

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

OMB No 1545-0052

**2017**

Open to Public Inspection

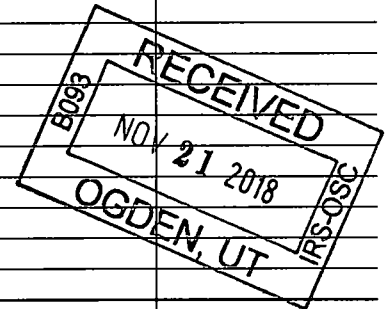
For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

|                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                    |                                                                                                                   |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------|-----------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ROBERT AND ARDIS JAMES FOUNDATION, INC.</b>                                                                                                                                                                                                                                                                                                                                             |                                                                    | A Employer identification number<br><b>46-3298762</b>                                                             |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| Number and street (or P O box number if mail is not delivered to street address)                                                                                                                                                                                                                                                                                                                                 | Room/suite                                                         | B Telephone number (see instructions)<br><b>(800) 839-1754</b>                                                    |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>FOUNDATION SOURCE 501 SILVERSIDE RD<br/>WILMINGTON, DE 19809-1377</b>                                                                                                                                                                                                                                                             |                                                                    | C If exemption application is pending, check here. <input type="checkbox"/>                                       |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> |                                                                    | <input type="checkbox"/> Initial return                                                                           | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | D 1 Foreign organizations, check here. <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> |
| <input type="checkbox"/> Initial return                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Initial return of a former public charity |                                                                                                                   |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| <input type="checkbox"/> Final return                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Amended return                            |                                                                                                                   |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| <input type="checkbox"/> Address change                                                                                                                                                                                                                                                                                                                                                                          | <input type="checkbox"/> Name change                               |                                                                                                                   |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><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) ▶ \$ <b>99,024,482.</b>                                                                                                                                                                                                                                                                                                        |                                                                    | 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<br><input type="checkbox"/> Other (specify) _____                                                                                                                                                                                                                                                                 |                                                                    |                                                                                                                   |                                                                    |                                       |                                         |                                         |                                      |                                                                                                                                                                              |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                                                                                                   |  | 6,210,631.                         |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.                                                                                |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                               |  | 17,090.                            | 17,090.                   |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                                           |  | 142,370.                           | 142,370.                  |                         |                                                             |
| 5a Gross rents                                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                                           |  | 19,415,654.                        |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                                      |  | 21,413,095.                        |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                                   |  |                                    | 18,746,635.               |                         |                                                             |
| 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                                                                                                                           |  | 1,214,101.                         | 775,888.                  |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   |  | 26,999,846.                        | 19,681,983.               |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                                             |  | 0.                                 |                           |                         |                                                             |
| 14 Other employee salaries and wages                                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees (attach schedule) ATCH 2                                                                                                                            |  | 76,666.                            | 73,738.                   |                         | 2,928.                                                      |
| b Accounting fees (attach schedule)                                                                                                                                |  |                                    |                           |                         |                                                             |
| c Other professional fees (attach schedule) [3]                                                                                                                    |  | 438,973.                           | 248,723.                  |                         | 190,250.                                                    |
| 17 Interest                                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes (attach schedule) (see instructions) [4]                                                                                                                  |  | 225,287.                           | 56,173.                   |                         |                                                             |
| 19 Depreciation (attach schedule) and depletion                                                                                                                    |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                               |  | 9,698.                             | 979.                      |                         | 8,474.                                                      |
| 22 Printing and publications                                                                                                                                       |  | 942.                               | 52.                       |                         | 890.                                                        |
| 23 Other expenses (attach schedule) ATCH 5                                                                                                                         |  | 1,207,805.                         | 1,033,697.                |                         | 132,840.                                                    |
| 24 Total operating and administrative expenses. Add lines 13 through 23.                                                                                           |  | 1,959,371.                         | 1,413,362.                |                         | 335,382.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                                               |  | 7,044,110.                         |                           |                         | 7,044,110.                                                  |
| 26 Total expenses and disbursements Add lines 24 and 25                                                                                                            |  | 9,003,481.                         | 1,413,362.                | 0.                      | 7,379,492.                                                  |
| 27 Subtract line 26 from line 12                                                                                                                                   |  | 17,996,365.                        |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                |  |                                    | 18,268,621.               |                         |                                                             |
| b Net investment income (if negative, enter -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     | 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 . . . . .                                                                                  | 6,707,186.                                                     | 10,928,627.           | 10,928,627. |  |
|                             | 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) ▶ * . . . . .                                                                  |                                                                | * 4,061,250.          | ATCH 6      |  |
|                             |                                                                                                                                        | Less allowance for doubtful accounts ▶ . . . . .                                                                                  |                                                                | 4,061,250.            | 4,061,250.  |  |
|                             | 8                                                                                                                                      | Inventories for sale or use . . . . .                                                                                             |                                                                |                       |             |  |
|                             | 9                                                                                                                                      | Prepaid expenses and deferred charges . . . . .                                                                                   |                                                                |                       |             |  |
|                             | 10a                                                                                                                                    | Investments - U.S. and state government obligations (attach schedule) . . . . .                                                   |                                                                |                       |             |  |
|                             | b                                                                                                                                      | Investments - corporate stock (attach schedule) ATCH 7 . . . . .                                                                  | 6,212,484.                                                     | 6,932,396.            | 6,400,120.  |  |
|                             | c                                                                                                                                      | Investments - corporate bonds (attach schedule) . . . . .                                                                         |                                                                |                       |             |  |
|                             | Liabilities                                                                                                                            | 11                                                                                                                                | Investments - land, buildings, and equipment basis ▶ . . . . . |                       |             |  |
|                             |                                                                                                                                        | Less accumulated depreciation ▶ (attach schedule) . . . . .                                                                       |                                                                |                       |             |  |
| 12                          |                                                                                                                                        | Investments - mortgage loans . . . . .                                                                                            |                                                                |                       |             |  |
| 13                          |                                                                                                                                        | Investments - other (attach schedule) . . . . . ATCH 8 . . . . .                                                                  | 42,413,326.                                                    | 51,407,088.           | 77,634,485. |  |
| 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) . . . . .                            | 55,332,996.                                                    | 73,329,361.           | 99,024,482. |  |
| 17                          |                                                                                                                                        | Accounts payable and accrued expenses . . . . .                                                                                   |                                                                |                       |             |  |
| 18                          |                                                                                                                                        | Grants payable . . . . .                                                                                                          |                                                                |                       |             |  |
| Net Assets or Fund Balances | 19                                                                                                                                     | Deferred revenue . . . . .                                                                                                        |                                                                |                       |             |  |
|                             | 20                                                                                                                                     | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                                |                                                                |                       |             |  |
|                             | 21                                                                                                                                     | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                                                                |                       |             |  |
|                             | 22                                                                                                                                     | Other liabilities (describe ▶ . . . . .)                                                                                          |                                                                |                       |             |  |
| 23                          | Total liabilities (add lines 17 through 22) . . . . .                                                                                  | 0.                                                                                                                                | 0.                                                             |                       |             |  |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31. |                                                                                                                                   |                                                                |                       |             |  |
|                             | 24                                                                                                                                     | Unrestricted . . . . .                                                                                                            |                                                                |                       |             |  |
|                             | 25                                                                                                                                     | Temporarily restricted . . . . .                                                                                                  |                                                                |                       |             |  |
|                             | 26                                                                                                                                     | Permanently restricted . . . . .                                                                                                  |                                                                |                       |             |  |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.            |                                                                                                                                   |                                                                |                       |             |  |
|                             | 27                                                                                                                                     | Capital stock, trust principal, or current funds . . . . .                                                                        |                                                                |                       |             |  |
|                             | 28                                                                                                                                     | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                                                                |                       |             |  |
|                             | 29                                                                                                                                     | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        | 55,332,996.                                                    | 73,329,361.           |             |  |
|                             | 30                                                                                                                                     | Total net assets or fund balances (see instructions) . . . . .                                                                    | 55,332,996.                                                    | 73,329,361.           |             |  |
|                             | 31                                                                                                                                     | Total liabilities and net assets/fund balances (see instructions) . . . . .                                                       | 55,332,996.                                                    | 73,329,361.           |             |  |

## 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 | 55,332,996. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 17,996,365. |
| 3 | Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |             |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 73,329,361. |
| 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 | 73,329,361. |

