SANTA MONICA, CA 90401                                | N/A                                                                                                       | PC                             | General & Unrestricted           | 25,000  |
| SAY YES TO EDUCATION INC ONE STATE ST HARTFORD, CT 06103                                     | N/A                                                                                                       | PC                             | General & Unrestricted           | 5,000   |
| SPECIAL OLYMPICS PENNSYLVANIA INC 2570 BLVD OF THE GENERALS STE 124 NORRISTOWN, PA 19403     | N/A                                                                                                       | PC                             | General & Unrestricted           | 250     |
| <b>Total . . . . . ▶</b><br><b>3a</b>                                                        |                                                                                                           |                                |                                  | 139,550 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |                                                                                                           |                                |                                  |         |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Recipient                                                                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)                                                                      |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |         |
| ST JUDE CHILDRENS RESEARCH HOSPITAL INC<br>262 DANNY THOMAS PL MSC 512<br>MEMPHIS, TN 38105              | N/A                                                                                                       | PC                             | General & Unrestricted           | 500     |
| THE CHARACTER EDUCATION PARTNERSHIP INC<br>1634 I ST NW STE 550<br>WASHINGTON, DC 20006                  | N/A                                                                                                       | PC                             | General & Unrestricted           | 15,000  |
| THE FUND FOR AMERICAN STUDIES<br>1706 NEW HAMPSHIRE AVE NW<br>WASHINGTON, DC 20009                       | N/A                                                                                                       | PC                             | General & Unrestricted           | 2,000   |
| TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA<br>3451 WALNUT ST 433 FRANKLIN BU<br>PHILADELPHIA, PA 19104   | N/A                                                                                                       | PC                             | General & Unrestricted           | 12,500  |
| TURNING POINT USA NFP<br>217 1/2 ILLINOIS ST<br>LEMONT, IL 60439                                         | N/A                                                                                                       | PC                             | General & Unrestricted           | 10,000  |
| <b>Total . . . . . ▶</b><br><b>3a</b>                                                                    |                                                                                                           |                                |                                  | 139,550 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment |                                                                                                           |                                |                                  |         |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Recipient                                                                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
| Name and address (home or business)                                                                      |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                     |                                                                                                           |                                |                                  |         |
| UDT-SEAL MUSEUM ASSOCIATION INC<br>3300 N HWY A1A<br>FORT PIERCE, FL 34949                               | N/A                                                                                                       | PC                             | General & Unrestricted           | 1,000   |
| UNITED SERVICE ORGANIZATIONS INC<br>PO BOX 96860<br>WASHINGTON, DC 20077                                 | N/A                                                                                                       | PC                             | General & Unrestricted           | 200     |
| WILDLANDS CONSERVANCY INC<br>3701 ORCHID PL<br>EMMAUS, PA 18049                                          | N/A                                                                                                       | PC                             | General & Unrestricted           | 500     |
| WILLIAM F BUCKLEY JR PROGRAM AT YALE<br>234 CHURCH ST 7TH FL<br>NEW HAVEN, CT 06510                      | N/A                                                                                                       | PC                             | General & Unrestricted           | 100     |
| <b>Total . . . . .</b><br><b>3a</b>                                                                      |                                                                                                           |                                |                                  | 139,550 |

**TY 2017 Compensation Explanation**

**Name:** The Hamlin Family Foundation Inc  
**EIN:** 20-3758162

| Person Name       | Explanation                    |
|-------------------|--------------------------------|
| Clay W Hamlin III | *Removed from position in 2017 |

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

## **TY 2017 Depreciation Schedule**

**Name:** The Hamlin Family Foundation Inc

**EIN:** 20-3758162

# TY 2017 Investments Corporate Bonds Schedule

**Name:** The Hamlin Family Foundation Inc

**EIN:** 20-3758162

## Investments Corporate Bonds Schedule

| Name of Bond                   | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| GOLDMAN SACHS - 0.000% - 05/15 | 2,085                  | 2,652                         |

