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

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

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

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

OMB No 1545-0052

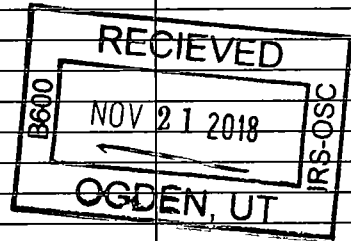
2017

Open to Public Inspection

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

Name of foundation JOLIE-PITT FOUNDATION		A Employer identification number 20-5176706
Number and street (or P O box number if mail is not delivered to street address) FOUNDATION SOURCE 501 SILVERSIDE RD		B Telephone number (see instructions) (800) 839-1754
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. <input type="checkbox"/> 6
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation 04 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 6,392,693.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		4,749,880.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.		13,466.	13,466.		
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain.					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		8,792.		8,792.	
12 Total. Add lines 1 through 11		4,772,138.	13,466.	8,792.	
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages		235,326.			235,326.
15 Pension plans, employee benefits		21,943.			21,943.
16a Legal fees (attach schedule) ATCH. 2		30,411.			30,411.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule) [3]		60,989.			60,989.
17 Interest					
18 Taxes (attach schedule) (see instructions) [4]		383.			
19 Depreciation (attach schedule) and depletion		17,370.			
20 Occupancy		68,537.			68,537.
21 Travel, conferences, and meetings		11,161.			11,161.
22 Printing and publications		5,269.			5,269.
23 Other expenses (attach schedule) ATCH. 5		185,584.	2,518.	8,792.	174,274.
24 Total operating and administrative expenses. Add lines 13 through 23.		636,973.	2,518.	8,792.	607,910.
25 Contributions, gifts, grants paid		595,000.			595,000.
26 Total expenses and disbursements Add lines 24 and 25		1,231,973.	2,518.	8,792.	1,202,910.
27 Subtract line 26 from line 12		3,540,165.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			10,948.		
c Adjusted net income (if negative, enter -0-)					



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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	2,803,315.	5,320,170.	5,320,170.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable.			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use.			
	9	Prepaid expenses and deferred charges	7,479.	10,150.	10,150.
	10a	Investments - U.S. and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule).			
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans.			
13		Investments - other (attach schedule)	20,000.	20,000.	5,000.
14		Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	645,303. 87,929.	557,374.	557,373.
15		Other assets (describe ▶ ATCH 8)		500,000.	500,000.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,869,404.	6,407,694.	6,392,693.
17		Accounts payable and accrued expenses	2,120.	245.	
18		Grants payable			
Net Assets or Fund Balances	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons. .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	2,120.	245.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds . .	2,867,284.	6,407,449.	
	30	Total net assets or fund balances (see instructions)	2,867,284.	6,407,449.	
31	Total liabilities and net assets/fund balances (see instructions)	2,869,404.	6,407,694.		

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	2,867,284.
2	Enter amount from Part I, line 27a.	2	3,540,165.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,407,449.
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	6,407,449.

Form **990-PF** (2017)

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (for example, real estate,
2-story brick warehouse, or common stock, 200 shs MLC Co)(b) How
acquired
P - Purchase
D - Donation(c) Date acquired
(mo, day, yr)(d) Date sold
(mo, day, yr)

1 a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	{ }	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	2,664,291.	2,652,047.	1.004617
2015	2,389,425.	3,423,757.	0.697896
2014	2,329,572.	2,272,934.	1.024918
2013	2,245,953.	1,620,655.	1.385830
2012	3,073,964.	3,585,024.	0.857446

2 Total of line 1, column (d)	2	4.970707
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.994141
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	4,293,435.
5 Multiply line 4 by line 3.	5	4,268,280.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	109.
7 Add lines 5 and 6.	7	4,268,389.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,239,045.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	219.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	
3 Add lines 1 and 2		3	219.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	219.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	364.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	364.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	145.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 145. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> CA, DE, <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	X	
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► CAMBODIA		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		
Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	5b	X
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . ATCH. 9	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	X
If "Yes" to 6b, file Form 8870		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		0.	0.	0.

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		410,003.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHED	
	1,018,116.
2	
3	
4	

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

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

	Amount
1 ZERO-INTEREST LOAN TO A PUBLIC CHARITY TO HELP FUND COSTS IN CONNECTION WITH THE PURSUIT OF LEGAL ACTIONS RELATED TO CONSTRUCTION DEFICITS IN HOMES BUILT FOR COMMUNITIES IN NEED	500,000.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	► 500,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	4,353,817.
c	Fair market value of all other assets (see instructions).	1c	5,000.
d	Total (add lines 1a, b, and c)	1d	4,358,817.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,358,817.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,382.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,293,435.
6	Minimum investment return. Enter 5% of line 5	6	214,672.