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

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )                                                                        |                                            |                                                 | (b) How acquired<br>P - Purchase<br>D - Donation                                             | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| <b>1 a</b> SEE PART IV SCHEDULE                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| (e) Gross sales price                                                                                                                                                                                           | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g))                                               |                                    |                                |
| <b>a</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                     |                                            |                                                 | (i) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                    |                                |
| (i) FMV as of 12/31/69                                                                                                                                                                                          | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   |                                                                                              |                                    |                                |
| <b>a</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>b</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>c</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>d</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>e</b>                                                                                                                                                                                                        |                                            |                                                 |                                                                                              |                                    |                                |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                      |                                            |                                                 | <b>2</b>                                                                                     | 18,746,635.                        |                                |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in<br>Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                     | 0.                                 |                                |

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

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

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

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

☐ Yes ☒ No

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                   | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2016                                                                                                                                                                                                                                   | 7,190,434.                               | 91,319,977.                                  | 0.078739                                                  |
| 2015                                                                                                                                                                                                                                   | 8,257,876.                               | 132,278,743.                                 | 0.062428                                                  |
| 2014                                                                                                                                                                                                                                   | 6,094,755.                               | 133,573,338.                                 | 0.045629                                                  |
| 2013                                                                                                                                                                                                                                   | 3,508,975.                               | 123,058,304.                                 | 0.028515                                                  |
| 2012                                                                                                                                                                                                                                   | 3,279,944.                               | 69,642,319.                                  | 0.047097                                                  |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                         |                                          |                                              | <b>2</b> 0.262408                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . .                                   |                                          |                                              | <b>3</b> 0.052482                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .                                                                                                                                        |                                          |                                              | <b>4</b> 97,046,657.                                      |
| <b>5</b> Multiply line 4 by line 3. . . . .                                                                                                                                                                                            |                                          |                                              | <b>5</b> 5,093,203.                                       |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                           |                                          |                                              | <b>6</b> 182,686.                                         |
| <b>7</b> Add lines 5 and 6. . . . .                                                                                                                                                                                                    |                                          |                                              | <b>7</b> 5,275,889.                                       |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the<br>Part VI instructions |                                          |                                              | <b>8</b> 7,379,492.                                       |

**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 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1                            | 182,686. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    | SEE TRANSITION TAX STATEMENT |          |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                         |    | 2                            |          |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)                                                                                                                                     |    | 3                            | 182,686. |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                    |    | 4                            | 0.       |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)                                                                                                                                   |    | 5                            | 182,686. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                              |    |                              |          |
| 6 Credits/Payments                                                                                                                                                                                                                               |    |                              |          |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .                                                                                                                                                                    | 6a | 118,182.                     |          |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                | 6b |                              |          |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                  | 6c | 298,762.                     |          |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                              | 6d |                              |          |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                  | 7  | 416,944.                     |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                         | 8  | 1,067.                       |          |
| 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 | 233,191.                     |          |
| 11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> 233,191. Refunded <input checked="" 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 . . . . .<br>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<br>(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____                                                                                                        |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____                                                                                                                                                                      |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>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? . . . . .                                                                                                                                                                                                                                                                             | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>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<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .            | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                       | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions <input checked="" type="checkbox"/> DE, _____                                                                                                                                                                                                       |     |    |
| 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 . . . . .                                                                                                                                             | <input checked="" type="checkbox"/> |                                     |
| 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 . . . . .                                                                                                                                            |                                     | <input checked="" type="checkbox"/> |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>                                                                                                                                                                                              | <input checked="" type="checkbox"/> |                                     |
| 14 The books are in care of <u>FOUNDATION SOURCE</u> Telephone no <u>800-839-1754</u><br>Located at <u>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</u> ZIP+4 <u>19809-1377</u>                                                                                                                                                               |                                     |                                     |
| 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 . . . . .                                                                                                                                     |                                     | <input type="checkbox"/>            |
| 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? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country <u></u> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |

**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 checked="" type="checkbox"/> Yes <input 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"/>                                            | <input checked="" 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? . . . . .                                                                                                                                                                                                                                                                                                        |                                                                     | <input checked="" type="checkbox"/> |
| 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? . . . . . If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                                     |
| 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 <u></u>                                                                                                                                                                                                                                                                                                                                                                                  |                                                                     |                                     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .                                                                                                                                                                                                                                                                                                                                                                    | <input checked="" type="checkbox"/> Yes <input 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) . . . . . |                                                                     | <input checked="" type="checkbox"/> |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                         |                                                                     | <input checked="" type="checkbox"/> |
| 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?                                                                                                                                                                                                                                                                        |                                                                     | <input checked="" type="checkbox"/> |

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 9               |                                                           | 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 10                                                                            |                     | 614,193.         |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | 0.               |

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

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

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

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

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

|                                                        | Amount |
|--------------------------------------------------------|--------|
| 1 NONE                                                 |        |
| 2                                                      |        |
| All other program-related investments See instructions |        |
| 3 NONE                                                 |        |
| Total. Add lines 1 through 3 . . . . .                 |        |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 4,730,817.  |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 9,705,679.  |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 84,088,029. |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 98,524,525. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 98,524,525. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 1,477,868.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 97,046,657. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 4,852,333.  |

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

|           |                                                                                                            |           |            |
|-----------|------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                              | <b>1</b>  | 4,852,333. |
| <b>2a</b> | Tax on investment income for 2017 from Part VI, line 5                                                     | <b>2a</b> | 182,686.   |
| <b>b</b>  | Income tax for 2017 (This does not include the tax from Part VI)                                           | <b>2b</b> | 315,802.   |
| <b>c</b>  | Add lines 2a and 2b                                                                                        | <b>2c</b> | 498,488.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                      | <b>3</b>  | 4,353,845. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                  | <b>4</b>  |            |
| <b>5</b>  | Add lines 3 and 4                                                                                          | <b>5</b>  | 4,353,845. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                     | <b>6</b>  |            |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 4,353,845. |

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

|          |                                                                                                                                                     |           |            |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                           |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                       | <b>1a</b> | 7,379,492. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                  | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                           | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                 |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                      | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                               | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                   | <b>4</b>  | 7,379,492. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions | <b>5</b>  | 182,686.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                               | <b>6</b>  | 7,196,806. |

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

**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 4,353,845.  |
| <b>2</b> Undistributed income, if any, as of the end of 2017                                                                                                                                | .             |                            |             |             |
| <b>a</b> Enter amount for 2016 only, . . . . .                                                                                                                                              |               |                            | 2,091,727.  |             |
| <b>b</b> Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>                                                                                                                   |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2017                                                                                                                                    |               |                            |             |             |
| <b>a</b> From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2013 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2014 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2015 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2016 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              |               |                            |             |             |
| <b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>7,379,492.</u>                                                                                                     |               |                            |             |             |
| <b>a</b> Applied to 2016, but not more than line 2a . . .                                                                                                                                   |               |                            | 2,091,727.  |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| <b>d</b> Applied to 2017 distributable amount. . . . .                                                                                                                                      |               |                            |             | 4,353,845.  |
| <b>e</b> Remaining amount distributed out of corpus. . .                                                                                                                                    | 933,920.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )                                                  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                    | 933,920.      |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                           |               |                            |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               |                            |             |             |
| <b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| <b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .                                                                 |               |                            |             |             |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .       |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .                                                                                  |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 933,920.      |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2013 . . .                                                                                                                                                             |               |                            |             |             |
| <b>b</b> Excess from 2014 . . .                                                                                                                                                             |               |                            |             |             |
| <b>c</b> Excess from 2015 . . .                                                                                                                                                             |               |                            |             |             |
| <b>d</b> Excess from 2016 . . .                                                                                                                                                             |               |                            |             |             |
| <b>e</b> Excess from 2017 . . .                                                                                                                                                             | 933,920.      |                            |             |             |

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

NOT APPLICABLE

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

ROBERT JAMES

**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**

| <div>Recipient</div> <div>Name and address (home or business)</div> | 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     |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| <b>a Paid during the year</b><br><br>ATCH 11                        |                                                                                                           |                                |                                  |            |
| <b>Total</b> . . . . . ▶ <b>3a</b>                                  |                                                                                                           |                                |                                  | 7,044,110. |
| <b>b Approved for future payment</b>                                |                                                                                                           |                                |                                  |            |
| <b>Total</b> . . . . . ▶ <b>3b</b>                                  |                                                                                                           |                                |                                  |            |