## TY 2017 Investments Corporate Stock Schedule

**Name:** The Hamlin Family Foundation Inc

**EIN:** 20-3758162

| Name of Stock                  | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|------------------------|-------------------------------|
| UNITED PARCEL SERVICE          | 9,591                  | 17,873                        |
| SYSCO CORP                     | 4,195                  | 11,296                        |
| JP MORGAN CHASE                | 6,168                  | 21,388                        |
| VANGUARD FTSE EMERGING MARKETS | 15,819                 | 18,364                        |
| VANGUARD FTSE DEVELOPED MARKET | 17,290                 | 22,430                        |
| BROOKFIELD REAL ASSETS INCOME  | 24,976                 | 19,163                        |
| TEKLA WORLD HEALTHCARE FUND    | 20,000                 | 13,610                        |
| NEUBERGER INTRINSIC VALUE C    | 28,045                 | 28,019                        |
| TEKLA HEALTHCARE OPPORTUNITIES | 50,000                 | 43,800                        |
| BLACKSTONE/GSO STRATEGIC C     | 50,000                 | 39,275                        |
| KKR INCOME OPPORTUNITIES FUND  | 50,000                 | 40,125                        |
| GOLDMAN SACHS MLP INCOME OPPOR | 50,000                 | 22,350                        |
| DOUBLELINE INCOME SOLUTIONS FU | 100,000                | 80,760                        |
| CORP OFFICE PPTY TR            | 104,900                | 116,800                       |
| COHEN AND STEERS LIMITED DURAT | 100,000                | 104,280                       |
| NUVEEN HIGH INCOME NOVEMBER 20 | 50,000                 | 49,800                        |
| BLACKROCK 2022 GLOBAL INCOME O | 50,000                 | 49,000                        |

**TY 2017 Legal Fees Schedule****Name:** The Hamlin Family Foundation Inc**EIN:** 20-3758162

| <b>Category</b>       | <b>Amount</b> | <b>Net Investment<br/>Income</b> | <b>Adjusted Net<br/>Income</b> | <b>Disbursements<br/>for Charitable<br/>Purposes</b> |
|-----------------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| General Consultations | 1,775         |                                  |                                | 1,775                                                |

**TY 2017 Other Expenses Schedule****Name:** The Hamlin Family Foundation Inc**EIN:** 20-3758162**Other Expenses Schedule**

| Description                | Revenue and<br>Expenses per<br>Books | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|----------------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| Administrative Fees        | 9,066                                |                          |                        | 9,066                                       |
| State or Local Filing Fees | 25                                   |                          |                        | 25                                          |

**TY 2017 Taxes Schedule****Name:** The Hamlin Family Foundation Inc**EIN:** 20-3758162

| Category                      | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements<br>for Charitable<br>Purposes |
|-------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| 990-PF Estimated Tax for 2017 | 900    |                          |                        |                                             |

|                                                                                                                  |                                                                                                                                                                                                                                        |                                                     |
|------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>Schedule B</b><br>(Form 990, 990-EZ, or 990-PF)<br><br>Department of the Treasury<br>Internal Revenue Service | <b>Schedule of Contributors</b><br><br>▶ Attach to Form 990, 990-EZ, or 990-PF<br>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a> | OMB No 1545-0047<br><br><b>2017</b>                 |
|                                                                                                                  | <b>Name of the organization</b><br>The Hamlin Family Foundation Inc                                                                                                                                                                    | <b>Employer identification number</b><br>20-3758162 |

Organization type (check one)

|                    |                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| <b>Filers of:</b>  | <b>Section:</b>                                                                                           |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation                                             |

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ \_\_\_\_\_

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

|                                                                 |                                                     |
|-----------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>The Hamlin Family Foundation Inc | <b>Employer identification number</b><br>20-3758162 |
|-----------------------------------------------------------------|-----------------------------------------------------|

| <b>Part I</b> <b>Contributors</b> (See instructions) Use duplicate copies of Part I if additional space is needed |                                                                                     |                            |                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)<br>No.                                                                                                        | (b)<br>Name, address, and ZIP + 4                                                   | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                              |
| 1                                                                                                                 | 300 West Land Foundation<br>300 West Adams<br>Chicago, IL60606                      | \$ 5,836                   | <b>Person</b> <input checked="" type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions ) |
| 2                                                                                                                 | Burnham Land Foundation Trust<br>111 West Washington Street<br>Chicago, IL60602     | \$ 11,890                  | <b>Person</b> <input checked="" type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions ) |
| 3                                                                                                                 | Wake Forest Land Foundation Trust<br>200 North College Street<br>Charlotte, NC28255 | \$ 10,630                  | <b>Person</b> <input checked="" type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions ) |
| .                                                                                                                 |                                                                                     | \$                         | <b>Person</b> <input type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions )            |
| .                                                                                                                 |                                                                                     | \$                         | <b>Person</b> <input type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions )            |
| .                                                                                                                 |                                                                                     | \$                         | <b>Person</b> <input type="checkbox"/><br><b>Payroll</b> <input type="checkbox"/><br><b>Noncash</b> <input type="checkbox"/><br>(Complete Part II for noncash contributions )            |

