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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: JC FLOWERS FOUNDATION

A Employer identification number: 27-2142340

Number and street (or P O box number if mail is not delivered to street address): 767 FIFTH AVENUE

Room/suite: 23RD FL

B Telephone number (see instructions): (212) 404-6800

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10153

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 41,366.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts grants, etc , received (attach schedule)	2,769,651.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	177.	177.	177.	
	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	-866.	-866.	-866.	
	12 **Total** Add lines 1 through 11	2,768,962.	-689.	-689.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,000.			75,000.
	14 Other employee salaries and wages	161,440.			161,440.
	15 Pension plans, employee benefits	56,070.			56,070.
	16a Legal fees (attach schedule)	22,338.			2,234.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [2]	496,439.			496,439.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	254,888.			254,888.
	22 Printing and publications				
	23 Other expenses (attach schedule)	151,358.			132,614.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,217,533.			1,178,685.
	25 Contributions, gifts, grants paid	1,629,278.			1,629,278.
	26 Total expenses and disbursements Add lines 24 and 25	2,846,811.			2,807,963.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-77,849.			
	b **Net investment income** (if negative, enter -0-)		0.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	104,135.	35,906.	35,906.
	2	Savings and temporary cash investments			
	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	13,339.	5,460.	5,460.
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	117,474.	41,366.	41,366.
Liabilities	17	Accounts payable and accrued expenses	4,643.	6,384.	
	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	Total liabilities (add lines 17 through 22)	4,643.	6,384.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted	112,831.	34,982.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	112,831.	34,982.	
	31	Total liabilities and net assets/fund balances (see instructions)	117,474.	41,366.	

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	112,831.
2	Enter amount from Part I, line 27a	2	-77,849.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	34,982.
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	34,982.

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	2,206,959.	2,206,958.	1.000000
2015	2,235,303.	2,235,303.	1.000000
2014	2,145,466.	2,145,466.	1.000000
2013	1,892,802.	1,892,802.	1.000000
2012	1,050,039.	1,050,039.	1.000000

2	Total of line 1, column (d) . . .	2	5.000000
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	1.000000
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . .	4	2,807,963.
5	Multiply line 4 by line 3 . . .	5	2,807,963.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	
7	Add lines 5 and 6 . . .	7	2,807,963.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	2,807,963.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . 6a		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 2.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	2.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	2.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 2. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ HTTP://WWW.JCFLOWERSFOUNDATION.ORG

14 The books are in care of ▶ NINA NETUPSKY Telephone no ▶ 212-404-6841
Located at ▶ 767 FIFTH AVENUE, 23RD FLOOR NEW YORK, NY ZIP+4 ▶ 10153

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

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

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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 3		75,000.	22,784.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 4		62,877.	11,392.	0.

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 5		225,536.
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 WORK WITH COMMUNITIES AND ORGANIZATIONS ON MALARIA CONTROL AND ELIMINATION IN SEVERAL COUNTRIES IN AFRICA. INCLUDES WORKSHOPS TO EDUCATE PEOPLE ON DANGER/CONTROL OF MALARIA.	742,091.
2 WORK WITH ORGANIZATIONS TO HELP RE-INTEGRATE PAROLEES INTO PRODUCTIVE SOCIETY BY FOSTERING INFORMAL SOCIAL NETWORKS IN HARLEM, MANHATTAN.	133,391.
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	111,013.
c	Fair market value of all other assets (see instructions)	1c	2,739,711.
d	**Total** (add lines 1a, b, and c)	1d	2,850,724.
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	2,850,724.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,761.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,807,963.
6	**Minimum investment return.** Enter 5% of line 5	6	140,398.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2017 from Part VI, line 5 2a		
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	2,807,963.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,807,963.
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	2,807,963.

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				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $				
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				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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

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 [X] 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		19,847.	4,004.	46.	23,897.
b 85% of line 2a		16,870.	3,403.	39.	20,312.
c Qualifying distributions from Part XII, line 4 for each year listed	2,807,963.	2,211,901.	2,235,343.	2,163,182.	9,418,389.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,950,158.	1,593,929.	1,787,211.	1,657,612.	6,988,910.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	857,805.	617,972.	448,132.	505,570.	2,429,479.
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	93,599.	73,565.	74,510.	71,516.	313,190.
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))

J. CHRISTOPHER FLOWERS

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

N/A

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

Check here ▶ [X] 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 6				
Total . . . . ▶ **3a**				1,629,278.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	177.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 7				-866.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-689.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 -689.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee	Date	Title
	11/12/2018	President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047

2017

Name of the organization
JC FLOWERS FOUNDATION

Employer identification number
27-2142340

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 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 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 JC FLOWERS FOUNDATION