Enter gross amounts unless otherwise indicated

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

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

- | 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?                                                                                                                                                      |       | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-----|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>                                                                                                                                                                                                                                                                                                    |       |     |    |
| (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                             | 1a(1) |     | X  |
| (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                     | 1a(2) |     | X  |
| <b>b Other transactions</b>                                                                                                                                                                                                                                                                                                                                                                    |       |     |    |
| (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. |       |     |    |

[illegible]

- 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 |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

**Sign Here**  11/9/18 **SECRETARY**

Signature of officer or trustee Date Title

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

|                                       |                                                                           |                                                  |                           |                                                 |                          |
|---------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------|---------------------------|-------------------------------------------------|--------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name<br><b>JEFFREY D HASKELL</b>                    | Preparer's signature<br><b>JEFFREY D HASKELL</b> | Date<br><b>11/08/2018</b> | Check <input type="checkbox"/> if self-employed | PTIN<br><b>P01345770</b> |
|                                       | Firm's name ▶ <b>FOUNDATION SOURCE</b>                                    |                                                  |                           | Firm's EIN ▶ <b>510398347</b>                   |                          |
|                                       | Firm's address ▶ <b>ONE HOLLOW LN, STE 212<br/>LAKE SUCCESS, NY 11042</b> |                                                  |                           | Phone no <b>800-839-1754</b>                    |                          |

**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](http://www.irs.gov/Form990) for the latest information.

Name of the organization

ROBERT AND ARDIS JAMES FOUNDATION, INC.

Employer identification number

46-3298762

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 **ROBERT AND ARDIS JAMES FOUNDATION, INC.**Employer identification number  
46-3298762**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                      | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                   |
|------------|------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | JAMES, ROBERT<br>122 PALMERS HILL RD., APT. 1209<br>STAMFORD, CT 06902 | \$ 6,252,614.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |
|            |                                                                        | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)                       |

Name of organization **ROBERT AND ARDIS JAMES FOUNDATION, INC.**Employer identification number  
46-3298762**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|---------------------------|-------------------------------------------------|-------------------------------------------------|----------------------|
| 1                         | BERKSHIRE HATHAWAY INC DEL CL A<br>BRK-A, 6 SH. | \$ 1,789,380.                                   | 12/21/2017           |
| 1                         | SEAVEST PROPERTIES III, LLC<br>SEAVEST3, 1 SH.  | \$ 1,075,037.                                   | 10/01/2017           |
| 1                         | PANERA BREAD CO. CL. A<br>PNRA, 1100 SH.        | \$ 346,214.                                     | 06/29/2017           |
|                           |                                                 | \$                                              |                      |
|                           |                                                 | \$                                              |                      |
|                           |                                                 | \$                                              |                      |

Name of organization **ROBERT AND ARDIS JAMES FOUNDATION, INC.**

Employer identification number

46-3298762

**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.<br>from<br>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 |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

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

| Name                                               | Date<br>Acquired | Acquisition<br>Method | Date Sold  | Gross Sales<br>Price | Book Basis   | Net Gain/(Loss) |
|----------------------------------------------------|------------------|-----------------------|------------|----------------------|--------------|-----------------|
| Publicly-traded securities                         |                  |                       |            |                      |              |                 |
| Corsair III Financial Services Capital Partners LP | 12/28/2005       | P                     | 4/19/2017  | \$ 2,055,133         | \$ 1,593,412 | \$ 461,721      |
| Corsair IV Financial Services Capital Partners LP  | 1/25/2008        | P                     | 11/1/2017  | \$ -                 | \$ 622       | \$ 84,780       |
| Passthrough K-1 Capital Gain/(Loss) - non UBI      | 1/25/2008        | P                     | 11/1/2017  | \$ 72,723            | \$ 10,893    | \$ 1,985        |
| Kayne Senior Credit II Offshore Fund LP            | 1/25/2008        | P                     | 5/16/2017  | \$ 1,109,635         | \$ 110,409   | \$ 1,110,548    |
| Pershing Square Intl Ltd Class C Series 1E         | 10/13/2006       | P                     | 12/31/2017 | \$ -                 | \$ -         | \$ 15,602       |
| AMG Topco Advertising Limited                      | 12/31/2005       | P                     | 8/29/2017  | \$ 13,660,406        | \$ 416,617   | \$ 2,681,243    |
| Exxeta AG (Ord)                                    |                  |                       |            |                      |              | \$ (622)        |
| Adyen BV                                           |                  |                       |            |                      |              | \$ 61,830       |
| Indus Structured Finance Fund LP                   |                  |                       |            |                      |              | \$ 999,226      |
| First Marblehead Litigation Settlement             |                  |                       |            |                      |              | \$ -            |
|                                                    |                  |                       |            |                      |              | \$ 13,243,789   |
| Total included in Part IV                          |                  |                       |            | \$ 21,413,095        | \$ 3,965,908 | \$ 18,660,102   |
| Passthrough K-1 Capital Gain/(Loss) - UBI          |                  |                       |            |                      |              | \$ 755,552      |
| Part I, Line 6a Total:                             |                  |                       |            |                      |              | \$ 19,415,654   |

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| K-1 INC/LOSS AAVIN MEZZANINE FUND LP     | 146,986.                                | 146,986.                    |
| K-1 INC/LOSS CAPITAL INT PRV EQTY FND VI | 7,447.                                  | 7,447.                      |
| K-1 INC/LOSS CORSAIR III FIN SRVCS CPTL  | 10,805.                                 | 10,805.                     |
| K-1 INC/LOSS CORSAIR IV FIN SRVCS CPTL   | 22,672.                                 | 22,672.                     |
| K-1 INC/LOSS CORSAIR KOREA INVESTORS LLC | 15,587.                                 | 15,587.                     |
| K-1 INC/LOSS EAST ROCK FOCUS FUND LP     | 701,777.                                | 680,780.                    |
| K-1 INC/LOSS EDGE PRINCIPAL INV II, LP   | -38,006.                                | -51,957.                    |
| K-1 INC/LOSS EDGE PRINCIPAL INV III, LP  | -229,648.                               | -213,936.                   |
| K-1 INC/LOSS EDGE PRINCIPAL INV, LP      | -16,699.                                | 1,162.                      |
| K-1 INC/LOSS ENTERPRISE 299 ASSOCIATES   | 364,458.                                | 75,706.                     |
| K-1 INC/LOSS ENTERPRISE WEXFORD ASSC LLC | -26,074.                                | -445.                       |
| K-1 INC/LOSS ENTERPRISE WEXFORD ELVN LLC | -4,714.                                 | 1,647.                      |
| K-1 INC/LOSS HARVEST MLP INCOME FUND II  | 23,258.                                 | 23,258.                     |
| K-1 INC/LOSS HOUND PRTNRS CONCTD FUND LP | -23,405.                                | -18,592.                    |
| K-1 INC/LOSS HOUND PARTNERS LP           | 17,902.                                 | 17,947.                     |
| K-1 INC/LOSS IGNIA FUND I, LP            | 157.                                    | 132.                        |
| K-1 INC/LOSS INDUS STRUCT FIN FUND LP    | -256,114.                               | -256,114.                   |
| K-1 INC/LOSS JAMES FOUNDATION INVESTMENT | 50.                                     | 50.                         |
| K-1 INC/LOSS KAYNE SENIOR CREDIT FUND    | -61,218.                                | -60,574.                    |
| PFIC INC KAYNE SENIOR CREDIT II OFFSH FD | 138,991.                                | 138,991.                    |
| K-1 INC/LOSS OCH-ZIFF REAL ESTATE FUND I | 101,636.                                | 27,478.                     |
| K-1 INC/LOSS RCG LONGVIEW DEBT FUND IV   | 100,044.                                | 100,044.                    |
| K-1 INC/LOSS RCG LONGVIEW II, LP         | 11,024.                                 | 9,750.                      |
| K-1 INC/LOSS SEAVEST PROPERTIES III, LLC | 7,196.                                  | 2,960.                      |
| K-1 INC/LOSS SPECIAL VALUE OPPORT FUND   | 1,347.                                  | 748.                        |
| K-1 INC/LOSS TENNENBAUM SPECIAL SITUATIO | 95,199.                                 | 89,982.                     |
| FEDERAL TAX REFUND                       | 100,069.                                |                             |
| FOREIGN CURRENCY GAIN                    | 393.                                    | 393.                        |
| INCOME FROM CAPITAL GUARDIAN TRUST       | 965.                                    | 965.                        |
| INCOME FROM ADINVEST II                  | -1,017.                                 | -1,017.                     |
| 965 INCOME                               | 2,643.                                  | 2,643.                      |
| BANK FEES REFUND                         | 390.                                    | 390.                        |