Employer identification number

20-3758162

## Part II

[illegible]

|                                                                 |                                                     |
|-----------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>The Hamlin Family Foundation Inc | <b>Employer identification number</b><br>20-3758162 |
|-----------------------------------------------------------------|-----------------------------------------------------|

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part III</b> | <b>Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____</b><br>Use duplicate copies of Part III if additional space is needed |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| (a)<br>No. from Part I | (b) Purpose of gift                   | (c) Use of gift         | (d) Description of how gift is held      |
|------------------------|---------------------------------------|-------------------------|------------------------------------------|
|                        | <div></div> <div></div>               | <div></div> <div></div> | <div></div> <div></div>                  |
|                        | (e) Transfer of gift                  |                         |                                          |
|                        | Transferee's name, address, and ZIP 4 |                         | Relationship of transferor to transferee |
|                        | <div></div> <div></div>               | <div></div> <div></div> |                                          |
| (a)<br>No. from Part I | (b) Purpose of gift                   | (c) Use of gift         | (d) Description of how gift is held      |
|                        | <div></div> <div></div>               | <div></div> <div></div> | <div></div> <div></div>                  |
|                        | (e) Transfer of gift                  |                         |                                          |
|                        | Transferee's name, address, and ZIP 4 |                         | Relationship of transferor to transferee |
|                        | <div></div> <div></div>               | <div></div> <div></div> |                                          |
| (a)<br>No. from Part I | (b) Purpose of gift                   | (c) Use of gift         | (d) Description of how gift is held      |
|                        | <div></div> <div></div>               | <div></div> <div></div> | <div></div> <div></div>                  |
|                        | (e) Transfer of gift                  |                         |                                          |
|                        | Transferee's name, address, and ZIP 4 |                         | Relationship of transferor to transferee |
|                        | <div></div> <div></div>               | <div></div> <div></div> |                                          |
| (a)<br>No. from Part I | (b) Purpose of gift                   | (c) Use of gift         | (d) Description of how gift is held      |
|                        | <div></div> <div></div>               | <div></div> <div></div> | <div></div> <div></div>                  |
|                        | (e) Transfer of gift                  |                         |                                          |
|                        | Transferee's name, address, and ZIP 4 |                         | Relationship of transferor to transferee |
|                        | <div></div> <div></div>               | <div></div> <div></div> |                                          |

**BYLAWS**  
**OF**  
**THE HAMLIN FAMILY FOUNDATION INC.**

*(a Delaware charitable nonprofit nonstock corporation)*

**ARTICLE I**  
*Offices*

Section 1.01 *Location* The principal office of The Hamlin Family Foundation Inc. (the "Corporation") within or without the State of Delaware shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Delaware a registered office at such place as may be designated by the Board of Directors.

**ARTICLE II**  
*Purposes*

Section 2.01 *Purposes* The Corporation shall not donate to any organizations (a) that receive significant financial support (more than 25%) from a government or government agency, whether domestic or foreign, or (b) that do not support (i) limited government, (ii) personal responsibility, (iii) free market capitalism, or (iv) individual and political liberty or originalist American constitutional principles. These purposes can only be amended by a unanimous vote of the surviving Hamlin Family Members, as defined in Section 3.01 of these Bylaws.

Section 2.02 *Existence*. The Corporation shall terminate on the later of (i) January 1, 2060, or (ii) ten years after the death of the last Hamlin Family Member, as defined in Section 3.01 of these Bylaws. All assets shall be distributed in accordance with Section 2.01 prior to that date. In the event that assets remain in the Corporation on that date, such assets shall be distributed according to Article EIGHTH of the Corporation's Certificate of Incorporation as amended and restated and consistent with Section 2.01 of these Bylaws.