Employer identification number 27-2142340

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	J. CHRISTOPHER FLOWERS C/ JC FLOWERS & CO, 767 FIFTH AVENUE NEW YORK, NY 10022	$ 2,587,314.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	E. NEVILLE ISDELL 1925 W PACES FERRY RD ATLANTA, GA 30327	$ 172,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization JC FLOWERS FOUNDATION

Employer identification number 27-2142340

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(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 JC FLOWERS FOUNDATION

Employer identification number 27-2142340

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

(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

(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

(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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF PART X LINE 1C

THE AMOUNT SHOWN ON PART X, LINE 1C IS AN ADDITIONAL AMOUNT SO THAT THE 2017 DISTRIBUTION RATIO WILL NOT EXCEED 100%.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF ANGOLA, AVENIDA LENIN - CAIXA POSTAL N, 10341 LUANDA, ANGOLA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2016, AND THE TOTAL AMOUNT OF THE GRANTS WAS $159,995;

3. THE PURPOSE OF THE GRANTS IS TO SUPPORT THE ISDELL FLOWERS CROSS BRODER MALARIA INITIATIVE;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $159,995;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE FEBRUARY 6, 2017 AND JANUARY 12, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: CONSELHO DE IGREJAS CRISTAS EM, N.24 RUA 15 BAIRRO CASSENDA, MAIANGA, LUANDA ANGOLA;

2. THE GRANTS WERE MADE ON JULY 27, 2016 AND SEPTEMBER 21, 2016, AND THE TOTAL AMOUNT OF THE GRANTS WAS $69,833;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT THE MALARIA AND HEALTH SYSTEM STRENGTHENING CONFERENCE;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $69,833;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE MAY 16, 2016 AND OCTOBER 28, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF LUSAKA, PO BOX 30183, LUSAKA, ZAMBIA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2016, AND THE TOTAL AMOUNT OF THE GRANTS WAS $404,226;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $404,226;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE JANUARY 10, 2017 AND JANUARY 12, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF MATABELELAND, PO BOX 2422, BULAWAYO, ZIMBABWE;

2. THE GRANTS WERE MADE ON JANUARY 6, 2016 AND AUGUST 17, 2016, AND THE TOTAL AMOUNT OF THE GRANTS WAS $160,271;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $160,271;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE JANUARY 26, 2017 AND JANUARY 12, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: ANGLICAN ALLIANCE, ST ANDREWS HOUSE, 16 TAVISTOCK CRESCENT, LONDON, UK, W11 1AP;

2. THE GRANT WAS MADE ON DECEMBER 26, 2016, AND THE AMOUNT OF THE GRANT WAS $28,650;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT THE AGENTS OF CHANGE PROGRAM;

4. THE AMOUNT EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES IS $28,650;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE OCTOBER 24, 2016 AND FEBRUARY 5, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: CHILDREN'S SOCIETY; EDWARD RUDOLF HOUSE, MARGERY STREET, LONDON, UK WC1X OJL;

2. THE GRANT WAS MADE ON FEBRUARY 13, 2017, AND THE AMOUNT OF THE GRANT WAS $37,146;

3. THE PURPOSE OF THE GRANTS IS TO SUPPORT THE VUNERABLE REFUGEE INTEGRATION INTO COMMUNITY PROGRAM;

4. THE AMOUNT EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES IS $28,502;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS OCTOBER 26, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF ANGOLA, AVENIDA LENIN - CAIXA POSTAL N, 10341 LUANDA, ANGOLA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2017, AND THE TOTAL AMOUNT OF THE GRANTS WAS $279,054;

3. THE PURPOSE OF THE GRANTS IS TO SUPPORT THE ISDELL FLOWERS CROSS BRODER MALARIA INITIATIVE;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $227,075;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATES OF THE REPORTS RECEIVED FROM THE GRANTEE ARE JANUARY 12, 2018 AND OCTOBER 28, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: CONSELHO DE IGREJAS CRISTAS EM, N.24 RUA 15 BAIRRO CASSENDA, MAIANGA, LUANDA ANGOLA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2017, AND THE TOTAL AMOUNT OF THE GRANTS WAS $68,400;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $66,434;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS OCTOBER 28, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF NAMIBIA, PO BOX 57, 108 ROBERT MUGABE AVE. WINDHOEK, NAMIBIA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2017, AND THE TOTAL AMOUNT OF THE GRANTS WAS $115,855;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $110,861;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS MARCH 26, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF LUSAKA, PO BOX 30183, LUSAKA, ZAMBIA;