TOTALS

ATTACHMENT 1

ATTACHMENT 1 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|--------------------|-----------------------------------------|-----------------------------|
|                    | <u>1,214,101.</u>                       | <u>775,888.</u>             |

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

| <u>DESCRIPTION</u>            | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-------------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| FIRST MARBLEHEAD LITIGATION   | 73,738.                                           | 73,738.                              |                                    |                                |
| TAX COMPLIANCE/TRUST CONVERSN | 2,928.                                            |                                      |                                    | 2,928.                         |
| TOTALS                        | <u>76,666.</u>                                    | <u>73,738.</u>                       |                                    | <u>2,928.</u>                  |

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

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| OFFICE MANAGEMENT SERVICES     | 232,500.                                          | 42,250.                              | 190,250.                       |
| INVESTMENT MANAGEMENT SERVICES | 206,473.                                          | 206,473.                             |                                |
| TOTALS                         | <u>438,973.</u>                                   | <u>248,723.</u>                      | <u>190,250.</u>                |

ATTACHMENT 4FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|
| 990-PF EXCISE TAX FOR 2017     | 82,300.                                           |                                      |
| 990-T INCOME TAX FOR 2016      | 63,340.                                           |                                      |
| FOREIGN TAX                    | 6,096.                                            | 6,096.                               |
| IRS MISCELLANEOUS FEE          | 48.                                               |                                      |
| STATE TAX WITHHELD BY PTRSHIPS | 50,077.                                           | 50,077.                              |
| STATE INCOME TAX FOR 2016      | 23,426.                                           |                                      |
| TOTALS                         | <u>225,287.</u>                                   | <u>56,173.</u>                       |

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|------------------------|
| ADMINISTRATIVE FEES            | 131,654.                                |                             | 131,654.               |
| COMMUNICATIONS EXPENSE         | 330.                                    |                             | 330.                   |
| CREDIT CARD FEES               | 788.                                    |                             | 788.                   |
| K-1 EXP AAVIN MEZZANINE FUND   | 145,564.                                | 145,564.                    |                        |
| K-1 EXP CAP INT PVT EQTY FD V  | 9,849.                                  | 9,849.                      |                        |
| K-1 EXP CAP INT PVT EQTY FD VI | 23,635.                                 | 23,635.                     |                        |
| K-1 EXP CORSAIR III FIN SVCS   | 43,425.                                 | 43,410.                     |                        |
| K-1 EXP CORSAIR III FIN OFFSH  | 3,290.                                  | 3,290.                      |                        |
| K-1 EXP CORSAIR IV FIN SVC CAP | 19,143.                                 | 19,138.                     |                        |
| K-1 EXP CORSAIR KOREA INVSTRS  | 3,589.                                  | 3,587.                      |                        |
| K-1 EXP EAST ROCK FOCUS FUND   | 414,305.                                | 414,302.                    |                        |
| K-1 EXP EDGE PRIN INV II LP    | 21,880.                                 | 1,632.                      |                        |
| K-1 EXP EDGE PRIN INV III LP   | 4,165.                                  | 3,977.                      |                        |
| K-1 EXP EDGE PRIN INV LP       | 1,158.                                  | 1,149.                      |                        |
| K-1 EXP ENTERPRISE 299 ASSOC   | 99,099.                                 | 99,099.                     |                        |
| K-1 EXP ENTRPR WEXFORD ASSOC   | 1,830.                                  | 1,830.                      |                        |
| K-1 EXP ENTRPR WEXFORD ELEVEN  | 5,721.                                  | 5,720.                      |                        |
| K-1 EXP HARVEST MLP INCOME FND | 34,938.                                 | 34,938.                     |                        |
| K-1 EXP HOUND PTNRS CONC FUND  | 24,272.                                 | 24,272.                     |                        |
| K-1 EXP HOUND PARTNERS LP      | 48,455.                                 | 48,455.                     |                        |
| K-1 EXP IGNIA FUND I, LP       | 50,275.                                 | 42,354.                     |                        |
| K-1 EXP INDUS STRUC FINANCE    | 2,088.                                  | 2,088.                      |                        |
| K-1 EXP JAMES FOUND INVSTMT    | 49,579.                                 | 49,579.                     |                        |
| K-1 EXP KAYNE SENIOR CREDIT FD | 2,355.                                  | 1,068.                      |                        |
| K-1 EXP OCH-ZIFF RL EST FD III | 9,630.                                  | 3,357.                      |                        |
| K-1 EXP RCG LONGVIEW DEBT FUND | 4,412.                                  |                             |                        |
| K-1 EXP RCG LONGVIEW II, LP    | 1,270.                                  | 1,270.                      |                        |
| K-1 EXP SEAVEST PROPERTIES III | 2,402.                                  | 2,402.                      |                        |
| K-1 EXP SIERRA CAPITAL LP      | 1,262.                                  | 1,262.                      |                        |
| K-1 EXP SPECIAL VALUE OPPORTUN | 645.                                    | 580.                        |                        |
| K-1 EXP TENNENBAUM SPECIAL SIT | 16,055.                                 | 15,216.                     |                        |
| K-1 EXP ZEPHYR PEACOCK IND II  | 4,475.                                  | 4,475.                      |                        |

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|------------------------|
| K-1 EXP ZEPHYR PEACOCK IND III | 26,199.                                 | 26,199.                     | 18.                    |
| POSTAGE/DELIVERY SERVICE       | 18.                                     |                             | 50.                    |
| STATE OR LOCAL FILING FEES     | 50.                                     |                             |                        |
| TOTALS                         | <u>1,207,805.</u>                       | <u>1,033,697.</u>           | <u>132,840.</u>        |

ATTACHMENT 6FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: DANIEL MEYER  
ORIGINAL AMOUNT: 4,061,250.  
INTEREST RATE: 6.0000 %  
DATE OF NOTE: 08/29/2017  
MATURITY DATE: 08/29/2019  
REPAYMENT TERMS: PRINCIPAL AND INTEREST AT MATURITY  
SECURITY PROVIDED: MORTGAGE INT IN REAL ESTATE  
PURPOSE OF LOAN: LEGAL SETTLEMENT  
DESCRIPTION AND FMV NOTE RECEIVABLE  
OF CONSIDERATION: 4,061,250.

BEGINNING BALANCE DUE .....

ENDING BALANCE DUE ..... 4,061,250.

ENDING FAIR MARKET VALUE ..... 4,061,250.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE

4,061,250.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE

4,061,250.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| BERKSHIRE HATHAWAY INC DEL CL  | 1,789,380.                   | 1,785,600.            |
| CBL & ASSOCIATES PROPERTIES    | 704,868.                     | 607,708.              |
| HENDERSON EUROPEAN FOCUS FD CL | 2,193,206.                   | 2,183,998.            |
| PRANA BIOTECHNOLOGY LIMITED    | 500,017.                     | 101,347.              |
| PRANA BIOTECHNOLOGY LTD - AMER | 41,983.                      | 5,198.                |
| SL GREEN RLTY CORP PFD SER I - | 241,806.                     | 250,800.              |
| YACKTMAN FUND, INC             | 1,461,136.                   | 1,465,469.            |
| TOTALS                         | <u>6,932,396.</u>            | <u>6,400,120.</u>     |