**ARTICLE III**  
*Members*

Section 3.01 *Members*. Clay Hamlin and Lynn Hamlin shall be the initial members of the Corporation (the "Initial Members") The Initial Members may appoint additional individuals to serve as members (together with the Initial Members, the "Members"), provided that there shall never be more than five Members. The Members may designate one or more successor Members by executing a consent designating such successors and the conditions for their appointment and such appointment may be effective immediately or upon the occurrence of

some future event. Clay and Lynn Hamlin and their children shall be considered the "Hamlin Family Members"

The membership structure is intended to preserve family control of the Corporation, and in the event that there is a dispute regarding the interpretation of any provision of these bylaws, continued family control should be the guiding interpretive principle.

Upon the resignation, death, or incapacity of all of the Members: (i) if the Members (including by action of the executor, administrator or legal representative of a deceased Member) have designated successor members in the event of the resignation, death or incapacity of all of the Members, such designated persons shall become Members; (ii) if the Members did not designate successor Members, the individuals serving on the Board of Directors shall serve as the Members, (iii) if the Members have not designated successor Members and the Corporation does not have at least one director, then the Corporation shall dissolve and, in accordance with the terms of Article EIGHTH of the Corporation's Certificate of Incorporation, all of the Corporation's assets shall be distributed to those public charities and in such proportions as designated as the Corporation's default charities on the Corporation's "Default Charity List" maintained on the Administrator's website, less all costs and expenses related thereto, and further, the Administrator shall be authorized to take any and all necessary actions that may be required under applicable law and the Certificate of Incorporation to effect such dissolution.

The Members shall have such rights, privileges and obligations of members conferred upon them by the Certificate of Incorporation and these Bylaws, and otherwise accorded by the Delaware General Corporation Law. For all purposes under these Bylaws, a Member's incapacity shall be established by the written statement of that Member's personal physician that the individual is no longer able to manage his or her own affairs.

Section 3.02 *Annual Meetings*. Unless directors are elected by written consent of Members in lieu of a meeting, an annual meeting of Members for the election of directors or the transaction of such other business as may properly come before the meeting shall be held at such time and place as the Members shall determine.

Section 3.03 *Special Meetings*. Special meetings of the Members may be called by the Board of Directors or by a majority of the Members.

Section 3.04 *Notice of Meetings and Waiver of Notice*. Written notice of all meetings of Members shall be given not less than 10 nor more than 60 days before the date of the meeting to each Member entitled to vote at such meeting. The notices of all meetings shall state the place, if any, date and hour of the meeting, the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Any notice shall be effective if given by a form of electronic transmission consented to by the Member to whom the notice is given. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.05 *Quorum*. Except as otherwise provided by law or the Certificate of Incorporation, a quorum for the transaction of business at any meeting of Members shall consist of a majority of the Members then serving and entitled to vote at the meeting, present in person or by proxy.

Section 3.06 *Election of Directors and Voting*. Members shall elect the directors. Directors shall be elected at every third consecutive regular annual meeting of the Members (each such third annual meeting an "Election Meeting"). If the election of the directors shall not be held at such a meeting, such election shall be held as soon thereafter as is conveniently possible. At all such elections of directors the voting may, but need not, be by ballot and a plurality of the votes of the Members present in person or by proxy at the meeting and entitled to vote on the election of directors shall be sufficient to elect directors. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, any other action shall be authorized by the vote of the majority of the Members present in person or by proxy at the meeting and entitled to vote on the subject matter.

Section 3.07 *Action by Written Consent*. Member action may be taken without a meeting if the Members consent thereto in writing (including by electronic transmission), and the writing or writings are filed with the records of the Corporation, except as otherwise provided by law, the certificate of incorporation or these Bylaws.

Section 3.08 *Actions Requiring Member Approval*. The following actions require the prior approval by a majority of all of the Members: (i) amending the Certificate of Incorporation; (ii) amending or repealing the Bylaws; (iii) adopting an agreement of merger or consolidation; (iv) adopting a plan of wind-up and dissolution; (v) the sale, lease, transfer or other disposition of all or any substantial part of the Corporation's assets or properties; and (vi) the creation of a subsidiary or another related organization.

## **ARTICLE IV**

### *Board of Directors*

Section 4.01 *Power of Board of Directors and Qualification of Directors*. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Each director shall be at least eighteen years of age.

Section 4.02 *Number of Directors*. The number of directors constituting the entire Board of Directors shall not be less than one (1) nor more than ten (10).