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

1	Minimum investment return from Part X, line 6	1	214,672.
2a	Tax on investment income for 2017 from Part VI, line 5 2a 219.		
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	219.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,453.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	214,453.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	214,453.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,202,910.
b	Program-related investments - total from Part IX-B	1b	500,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	536,135.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,239,045.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,239,045.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				214,453.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012 2,895,121.				
b From 2013 2,164,170.				
c From 2014 2,295,331.				
d From 2015 2,218,507.				
e From 2016 2,531,961.				
f Total of lines 3a through e	12,105,090.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,239,045.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				214,453.
e Remaining amount distributed out of corpus.	2,024,592.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	14,129,682.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions.				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	2,895,121.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	11,234,561.			
10 Analysis of line 9				
a Excess from 2013 2,164,170.				
b Excess from 2014 2,295,331.				
c Excess from 2015 2,218,507.				
d Excess from 2016 2,531,961.				
e Excess from 2017 2,024,592.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

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

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

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

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

ATTACHMENT 12

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATCH 13				
Total			3a	595,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

JSA
7E1492 1 000

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2017▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

Name of the organization

JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 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 1/3 % 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 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **JOLIE-PITT FOUNDATION**Employer identification number
20-5176706**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOLIE, ANGELINA 1990 S. BUNDY DRIVE #200 LOS ANGELES, CA 90025	\$ 4,749,880.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number	20-5176706
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
 	 	\$ 	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
 	 	\$ 	

Name of organization JOLIE-PITT FOUNDATION

Employer identification number

20-5176706

Part III **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) ► \$ _____

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
OTHER PROGRAM REVENUE	8,792.	8,792.
TOTALS	8,792.	8,792.

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DOCUMENT REVIEW/DRAFTING	10,520.			10,520.
GENERAL CONSULTATIONS	19,891.			19,891.
TOTALS	<u>30,411.</u>			<u>30,411.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
CONSTRUCTION PROJ MGMT	31,518.	31,518.
EQUIVALENCY DETERMINATION CONS	850.	850.
ARCHITECTURAL SERVICES	28,621.	28,621.
TOTALS	<u>60,989.</u>	<u>60,989.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF EXTENSION FOR 2016	383.
TOTALS	<u>383.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	17,922.			17,922.
PAYROLL PROCESSING FEES	250.			250.
STATE OR LOCAL FILING FEES	510.			510.
OTHER OFFICE EXPENSE	54.			54.
BANK AND OTHER FEES	4,421.	2,518.		1,903.
CONSERVATION PROGRAMS	19,531.			19,531.
EDUCATION	29,703.			29,703.
EQUIPMENT/REPAIRS/MAINTENANCE	16,702.			16,702.
GENDER EMPOWERMENT PROJECT	3,705.			3,705.
HEALTHCARE OPERATIONAL SUPPORT	47,720.			47,720.
INSURANCE	1,377.			1,377.
LOCAL EMPLOYEE RECREATION PROG	2,621.			2,621.
OTHER PROGRAM EXPENSE	6,636.			6,636.
POSTAGE	254.			254.
SUPPLIES	27,013.		8,792.	18,221.
TELEPHONE/INTERNET/FAX	6,895.			6,895.
WIRE TRANSFER FEES	270.			270.
TOTALS	185,584.	2,518.	8,792.	174,274.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WEDDING PHOTOS	20,000.	5,000.
TOTALS	<u>20,000.</u>	<u>5,000.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 7

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING			ENDING		
		BALANCE	ADDITIONS	DISPOSALS	BALANCE	ADDITIONS	DISPOSALS
VEHICLES	SL	65,400			65,400	10,847	
EQUIP/FURNITURE	SL	29,019			29,019	1,968	
VEHICLES	SL		25,000		25,000	1,943	
EQUIPMENT	SL		865		865	73	
FHQ RECONSTRUCTION	L		503,194		503,194		
MOTORBIKES	SL	14,750			14,750	1,744	
MOTORBIKES	SL		7,075		7,075	795	
TOTALS		<u>109,169</u>			<u>645,303</u>	<u>70,559</u>	<u>87,929</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MAKE IT RIGHT FOUNDATION PRI	500,000.	500,000.
TOTALS	<u>500,000.</u>	<u>500,000.</u>