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| AAVIN MEZZANINE FUND LP        | 1,275,351.                   | 1,116,137.            |
| ADYEN BV                       | 993,681.                     | 10,903,942.           |
| ALTEGRIS MULTI-STRATEGY FUND   | 3,500,000.                   | 3,990,683.            |
| CAPITAL INT PRVT EQTY FD V     | 1,040,809.                   | 93,291.               |
| CAPITAL INT PRVT EQTY FD VI    | 2,032,286.                   | 2,103,071.            |
| COLUMBIA SPECTRUM PTNRS II-A   |                              |                       |
| CORSAIR III FIN SRVCS CAP PTRS | 1,187,422.                   | 1,989,131.            |
| CORSAIR III FIN OFFSH CAP PTRS | 724,598.                     | 118,861.              |
| CORSAIR IV CVP PTRS INVESTORS  | 47,919.                      | 46,205.               |
| CORSAIR IV FIN SRVCS CAP PTRS  | 504,560.                     | 574,646.              |
| CORSAIR IV FSCI CAYMAN LP      | 315,112.                     | 657,171.              |
| CORSAIR IV PAYMENT HLDNGS INV  | 4,377.                       | 161,551.              |
| CORSAIR KOREA INVESTORS LLC    | 952,948.                     | 1,759,946.            |
| EAST ROCK FOCUS FUND LP        | 5,845,121.                   | 6,357,777.            |
| EDGE PRINCIPAL INVESTMENTS II  | 757,944.                     | 1,666,353.            |
| EDGE PRINCIPAL INVESTMENTS III | 2,859,319.                   | 3,626,616.            |
| EDGE PRINCIPAL INVESTMENTS, LP | 61,312.                      | 36,772.               |
| ENTERPRISE 299 ASSOCIATES      | 69,028.                      | 7,685,376.            |
| ENTERPRISE WEXFORD ASSOCIATES  | 711,512.                     | 464,349.              |
| ENTERPRISE WEXFORD ELEVEN LLC  | 137,252.                     | 231,838.              |
| GLENVIEW CAPITAL PTRS (CAYMAN) | 2,500,000.                   | 2,701,943.            |
| HARVEST MLP INCOME FUND II LLC | 1,989,270.                   | 1,989,591.            |
| HOUND PARTNERS CONCENTRATED FD | 1,335,199.                   | 1,543,789.            |
| HOUND PARTNERS LP              | 1,385,592.                   | 1,382,392.            |
| IGNIA FUND I, LP               | 1,534,684.                   | 1,063,551.            |
| JAMES FOUNDATION INVESTMENTS   | 537,640.                     | 1,724,367.            |
| KAYNE SENIOR CREDIT FUND       | 147,938.                     | 175,999.              |
| KAYNE SENIOR CREDIT II OFFSH   | 1,605,466.                   | 1,512,510.            |
| OCH-ZIFF REAL ESTATE FUND III  | 742,374.                     | 880,715.              |
| PALOMA INTERNATIONAL LIMITED   | 2,000,260.                   | 4,389,197.            |
| PERSHING SQUARE INTL LTD CLASS | 2,061,369.                   | 2,823,924.            |
| RAGING CAPITAL OFFSHORE FUND   | 2,000,000.                   | 2,046,845.            |
| RCG LONGVIEW DEBT FUND IV, LP  | 129,614.                     | 12,109.               |

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 8 (CONT'D)

| <u>DESCRIPTION</u>             | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| RCG LONGVIEW II, LP            | 9,190.                       | 64,236.               |
| SEAVEST PROPERTIES III, LLC    | 1,068,744.                   | 1,089,952.            |
| SELECT EQUITY OFFSHORE         | 3,000,000.                   | 3,388,273.            |
| SIERRA CAPITAL LP              | 188,565.                     | 242,331.              |
| SIMCOE PARTNERS OFFSHORE LTD   | 1,000,000.                   | 1,093,205.            |
| SIRE SPV OFFSHORE LTD          | 16,921.                      | 21,499.               |
| SPECIAL VALUE OPPORTUNITIES FD | 485,504.                     | 79,967.               |
| STRATEGIC PARTNERS OFFSHORE FD | 456,132.                     | 1,029,488.            |
| TEMPLETON GLOBAL SUMMITS (CAYM | 2,000,000.                   | 2,035,001.            |
| TENNENBAUM SPECIAL SITUATIONS  | 1,267,466.                   | 1,263,135.            |
| WEXFORD OFFSHORE SPECTRUM FUND | 125,590.                     | 580,587.              |
| ZEPHYR PEACOCK INDIA FUND II   | 280,087.                     | 226,125.              |
| ZEPHYR PEACOCK INDIA FUND III  | 518,932.                     | 690,038.              |
| TOTALS                         | <u>51,407,088.</u>           | <u>77,634,485.</u>    |

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

| Kind of Property                             |                                       | Description                                           |                          |                                 |                                     | P<br>or<br>D | Date<br>acquired         | Date sold  |
|----------------------------------------------|---------------------------------------|-------------------------------------------------------|--------------------------|---------------------------------|-------------------------------------|--------------|--------------------------|------------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                             | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj. basis |              | Gain<br>or<br>(loss)     |            |
| 2,055,133.                                   |                                       | PUBLICLY-TRADED SECURITIES<br>1,506,880.              |                          |                                 |                                     |              | 548,253.                 |            |
|                                              |                                       | PASSTHROUGH K1 CAPITAL GAIN/(LOSS)                    |                          |                                 |                                     |              | 1,110,548.               |            |
| 13660406.                                    |                                       | FIRST MARBLEHEAD LITIGATION SETTLEMENT<br>416,617.    |                          |                                 |                                     | P            | 12/31/2005<br>13243789.  | 08/29/2017 |
| 1,109,635.                                   |                                       | ADYEN BV<br>110,409.                                  |                          |                                 |                                     | P            | 01/25/2008<br>999,226.   | 05/16/2017 |
|                                              |                                       | AMG TOPCO ADVERTISING LIMITED<br>622.                 |                          |                                 |                                     | P            | 01/25/2008<br>-622.      | 11/01/2017 |
| 72,723.                                      |                                       | EXXETA AG (ORD)<br>10,893.                            |                          |                                 |                                     | P            | 01/25/2008<br>61,830.    | 11/01/2017 |
|                                              |                                       | INDUS STRUCTURED FINANCE FUND LP                      |                          |                                 |                                     | P            | 10/13/2006               | 12/31/2017 |
| 4,515,198.                                   |                                       | PERSHING SQUARE INTL LTD CLASS C SERIES<br>1,833,954. |                          |                                 |                                     | P            | 12/28/2005<br>2,681,244. | 04/19/2017 |
|                                              |                                       | KAYNE SENIOR CREDIT II OFFSHORE FUND                  |                          |                                 |                                     |              | 15,602.                  |            |
|                                              |                                       | CORSAIR III FIN SRVCS CAP PTRS                        |                          |                                 |                                     |              | 84,780.                  |            |
|                                              |                                       | CORSAIR IV FIN SVCS CAPITAL PTRS                      |                          |                                 |                                     |              | 1,985.                   |            |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                       |                          |                                 |                                     |              | <u>18746635.</u>         |            |

Robert and Ardis James Foundation, Inc  
Taxable Year Ending: December 31, 2017

46-3298762

**Part VII-A, Line 11 (990-PF) – Controlled Entity**

Name of Controlled Entity James Foundation Investments, Ltd.

EIN: N/A

Street Address: PO Box 309GT, Ugland House, Grand Cayman, Cayman Islands KY1-1104

This entity is not an excess business holding

In 2017, a cash distribution was made in the amount of \$303,287 from this entity to the Foundation

ATTACHMENT 9

| NAME AND ADDRESS                                                                           | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|--------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| RALPH JAMES<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377            | DIR 1.00                                                | 0.           | 0.                                            | 0.                                      |
| ROBERT JAMES<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377           | DIR, PRES 10.00                                         | 0.           | 0.                                            | 0.                                      |
| CATHERINE JAMES PAGLIA<br>FOUNDATION SOURCE 501 SILVERSIDE RD<br>WILMINGTON, DE 19809-1377 | DIR, SEC, TREAS 10.00                                   | 0.           | 0.                                            | 0.                                      |
| GRAND TOTALS                                                                               |                                                         | 0.           | 0.                                            | 0.                                      |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

| <u>NAME AND ADDRESS</u>                                                                | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|----------------------------------------------------------------------------------------|------------------------|---------------------|
| ENTERPRISE ASSET MANAGEMENT INC.<br>521 FIFTH AVENUE, SUITE 1804<br>NEW YORK, NY 10175 | ADMIN & INVESTMENT     | 232,500.            |
| DYSON CAPITAL ADVISORS, LLC<br>201 NORTH UNION ST., SUITE 300<br>ALEXANDRIA, VA 22314  | INVESTMENT MGMT        | 175,000.            |
| FOUNDATION SOURCE<br>55 WALLS DRIVE, 3RD FLOOR<br>FAIRFIELD, CT 06824                  | ADMINISTRATIVE         | 131,654.            |
| HEMENWAY & BARNES LLP<br>75 STATE ST., 16TH FLOOR<br>BOSTON, MA 02109-1466             | LEGAL                  | 75,039.             |
| TOTAL COMPENSATION                                                                     |                        | <u>614,193.</u>     |