Section 4.03 *Election and Term of Directors*. Directors shall be elected at every Election Meeting of the Members. Each director shall hold office for a term ending no later than the date of the next Election Meeting and until his or her successor has been elected and qualified or until his or her death or until he or she shall resign or be removed.

Section 4.04 *Newly-Created Directorships and Vacancies*. Newly created directorships resulting from an increase in the number of directors elected may be filled by action of the Members. Vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Members. A director elected to fill a vacancy shall hold office until the next Election Meeting and until his or her successor shall have been elected and qualified.

A person may accept his or her directorship election by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. The election of a person to fill a newly-created directorship or a vacancy shall be effective only in the event that such person has accepted his or her election, in the manner described in the immediately preceding sentence, within the 60-day period commencing on the date that notice of such election has been sent to such person via electronic means or otherwise.

Section 4.05 *Resignation* Any director may resign from office at any time by delivering (i) a resignation in writing to the Board of Directors or to the President of the Corporation and (ii) a copy of such resignation to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 4.06 *Removal of Directors.* Any one or more of the directors may be removed with or without cause at any time by vote of a majority of the Board of Directors or by action of the Members, provided that written notice of such removal is given to any director so removed and a copy of such notice is delivered to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

Section 4.07 *Meetings of the Board of Directors.* An annual meeting of the Board of Directors shall be held each year at such time and place as may be fixed by the President for the transaction of such business as may properly come before the meeting, and, in the case of an Election Meeting, for the election of officers and directors. Regular meetings of the Board of Directors may be held at such times as may be fixed by the President. Special meetings of the Board of Directors may be called by or at the direction of the President or by a majority of the directors in office.

Written, oral, or any other mode of notice of the time and place shall be given for regular and special meetings to both directors and Members in sufficient time for the convenient assembly of the directors thereat. In any event, notice of any regular or special meeting shall be given to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator. Notice need not be given to any director who submits a written waiver of notice signed by him or her before or after the time stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when he or she attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver or notice.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given (i) to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator, and (ii) in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to other directors.

The President, if present and acting, shall preside at all meetings. Otherwise, any other director chosen by the Board of Directors shall preside.

Section 4.08 *Quorum and Voting.* Unless a greater proportion is required by law, by the Certificate of Incorporation, or by these Bylaws adopted by a unanimous vote of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of a specified item of business. Except as otherwise provided by law by the Certificate of Incorporation or by these Bylaws, the vote of a majority of the entire Board of Directors, shall be the act of the Board of Directors.

Section 4.09 *Written Consent of Directors, Meeting by Conference Telephone or by Comparable Medium.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing. Each consent so adopted by members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors and a copy of each such consent shall be printed and delivered to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator.

To the extent permitted by law, any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone, Internet chat room or similar communications equipment allowing all persons participating in the meeting to hear or to otherwise communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.10 *Compensation of Directors.* Directors shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefor. At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered. In no event shall an item of compensation be paid if such compensation shall constitute an "excess benefit" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code").

Section 4.11 *Records.* Minutes shall be kept of each meeting of the Board of Directors. Copies of the minutes of each meeting shall be filed with the corporate records of the Corporation and a copy of such minutes shall be delivered to the Administrator by accessing the Administrator's system at the website designated in Section 6.08 hereof or as otherwise

designated by the Administrator and complying with such directions as may be posted therein or otherwise provided by the Administrator

## ARTICLE V

### *Officers, Agents and Employees*

Section 5.01 *General Provisions.* The Board of Directors shall elect the officers of the Corporation. The officers of the Corporation shall be one (1) President, one (1) Treasurer, one (1) Secretary and may consist of an unlimited number of Vice-Presidents. The Board of Directors may give any of them further designation or alternate titles as it considers desirable.

Section 5.02 *Term of Office.* Each officer shall serve for a term of one year following his or her election or appointment and until such time as his or her respective successor is elected and qualified or until his or her earlier death, resignation or removal. Any vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 5.03 *Resignation and Removal.* Any officer may resign at any time upon written notice to the Corporation. Any officer may be removed from office, with or without cause, at any time by the Board of Directors.