ATTACHMENT 9FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ACADEMY OF PERFORMING ARTS SARAJEVO
GRANTEE'S ADDRESS: OBALA KULINA BANA 11
CITY, STATE & ZIP: SARAJEVO
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA
GRANT DATE: 09/20/2012
GRANT AMOUNT: 20,000.
GRANT PURPOSE: CLASSROOM EQUIPMENT FOR USE BY THE DEPARTMENT OF ACTING
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 5/15/13, 4/10/14, 6/8/15, 12/30/15, 7/20/16, 1/19/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: UDRUZENJE ZA RAZVOJ I PROMICANJE UMJETNI
GRANTEE'S ADDRESS: CEKALUSA 14
CITY, STATE & ZIP: SARAJEVO BIH
FOREIGN COUNTRY: BOSNIA AND HERZEGOVINA 71000
GRANT DATE: 12/08/2016
GRANT AMOUNT: 2,500.
GRANT PURPOSE: TO SUPPORT THE AGENTS OF INTERCULTURALISM PROJECT
AMOUNT EXPENDED: 2,500.
ANY DIVERSION? NO
DATES OF REPORTS: 6/13/17, 6/5/18
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/26/2011
GRANT AMOUNT: 309,976.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA
AMOUNT EXPENDED: 309,976.
ANY DIVERSION? NO
DATES OF REPORTS: 11/7/12 9/10/13 8/1/14 3/19/15 11/2/15 7/13/16 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAXPAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

CONT'D ON NEXT PAGE

ATTACHMENT 9 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 08/29/2013
GRANT AMOUNT: 100,000.
GRANT PURPOSE: PROVIDE FUNDING FOR PROJECTS DEDICATED TO CONSERVING
LAND, CULTURES AND WILDLIFE OF NAMIBIA
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/1/14, 11/2/15, 7/13/16, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAXPAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA
GRANT DATE: 02/07/2014
GRANT AMOUNT: 310,000.
GRANT PURPOSE: TO SUPPORT WILDLIFE CONSERVATION
AMOUNT EXPENDED: 310,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/2/15, 7/13/16, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAXPAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

GRANTEE'S NAME: N/A'AN KU SE FOUNDATION
GRANTEE'S ADDRESS: PO BOX 99292
CITY, STATE & ZIP: WINDHOEK
FOREIGN COUNTRY: NAMIBIA

CONT'D ON NEXT PAGE

ATTACHMENT 9 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT DATE: 05/02/2014
GRANT AMOUNT: 100,000.
GRANT PURPOSE: TO SUPPORT WILDLIFE CONSERVATION
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/2/15, 7/13/16, 5/26/17, 6/15/17
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

FURTHER, BECAUSE THE GRANTEE IS A FOREIGN ORGANIZATION, THE TAXPAYER EXERCISED EXPENDITURE RESPONSIBILITY (ER) IN MAKING THE GRANT. HOWEVER, THE TAXPAYER MADE A GOOD FAITH DETERMINATION ON 7/27/2016, THAT THE GRANTEE IS THE EQUIVALENT OF A U.S. PUBLIC CHARITY UNDER SECTIONS 170(B)(1)(A)(VI) AND 509(A)(1) OF THE CODE. CONSEQUENTLY, THE TAXPAYER CEASED EXERCISING ER IN RESPECT OF THE ABOVE GRANT TO THIS GRANTEE FOLLOWING SUCH EQUIVALENCY DETERMINATION AND ALL REPORTING OBLIGATIONS HAVE BEEN SATISFIED.

JOLIE-PITT FOUNDATION

2017 FORM 990-PF

20-5176706

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TERRY BIRD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
WARREN GRANT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP 1.00	0.	0.	0.
ANGELINA JOLIE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CO-PRES, DIR 1.00	0.	0.	0.
BRAD PITT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	CO-PRES, DIR, SEC 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BSN CONSTRUCTION CO., LTD NO. 30, ST. 368 PHNOM PENH KANDAL CAMBODIA 12304	CONSTRUCTION	410,003.
TOTAL COMPENSATION		<u>410,003.</u>

Part IX-A (990-PF) – Summary of Direct Charitable Activities

In 2003, Ms. Angelina Jolie (in conjunction with WildAid) launched a project dedicated to the conservation of one of Cambodia's largest green belts (Cardamom Mountains) located in Battambang and Pailin provinces. Formally known as the Maddox Jolie Project and based in Cambodia's rural and impoverished northwest, the initial focus of its conservation work was on the protection of Samlout National Park (Samlout Protected Area), the last intact primary forest in the region, hosting endangered species and the watershed for almost one million people. As more resources became available, MJP's operations expanded into other areas such as rural healthcare, education, gender empowerment, micro-credits, community forestry schemes, and park management. In 2009, the project's assets were transferred from WildAid to the Jolie-Pitt Foundation, which continues to support the MJP Foundation in Cambodia.