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

ATTACHMENT 11

| RECIPIENT NAME AND ADDRESS                                                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION                                                                                                                                                                                                                                                            | AMOUNT  |
|---------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
|                                                                                                         | FOUNDATION                                     | STATUS OF RECIPIENT |                                                                                                                                                                                                                                                                                             |         |
| ALZHEIMER'S ASSOCIATION - CONNECTICUT CHAPTER<br>200 EXECUTIVE BLVD STE 4B<br>SOUTHINGTON, CT 06489     | N/A<br>PC                                      |                     | TEAM EDGEHILL CAMPAIGN                                                                                                                                                                                                                                                                      | 500     |
| AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE<br>1789 MASSACHUSETTS AVE NW<br>WASHINGTON, DC 20036 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                                                                                                                                                                                                                                      | 10,000. |
| AMERICAN FOLK ART MUSEUM<br>47-29 32ND PL<br>LONG ISLAND CITY, NY 11101                                 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                                                                                                                                                                                                                                      | 70.     |
| AMERICAN QUILT STUDY GROUP<br>1610 L ST<br>LINCOLN, NE 68508                                            | N/A<br>PC                                      |                     | 2017 AQSG SEMINAR PAPER PRESENTATION SPONSORSHIP<br>PROGRAMS FOR RACHEL MAY AND LINDA WELTERS "THE<br>CUSHMAN QUILT TOPS: A TALE OF NORTH AND SOUTH"<br>AND KATHLEEN L MOORE "THE MYSTERY OF THE<br>HARLEQUIN STAR QUILTS: FINDING AND NAMING A<br>PREVIOUSLY UNIDENTIFIED REGIONAL DESIGN" | 2,000.  |
| ARCHIPELAGO INC<br>1724 WOODWARD AVE<br>TRAVERSE CITY, MI 49686                                         | N/A<br>PC                                      |                     | PROJECT MUSIC IN STAMFORD, CONNECTICUT                                                                                                                                                                                                                                                      | 20,000. |
| BUILDING ONE COMMUNITY CORP<br>75 SELLECK ST<br>STAMFORD, CT 06902                                      | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                                                                                                                                                                                                                                      | 20,000. |

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     |           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION                                           | AMOUNT     |
|------------------------------------------------------------------------------------------------|-----------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| BURT COUNTY MUSEUM INC<br>PO BOX 125<br>TEKAMAH, NE 68061                                      | N/A<br>PC |                                                                                  | RE-ROOF HISTORICAL BRYANT HOUSE PROJECT                                    | 3,000.     |
| CARLETON COLLEGE<br>1 N COLLEGE ST<br>NORTHFIELD, MN 55057                                     | N/A<br>PC |                                                                                  | GENERAL & UNRESTRICTED                                                     | 126,642.   |
| CARLETON COLLEGE<br>1 N COLLEGE ST<br>NORTHFIELD, MN 55057                                     | N/A<br>PC |                                                                                  | PARENTS FUND                                                               | 20,000     |
| CARNEGIE COUNCIL FOR ETHICS IN INTERNATIONAL AFFAI<br>170 E 64TH ST<br>NEW YORK, NY 10065      | N/A<br>PC |                                                                                  | FOURTH ANNUAL CONTRIBUTION FOR PLEDGE PAYABLE<br>OVER FIVE YEARS 2014-2018 | 25,000.    |
| CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE<br>1779 MASSACHUSETTS AV NW<br>WASHINGTON, DC 20036 | N/A<br>PC |                                                                                  | GENERAL & UNRESTRICTED                                                     | 100,000.   |
| CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE<br>1779 MASSACHUSETTS AV NW<br>WASHINGTON, DC 20036 | N/A<br>PC |                                                                                  | FIFTH AND FINAL INSTALLMENT IN A CAPITAL PLEDGE<br>TO CAPITAL CAMPAIGN     | 1,000,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                                      | AMOUNT     |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------|------------|
|                                                                                                |                                                                                  |  |                                                                                       |            |
| CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE<br>1779 MASSACHUSETTS AV NW<br>WASHINGTON, DC 20036 | N/A<br>PC                                                                        |  | FOURTH INSTALLMENT IN A CAPITAL PLEDGE TO CAPITAL<br>CAMPAIGN PAYABLE                 | 1,000,000. |
| CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC.<br>90 FAIRFIELD AVE<br>STAMFORD, CT 06904          | N/A<br>PC                                                                        |  | NEW COVENANT CENTER                                                                   | 25,000     |
| CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC.<br>90 FAIRFIELD AVE<br>STAMFORD, CT 06904          | N/A<br>PC                                                                        |  | SECOND INSTALLMENT OF A CAPITAL PLEDGE FOR THE<br>NEW COVENANT CENTER IN STAMFORD, CT | 50,000.    |
| CATO INSTITUTE<br>1000 MASSACHUSETTS AVE NW<br>WASHINGTON, DC 20001                            | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                | 50,000     |
| CHILDRENS VILLAGE INC<br>1 ECHO HILLS<br>DOBBS FERRY, NY 10522                                 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                | 20,000     |
| DOANE UNIVERSITY<br>1014 BOSWELL AVE<br>CRETE, NE 68333                                        | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                | 10,000.    |

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|----------|
| DOANE UNIVERSITY<br>1014 BOSWELL AVE<br>CRETE, NE 68333                   | N/A<br>PC                                                                        | CAPITAL PLEDGE                   | 150,000. |
| EDUCATIONAL ALLIANCE INC<br>197 E BROADWAY<br>NEW YORK, NY 10002          | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 10,000.  |
| EL PORVENIR<br>80 GARDEN CENTER, STE 135<br>BROOMFIELD, CO 80020          | N/A<br>PC                                                                        | CAMOAPA SANITATION PROJECT       | 6,158.   |
| FRIENDS OF NGONG ROAD<br>PO BOX 2090<br>MINNEAPOLIS, MN 55402             | N/A<br>PC                                                                        | ANNUAL APPEAL CAMPAIGN           | 10,000.  |
| FRIENDS OF NGONG ROAD<br>PO BOX 2090<br>MINNEAPOLIS, MN 55402             | N/A<br>PC                                                                        | SUPPORT A HIGH SCHOOL CLASS      | 40,000.  |
| HARVARD BUSINESS SCHOOL<br>TEELE HALL, SOLDIERS FIELD<br>BOSTON, MA 02163 | N/A<br>PC                                                                        | GENERAL & UNRESTRICTED           | 35,000   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                       | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                                                                                                       | AMOUNT   |
|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
|                                                                                                  |                                                                                  |  |                                                                                                                                                        |          |
| HARVARD BUSINESS SCHOOL<br>TEELE HALL, SOLDIERS FIELD<br>BOSTON, MA 02163                        | N/A<br>PC                                                                        |  | CAPITAL PLEDGE                                                                                                                                         | 400,000. |
| HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN<br>10 GARDEN ST<br>CAMBRIDGE, MA 02138        | N/A<br>PC                                                                        |  | ESTABLISH THE ARDIS BUTLER JAMES FUND FOR SCIENCE<br>AT THE RADCLIFFE INSTITUTE FOR ADVANCED STUDY                                                     | 200,000. |
| HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN<br>10 GARDEN ST<br>CAMBRIDGE, MA 02138        | N/A<br>PC                                                                        |  | ESTABLISH THE ARDIS BUTLER JAMES FUND FOR<br>DIVERSITY AT THE SCHLESINGER LIBRARY                                                                      | 100,000. |
| HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN<br>124 MOUNT AUBURN ST<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                                                                                 | 25,000.  |
| HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN<br>124 MOUNT AUBURN ST<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | SECOND INSTALLMENT OF A CAPITAL PLEDGE THAT<br>ESTABLISHED THE ARDIS BUTLER JAMES FUND FOR<br>SCIENCE AT THE RADCLIFFE INSTITUTE FOR ADVANCED<br>STUDY | 200,000. |
| HELEN KELLER INTERNATIONAL INC<br>ONE DAG HAMMARSKJOLD PLZ FL 2<br>NEW YORK, NY 10017            | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                                                                                 | 100,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                            | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|-------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|----------------------------------|----------|
|                                                                                                       | FOUNDATION                                     | STATUS OF RECIPIENT |                                  |          |
| HUMAN RIGHTS IN CHINA INC<br>450 7TH AVE, STE 1301<br>NEW YORK, NY 10123                              | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 10,000.  |
| HUMAN RIGHTS WATCH INC<br>350 5TH AVE 34TH FL<br>NEW YORK, NY 10118                                   | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 25,000.  |
| INTERNATIONAL INSTITUTE FOR STRATEGIC STUDIES - U.<br>2121 K ST N W., STE 801<br>WASHINGTON, DC 20037 | N/A                                            | SO I                | GENERAL & UNRESTRICTED           | 250,000. |
| KING SCHOOL INCORPORATED<br>1450 NEWFIELD AVE<br>STAMFORD, CT 06905                                   | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 75,000.  |
| MANHATTAN INSTITUTE FOR POLICY RESEARCH INC<br>52 VANDERBILT AVE<br>NEW YORK, NY 10017                | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 200,000. |
| MARTHAS VINEYARD BOYS AND GIRLS CLUB INCORPORATED<br>PO BOX 654<br>EDGARTOWN, MA 02539                | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 20,000.  |