2. THE GRANTS WERE MADE ON VARIOUS DATES DURING 2017, AND THE TOTAL AMOUNT OF THE GRANTS WAS $456,497;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $451,420;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS JANUARY 12, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: DIOCESE OF MATABELELAND, PO BOX 2422, BULAWAYO, ZIMBABWE;

2. THE GRANTS WERE MADE ON MARCH 22, 2017 AND AUGUST 4, 2017, AND THE TOTAL AMOUNT OF THE GRANTS WAS $161,075;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $140,418;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS JANUARY 12, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: BARCELONA INSTITUTE FOR GLOBAL HEALTH, ROSSELLO, 132, 7TH FLOOR, 08036 BARCELONA, SPAIN;

2. THE GRANT WAS MADE ON NOVEMBER 21, 2017, AND THE TOTAL AMOUNT OF THE GRANT WAS $100,000;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT MALARIA PREVENTION;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THESE PURPOSES ARE $100,000;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS SEPTEMBER 5, 2018; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN EXCHANGE CURRENCY GAIN/(LOSS)	-866.	-866.	-866.
TOTALS	-866.	-866.	-866.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROGRAM MGT/ADVISORY SERVICES	359,106.	359,106.
GRANT PROPOSALS ADVISORY	27,300.	27,300.
PROGRAM INFORMATION COLLECTION	43,552.	43,552.
ADMINISTRATIVE SUPPORT	18,518.	18,518.
PROGRAM EVENT COORDINATION	6,500.	6,500.
OTHER PROFESSIONAL FEES	41,463.	41,463.
TOTALS	496,439.	496,439.

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

ATTACHMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. CHRISTOPHER FLOWERS 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	PRESIDENT 2.00			
SUSAN LASSEN 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	EXECUTIVE DIRECTOR 40.00	75,000.	22,784.	
AMANDA PARET 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	TREASURER 5.00			
KRISTIN JOHNSON 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	SECRETARY 1.00			
ANNE W. FLOWERS 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	TRUSTEE 2.00			
	GRAND TOTALS	75,000.	22,784.	0.

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

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
LINDA STEELE-DENARDO 7 NAVY PIER CT UNIT 7-4096 STATEN ISLAND, NY 10304	COORDINATOR 40.00	62,877.	11,392.
	TOTAL COMPENSATION	62,877.	11,392.

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

ATTACHMENT 5

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CONSTANCE K NJOVU PLOT 10478, DAMBO CLOSE OLYMPIA LUSAKA ZAMBIA	PROGRAM MANAGEMENT	56,303.
DR. GERTRUDE ANYANGO WAFULA 24 CORNBROOK GROVE MANCHESTER UNITED KINGDOM M16 7PQ	PROGRAM MANAGEMENT	91,633.
DR. MATONDO ALEXANDRE RUA MOTO FEO - 4A - 25 INGOMBOTA LUANDA ANGOLA	PROGRAM MANAGEMENT	77,600.
TOTAL COMPENSATION		225,536.

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

ATTACHMENT 6

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIOCESE OF ANGOLA CROSS BORDER - TKMI ANGOLA LUANDA ANGOLA 10341	N/A NC	TO STRENGTHEN MALARIA CONTROL	279,054.
DIOCESE OF NAMIBIA CROSS BORDER - TKMI NAMIBIA PO BOX 57, 108 ROBERT MUGABE AVE WINDHOEK NAMIBIA	N/A NC	TO STRENGTHEN MALARIA CONTROL	115,855.
DIOCESE OF MATEBELAND PO BOX 2422 BULAWAYO ZIMBABWE	N/A NC	TO STRENGTHEN MALARIA CONTROL	161,075.
INTERFAITH CENTER OF NEW YORK 475 RIVERSIDE DRIVE, SUITE 540 NEW YORK, NY 10115	N/A PC	REINTEGRATE PAROLEES INTO PRODUCTIVE SOCIETY	11,000.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVE NEW YORK, NY 10025	N/A PC	PARISH-BASED PROGRAMS PROVIDING ASSISTANCE AND OPPORTUNITIES TO CHILDREN AND ADULTS	1,000.
NETWORK SUPPORT SERVICES 555 BERGEN AVENUE NEW YORK, NY 10455	N/A PC	PROVIDE REHABILITATION SERVICES TO INDVIDUALS RELEASED FROM PRISON TO COMMUNITIES IN HARLEM	144,750.