Vision and Mission

MJP is dedicated to eradicating extreme rural poverty, protecting natural resources, and conserving wildlife. MJP promotes sustainable rural economies that directly contribute to the health and vitality of communities, wildlife conservation and effective natural resource management.

Strategy

The overall strategy of MJP is to conserve natural resources in the Samlout region by integrating the following key components into its conservation program - all are essential elements working together to fight poverty in the community:

- Natural resource protection and conservation
- Education (early childhood, primary, and secondary education services)
- Healthcare (rural healthcare services)
- Economic development (improving the livelihood of poor households)
- Gender Equity (Women Empowerment)

2017 Accomplishments

\$1,018,116

Natural Resource Protection and Conservation: MJP supported conservation and natural resource management in Samlout by implementing the following programs: Boundary demarcation, law enforcement, community conservation awareness and community forestry.

Education: In 2017, MJP continued to support the Battambang Provincial Department of Education, Youth and Sport. MJP supported 7 target schools with 1,691 students (660 girls) and 82 teachers (40 female). The support included school facility renovations (11 buildings), education materials, teacher capacity building, school snacks, child-friendly school, environmental-friendly school, library, and assistance programs.

Healthcare: MJP's vision is to improve the quality of health care services in the rural areas of Samlout district. In 2017, MJP continued working with relevant technical departments of the Department of Health, Health Centre, local authorities and the community to improve the quality of preventive and curative services for the rural populations in target villages through supporting the health facilities, community outreach, water and sanitation, eye health care, and dental health care. 15,526 out-patient cases were seen at MJP's supported health facilities: Boeng Run Health Centre and Kampong Touk Health Post.

Household Economic Development: The key objective of this program is to effectively reduce the poverty of households through sustainable development in the 8 main target villages in Samlout District. In 2017, this program focused on developing key projects, including small scale agriculture programs and updates to the microcredit program.

Women Empowerment: The overall goals of this program are to empower and promote the rights of rural women and girls in Samlout through public awareness campaigns, vocational skills training, business development and literacy programs.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

ANGELINA JOLIE
BRAD PITT

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE BOSTON, MA 02115	N/A PC	ZAHARA CHILDREN'S CENTER IN ETHIOPIA	75,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE BOSTON, MA 02115	N/A PC	MADDOX CHILDREN'S CENTER IN PHNOM PENH, CAMBODIA	150,000
GLOBAL HEALTH COMMITTEE INC 200 LONGWOOD AVE BOSTON, MA 02115	N/A PC	ZAHARA CHILDREN'S CENTER IN ETHIOPIA	75,000
KING BAUDOUIN FOUNDATION UNITED STATES INC 10 ROCKEFELLER PLZ 16TH FL NEW YORK, NY 10020	N/A PC	THE "FRIENDS OF WOMANITY USA" ACCOUNT TO BE USED EXCLUSIVELY FOR WOMANITY'S SUPPORT OF THE FIFDH 2017 IN CONJUNCTION WITH THE JOLIE PITT FOUNDATION FUND	15,000
N A'AN KU SE FOUNDATION PO BOX 99292 WINDHOEK NAMIBIA	N/A PC	TO SUPPORT QUEENS CANOPY CONSERVATION AND CONSTRUCTION OF PLANT NURSERIES	100,000
HESHIMA KENYA INC 1111 N WELLS ST , STE 306 CHICAGO, IL 60610	N/A PC	EPCC GRANT - EDUCATION FOR 8 GIRLS AT HESHIMA KENYA FOR 1 YEAR AND NEW PLAYGROUND FOR TODDLERS AND CHILDREN AT THE NEW GEP CAMPUS	30,000

ATTACHMENT 13

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIND INC 1300 L ST NW, STE 1100 WASHINGTON, DC 20005	N/A PC	EPCC GRANT - THE VOICES THAT MATTER MOST EDUCATION PROJECT	100,000
N A'AN KU SE FOUNDATION PO BOX 99292 WINDHOEK NAMIBIA	N/A PC	EPCC GRANT - QUEENS CANOPY CONSERVATION AND CONSTRUCTION OF PLANT NURSERIES	50,000
TOTAL CONTRIBUTIONS PAID			595,000

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

ATTACHMENT 14

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>

OTHER PROGRAM REVENUE

8,792.

TOTALS

8,792.