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

| RECIPIENT NAME AND ADDRESS                                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                                                                                              | AMOUNT   |
|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------|----------|
|                                                                                           |                                                                                  |  |                                                                                                                                               |          |
| MASSACHUSETTS INSTITUTE OF TECHNOLOGY<br>77 MASSACHUSETTS AVE<br>CAMBRIDGE, MA 02139      | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                                                                        | 10,000.  |
| MASSACHUSETTS INSTITUTE OF TECHNOLOGY<br>600 MEMORIAL DR, W98-200<br>CAMBRIDGE, MA 02139  | N/A<br>PC                                                                        |  | ESTABLISH THE ENDOWED ROBERT G. JAMES CAREER<br>DEVELOPMENT PROFESSORSHIP FOR JUNIOR FACULTY<br>MEMBERS IN THE MIT SLOAN SCHOOL OF MANAGEMENT | 600,000. |
| MERAKEE ALLEGHENY VALLEY SCHOOL<br>620 GERMANTOWN PIKE<br>LAFAYETTE HL, PA 19444          | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                                                                                        | 2,000.   |
| MICHIGAN STATE UNIVERSITY<br>SPARTAN WAY 535 CHESTNUT RD RM 300<br>EAST LANSING, MI 48824 | N/A<br>PC                                                                        |  | ONE YEAR OF OPERATING SUPPORT FOR THE QUILT INDEX                                                                                             | 36,540.  |
| MICHIGAN STATE UNIVERSITY<br>SPARTAN WAY 535 CHESTNUT RD RM 300<br>EAST LANSING, MI 48824 | N/A<br>PC                                                                        |  | FOR THE MUSEUM IN SUPPORT OF THE QUILT INDEX<br>PROJECT                                                                                       | 25,000.  |
| MICHIGAN STATE UNIVERSITY<br>SPARTAN WAY 535 CHESTNUT RD RM 300<br>EAST LANSING, MI 48824 | N/A<br>PC                                                                        |  | IN SUPPORT OF THE QUILT INDEX PROJECT                                                                                                         | 10,000.  |

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |    | PURPOSE OF GRANT OR CONTRIBUTION                                               | AMOUNT   |
|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----|--------------------------------------------------------------------------------|----------|
|                                                                                           |                                                                                  |    |                                                                                |          |
| MICHIGAN STATE UNIVERSITY<br>SPARTAN WAY 535 CHESTNUT RD RM 300<br>EAST LANSING, MI 48824 | N/A                                                                              | PC | TO FUND JOINT VENTURE WITH IQSC TO SUPPORT QUILT<br>STUDIES STRATEGIC PLANNING | 12,400.  |
| NAVAL WAR COLLEGE FOUNDATION INC<br>686 CUSHING RD<br>NEWPORT, RI 02841                   | N/A                                                                              | PC | GENERAL & UNRESTRICTED                                                         | 500.     |
| NEBRASKA WESLEYAN UNIVERSITY<br>5000 SAINT PAUL AVE<br>LINCOLN, NE 68504                  | N/A                                                                              | PC | GENERAL & UNRESTRICTED                                                         | 5,000.   |
| NEXT GENERATION SCHOLARS INC<br>1018 E ST<br>SAN RAFAEL, CA 94901                         | N/A                                                                              | PC | FOR A FELLOWSHIP TO SUPPORT SEXUAL HEALTH PROGRAM                              | 5,000.   |
| NORTHWESTERN UNIVERSITY<br>1201 DAVIS ST, 3RD FL<br>EVANSTON, IL 60208                    | N/A                                                                              | PC | GENERAL & UNRESTRICTED                                                         | 2,500    |
| OHIO STATE UNIVERSITY FOUNDATION<br>1465 MT VERNON AVE<br>MARION, OH 43302                | N/A                                                                              | PC | THEATER FOR SOCIAL CHANGE PROGRAM                                              | 100,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                      | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|-------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------|---------|
|                                                                                                 |                                                                                  |  |                                  |         |
| ORD TOWNSHIP LIBRARY FOUNDATION INC<br>1718 M ST<br>ORD, NE 68862                               | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED           | 5,000   |
| P E F ISRAEL ENDORMENT FUNDS INC<br>630 3RD AVE 15TH FL<br>NEW YORK, NY 10017                   | N/A<br>PC                                                                        |  | SIKKUY                           | 60,000. |
| PLANNED PARENTHOOD OF THE HEARTLAND, INC.<br>P.O. BOX 4557<br>DES MOINES, IA 50305              | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED           | 1,000.  |
| PLATTE INSTITUTE FOR ECONOMIC RESEARCH INC<br>900 S 74TH PLZ, STE 400<br>OMAHA, NE 68114        | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED           | 50,000. |
| PRESIDENT AND FELLOWS OF HARVARD COLLEGE<br>1033 MASSACHUSETTS AVE STE 3<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | RELIGIOUS LITERACY PROJECT       | 50,000  |
| PRESIDENT AND FELLOWS OF HARVARD COLLEGE<br>1033 MASSACHUSETTS AVE STE 3<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | RELIGIOUS LITERACY PROJECT       | 50,000. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                 | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION                                              | AMOUNT   |
|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------|----------|
|                                                                                            |                                                                                  |  |                                                                               |          |
| PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD<br>13 APPIAN WAY<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                        | 200,000. |
| PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD<br>13 APPIAN WAY<br>CAMBRIDGE, MA 02138 | N/A<br>PC                                                                        |  | TO SUPPORT DEAN'S VENTURE FUND AT THE HARVARD<br>GRADUATE SCHOOL OF EDUCATION | 200,000. |
| RAND CORPORATION<br>1776 MAIN ST<br>SANTA MONICA, CA 90401                                 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                        | 20,000.  |
| READWORKS INC<br>PO BOX 461<br>NEW YORK, NY 10101                                          | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                        | 50,000.  |
| REAL CLEAR FOUNDATION<br>666 DUNDEE RD STE 600<br>NORTHBROOK, IL 60062                     | N/A<br>PC                                                                        |  | IN SUPPORT OF REAL CLEAR ENERGY DIVISION                                      | 50,000.  |
| RESOURCES FOR THE FUTURE INC<br>1616 P ST NW<br>WASHINGTON, DC 20036                       | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                                                        | 1,000.   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                             | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |    | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|------------------------------------------------------------------------|------------------------------------------------|----|----------------------------------|---------|
|                                                                        | FOUNDATION STATUS OF RECIPIENT                 |    |                                  |         |
| RIVERVIEW SCHOOL INC<br>551 RTE 6A<br>EAST SANDWICH, MA 02537          | N/A                                            | PC | GENERAL & UNRESTRICTED           | 10,000. |
| RIVERVIEW SCHOOL INC<br>551 RTE 6A<br>EAST SANDWICH, MA 02537          | N/A                                            | PC | SECOND INSTALLMENT PLEDGE        | 50,000. |
| STAMFORD HOSPITAL<br>1351 WASHINGTON BLVD STE 20<br>STAMFORD, CT 06902 | N/A                                            | PC | GENERAL & UNRESTRICTED           | 20,000. |
| STAMFORD HOSPITAL<br>1351 WASHINGTON BLVD STE 20<br>STAMFORD, CT 06902 | N/A                                            | PC | CHARITABLE EVENT                 | 1,000.  |
| STAMFORD HOSPITAL<br>1351 WASHINGTON BLVD STE 20<br>STAMFORD, CT 06902 | N/A                                            | PC | SECOND INSTALLMENT PLEDGE        | 50,000. |
| STUDIO ART QUILT ASSOC INC<br>PO BOX 141<br>HEBRON, CT 06248           | N/A                                            | PC | GENERAL & UNRESTRICTED           | 22,000  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                     | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|--------------------------------------------------------------------------------|------------------------------------------------|---------------------|----------------------------------|---------|
|                                                                                | FOUNDATION                                     | STATUS OF RECIPIENT |                                  |         |
| SUMMER SEARCH BOSTON<br>3840 WASHINGTON ST, STE 2<br>JAMAICA PLAIN, MA 02130   | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 100,000 |
| TEKAMAH-HERMAN PUBLIC SCHOOLS FOUNDATION<br>234 S 13TH ST<br>TEKAMAH, NE 68061 | N/A                                            | PC                  | I-HELP PROGRAM                   | 1,000.  |
| TEKAMAH-HERMAN PUBLIC SCHOOLS FOUNDATION<br>234 S 13TH ST<br>TEKAMAH, NE 68061 | N/A                                            | PC                  | WEIGHT LIFTING PROGRAM           | 1,000   |
| TENACITY INC<br>38 EVERETT ST, LOWER LEVEL<br>BOSTON, MA 02134                 | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 50,000. |
| TEXTILE SOCIETY OF AMERICA INC<br>1742 PORTLAND AVE<br>SAINT PAUL, MN 55104    | N/A                                            | PC                  | GENERAL & UNRESTRICTED           | 1,000.  |
| THE CONNECTION INC<br>100 ROSCOMMON DR STE 203<br>MIDDLETOWN, CT 06457         | N/A                                            | PC                  | THE NANCY SMITH HOMESTEAD FUND   | 5,000.  |