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

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEXT FOR AUTISM 3 EAST 54TH STREET, 5TH FLOOR NEW YORK, NY 10022	N/A PC	SUPPORTS INNOVATIVE PROGRAMS TO IMPROVE LIVES OF PEOPLE LIVING WITH AUTISM SPECTRUM DISORDER	2,500.
CHESS-IN-THE-SCHOOLS 520 EIGHTH AVENUE NEW YORK, NY 10018	N/A PC	CONTINUE TO POSITIVELY IMPACT THE LIVES OF NYC'S MOST UNDERSERVED PUBLIC SCHOOL STUDENTS	10,000.
SEWANEE THE UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37375	N/A PC	EDUCATIONAL ACTIVITIES	20,000.
ARTISTS STRIVING TO END POVERTY 165 W 46TH ST #1303 NEW YORK, NY 10036	N/A PC	USES ARTS TO ENGAGE UNDERSERVED YOUTH AND TRANSFORM LIVES	2,684.
THE CHILDREN'S SOCIETY EDWARD RUDOLF HOUSE, MARGERY ST LONDON UNITED KINGDOM WC1X OJL	N/A NC	SUPPORT REFUGEE INTEGRATION INTO COMMUNITY	37,146.
CONSELHO DE IGREJAS CRISTAS EM ANGOLA - CICA, N.24 RUA 15 BAIRRO C MAIANGA LUANDA ANGOLA CP 1301/1659	N/A NC	TO STRENGTHEN MALARIA CONTROL	68,400.

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

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIOCESE OF LUSAKA PO BOX 30183 LUSAKA ZAMBIA	N/A NC	TO STRENGTHEN MALARIA CONTROL	456,497.
THE LAMBETH TRUST PO BOX 58538 LONDON UNITED KINGDOM SW13 3BL	N/A PC	SUPPORTS WORK AND MISSION OF ARCHBISHOPS OF CANTERBURY.	71,721.
AUTISM SPEAKS 1 EAST 33RD STREET, 4TH FLOOR NEW YORK, NY 10016	N/A PC	DEDICATED TO PROMOTING SOLUTIONS FOR THE NEEDS OF INDIVIDUALS WITH AUTISM AND THEIR FAMILIES.	2,500.
MARSHALL DIRECT FUND PO BOX 4477 ASPEN, CO 81612	N/A PC	DEDICATED TO ALLEVIATING POVERTY IN PAKISTANI COMMUNITIES	1,150.
EXODUS TRANSITIONAL COMMUNITY, INC. 2271 THIRD AVENUE, SECOND FLOOR NEW YORK, NY 10035	N/A PC	PROMOTE YOUTH EMPOWERMENT PROGRAMS TO PROVIDE A SAFE AND SUPPORTIVE COMMUNITY FOR YOUNG ADULTS IN NEW YORK CITY	1,500.
BOYS & GIRLS CLUB OF HARLEM 521 W 145TH ST NEW YORK, NY 10031	N/A PC	TO PROVIDE YOUTH AND FAMILIES BEST SERVICES POSSIBLE FOR THEM TO SUCCEED ACADEMICALLY, PERSONALLY AND PROFESSIONALLY	250.

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

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY CHURCH WALL STREET 120 BROADWAY NEW YORK, NY 10271	N/A PC	RELIGIOUS SERVICES	5,000.
BARD COLLEGE PO BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	N/A PC	TO SUPPORT THE BARD PRISON INITIATIVE	5,000.
MALARIA NO MORE 2341 EASTLAKE AVENUE EAST, SUITE 200 SEATTLE, WA 98102	N/A PC	TO STRENGTHEN MALARIA CONTROL	64,696.
STORYVILLE CENTER FOR THE SPOKEN WORD 75 BROAD STREET, SUITE 2601 NEW YORK, NY 10004	N/A PC	TO SUPPORT THE JUSTICE PROJECT	3,000.
FUND FOR THE CITY OF NEW YORK INC. 121 AVENUE OF THE AMERICAS, 6TH FLOOR NEW YORK, NY 10013	N/A PC	TO IMPROVE THE QUALITY OF LIFE OF ALL NEW YORKERS BY FOCUSING ON IMPROVING THE FUNCTIONING OF GOVERNMENT AND NONPROFIT ORGANIZATIONS	61,000.
BARCELONA INSTITUTE FOR GLOBAL HEALTH ROSSELLO, 132, 7TH FLOOR BARCELONA SPAIN 08036	N/A NC	TO STRENGTHEN MALARIA CONTROL	100,000.

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

ATTACHMENT 6 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IMPACT PUBLIC SERVICE FUND 8 SPRUCE STREET #54J NEW YORK, NY 10038	N/A PC	TO IMPROVE PUBLIC SERVICE ON PRISON AND CRIMINAL JUSTICE REFORM	3,500.
		TOTAL CONTRIBUTIONS PAID	1,629,278.

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

ATTACHMENT 7

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FOREIGN EXCHANGE GAIN			18	-866.	
TOTALS				-866.	