Section 5.04 *Power and Duties of Officers.* Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws and, to the extent not so provided, as generally pertain to their respective offices

- A President. The President shall have general management and supervision of the property, business and affairs of the Corporation and over its other officers; may appoint and remove assistant officers and other agents and employees, other than officers referred to in this Article, and may execute and deliver in the name of the Corporation powers of attorney, contracts, and other obligations and instruments.

The President of the Corporation, officers designated by the President, and committees designated by the President that are composed exclusively of members of the Board of Directors, shall have the power and authority to approve, make and cause to be made charitable contributions by the Corporation. All charitable contributions approved by any of the foregoing (each a "Grant Evaluator"), shall for all purposes be, and be deemed to be, duly authorized by the Board of Directors and the Corporation. The President or the Board of Directors may at any time appoint or remove an individual or committee as a Grant Evaluator provided that such appointment or removal shall not be effective unless and until notice thereof is provided to the Administrator in the manner specified by it.

- B Vice-President. A Vice-President may execute and deliver in the name of the Corporation contracts and other obligations and instruments pertaining to the regular course of the duties of said office, and shall have such other authority as

from time to time may be assigned by the Board of Directors or the President. One Vice-President shall be designated by the Board of Directors to perform the duties and exercise the powers of the President in the event of the President's absence or disability.

- C. Treasurer. The Treasurer shall prepare financial statements and supervise the Corporation's cash, investments, assets and liabilities and such other duties as directed by the Board of Directors. The Treasurer shall report to the President, the Board of Directors and Members from time to time.
- D. Secretary. The Secretary shall prepare or supervise the preparation of the minutes of the meetings of the Board of Directors and the Members; have custody of the books, records, and documents (other than those maintained by the Treasurer); and attest deeds, contracts, leases and other legal instruments and formal documents; and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 5.05 *Agents and Employees.* The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered to the Corporation, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers. The Board of Directors may require officers, agents or employees to give security for the faithful performance of their duties.

## ARTICLE VI

### *Miscellaneous*

Section 6.01 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year.

Section 6.02 *Corporate Seal.* The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "Delaware" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile thereof to be affixed or impressed or reproduced in any manner.

Section 6.03 *Checks, Notes, Contracts.* The President shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts, or to execute and deliver other documents and instruments.

Section 6.04 *Books and Records.* The Corporation shall keep at its office or at any other designated office (1) correct and complete books and records of accounts, (2) minutes of the proceedings of its Board of Directors, and (3) a current list or record containing the names and

addresses of all directors and officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05 *Amendments of Bylaws.* Except as otherwise provided in the certificate of incorporation or these Bylaws, these Bylaws may be amended or repealed, and new Bylaws may be adopted by a majority of the Members entitled to vote in the election of directors. Notwithstanding the foregoing, no amendment, alteration, change or repeal of these Bylaws shall be effected which will result in the denial of tax-exempt status to the Corporation under Section 501(c)(3) of the Code.

Section 6.06 *Indemnification and Insurance.* The Corporation shall indemnify any director, officer, employee or agent, any former director, officer, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors and officers to the full extent such indemnification is permitted by law.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in title 8, section 145(a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there

are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification or advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification or advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Board of Directors may authorize the purchase of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under law

Notwithstanding anything herein to the contrary, the Corporation shall not indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Code. Further, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) and 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 6.07 *Electronic Signatures*. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature

Section 6.08 *Delivery of Instruments to the Administrator*. All documents or other instruments required to be delivered to the Administrator by accessing the Administrator's system shall be delivered by accessing the website located at [www.foundationsource.com](http://www.foundationsource.com) or such other website as the Administrator may hereafter designate.

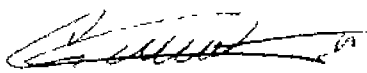
All documents or other instruments required to be delivered to the Administrator via the United States Postal Service hereunder shall be sent to the Administrator's mailing address listed on the website located at [www.foundationsource.com](http://www.foundationsource.com) or on such other website as the Administrator may hereafter designate.

Section 5 09 *References to the Administrator*. Any reference to the Administrator herein shall refer to Foundation Source Philanthropic Services Inc.. a Delaware corporation, or any successor thereto

**ADOPTED: November 8, 2005**

**AMENDED: June 1<sup>st</sup>, 2017**

**THE HAMLIN FAMILY FOUNDATION INC.**

By:   
Name: Clay Hamlin  
Title: Chairman