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

ATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                              | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |                     | PURPOSE OF GRANT OR CONTRIBUTION                                                | AMOUNT   |
|-----------------------------------------------------------------------------------------|------------------------------------------------|---------------------|---------------------------------------------------------------------------------|----------|
|                                                                                         | FOUNDATION                                     | STATUS OF RECIPIENT |                                                                                 |          |
| THE METROPOLITAN MUSEUM OF ART<br>1000 5TH AVE<br>NEW YORK, NY 10028                    | N/A<br>PC                                      |                     | THE FUND FOR THE MET CAMPAIGN                                                   | 1,000.   |
| THE NEW YORK PUBLIC LIBRARY ASTOR LENOX AND TILDEN<br>445 5TH AVE<br>NEW YORK, NY 10016 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                          | 4,000    |
| THE PRESBYTERIAN CHURCH OF MT. KISCO<br>605 MILLWOOD RD<br>MT. KISCO, NY 10549          | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                          | 10,000.  |
| THE PRESBYTERIAN CHURCH OF MT. KISCO<br>605 MILLWOOD RD<br>MT. KISCO, NY 10549          | N/A<br>PC                                      |                     | CAPITAL GIFT FUND                                                               | 100,000. |
| THE YANKEE INSTITUTE FOR PUBLIC POLICY STUDIES INC<br>216 MAIN ST<br>HARTFORD, CT 06106 | N/A<br>PC                                      |                     | GENERAL & UNRESTRICTED                                                          | 65,000.  |
| TRUSTEES FOR HARVARD UNIVERSITY<br>1033 MASSACHUSETTS AVE STE 3<br>CAMBRIDGE, MA 02138  | N/A<br>PC                                      |                     | HARVARD KENNEDY SCHOOL - MOSSAVAR-RAHMANI CENTER<br>FOR BUSINESS AND GOVERNMENT | 50,000.  |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                           | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND |  | PURPOSE OF GRANT OR CONTRIBUTION                  | AMOUNT   |
|------------------------------------------------------------------------------------------------------|------------------------------------------------|--|---------------------------------------------------|----------|
|                                                                                                      | FOUNDATION STATUS OF RECIPIENT                 |  |                                                   |          |
| UNION FOR REFORM JUDAISM<br>633 3RD AVE 7TH FL<br>NEW YORK, NY 10017                                 | N/A<br>PC                                      |  | CHARITABLE EVENT                                  | 25,000   |
| UNITED WAY OF GREENWICH INC<br>500 W PUTNAM AVE STE 415<br>GREENWICH, CT 06830                       | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED                            | 10,000.  |
| UNIVERSITY OF NEBRASKA BOARD OF REGENTS - INTERNAT<br>1523 N 33RD ST<br>LINCOLN, NE 68583            | N/A<br>PC                                      |  | GENERAL & UNRESTRICTED                            | 50.      |
| UNIVERSITY OF NEBRASKA BOARD OF REGENTS - INTERNAT<br>1523 N 33RD ST<br>LINCOLN, NE 68583            | N/A<br>PC                                      |  | INTERNATIONAL QUILT STUDY CENTER & MUSEUM PROGRAM | 10,000.  |
| UNIVERSITY OF NEBRASKA FOUNDATION<br>1010 LINCOLN MALL, STE 300<br>LINCOLN, NE 68508                 | N/A<br>PC                                      |  | THIRD INSTALLMENT PLEDGE                          | 425,000. |
| UNIVERSITY OF NEBRASKA FOUNDATION - INTERNATIONAL<br>1010 LINCOLN MALL, STE 300<br>LINCOLN, NE 68583 | N/A<br>PC                                      |  | CHARITABLE EVENT                                  | 3,500.   |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

| RECIPIENT NAME AND ADDRESS                                                                         | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION       | AMOUNT            |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------------|-------------------|
|                                                                                                    |                                                                                  |  |                                        |                   |
| US FRIENDS OF THE INTERNATIONAL INSTITUTE FOR STRA<br>2121 K ST NW STE 801<br>WASHINGTON, DC 20037 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                 | 20,000            |
| WALLIN EDUCATION PARTNERS<br>5200 WILLSON RD STE 209<br>MINNEAPOLIS, MN 55424                      | N/A<br>PC                                                                        |  | SUPPORT FOUR SCHOLARS                  | 100,000.          |
| WHITNEY MUSEUM OF AMERICAN ART<br>99 GANSEVOORT ST<br>NEW YORK, NY 10014                           | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                 | 250.              |
| WILLA CATHER FOUNDATION<br>413 N WEBSTER ST<br>RED CLOUD, NE 68970                                 | N/A<br>PC                                                                        |  | GENERAL & UNRESTRICTED                 | 10,000.           |
| YMCA OF SAN DIEGO COUNTY<br>3708 RUFFIN RD<br>SAN DIEGO, CA 92123                                  | N/A<br>PC                                                                        |  | FINANCIAL AID FOR CAMP MARSTON PROGRAM | 15,000.           |
| TOTAL CONTRIBUTIONS PAID                                                                           |                                                                                  |  |                                        | <u>7,044,110.</u> |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 12

| DESCRIPTION                   | BUSINESS<br>CODE | AMOUNT          | EXCLUSION<br>CODE | RELATED OR EXEMPT |                 |
|-------------------------------|------------------|-----------------|-------------------|-------------------|-----------------|
|                               |                  |                 |                   | AMOUNT            | FUNCTION INCOME |
| K-1 INC/LOSS                  | 525990           | 335,282.        | 14                | 636,385.          |                 |
| FEDERAL TAX REFUND            |                  |                 | 01                | 100,069.          |                 |
| FOREIGN CURRENCY GAIN         |                  |                 | 01                | 393.              |                 |
| INCOME FROM OTHER INVESTMENTS |                  |                 | 14                | 138,939.          |                 |
| SEC 965 INCOME                |                  |                 | 14                | 2,643.            |                 |
| BANK FEES REFUND              |                  |                 | 01                | 390.              |                 |
| TOTALS                        |                  | <u>335,282.</u> |                   | <u>878,819.</u>   |                 |