

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

THE MEMTON FUND, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,709,518.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

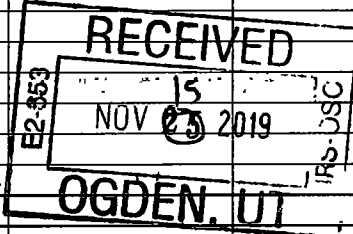
13-6096608

B Telephone number (see instructions)

(800) 839-1754

C If exemption application is pending, check here. ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	6,979.	6,979.		
4 Dividends and interest from securities	243,542.	243,542.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	657,738.			
b Gross sales price for all assets on line 6a 4,405,973.				
7 Capital gain net income (from Part IV, line 2)		657,737.		
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	1,410.	7,151.		
12 Total Add lines 1 through 11	909,669.	915,409.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits	5,124.			5,124.
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH. 2	8,700.	2,500.		6,200.
c Other professional fees (attach schedule) [3]	72,863.	72,863.		
17 Interest				
18 Taxes (attach schedule) (see instructions) [4]	41,866.	290.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy	300.			300.
21 Travel, conferences, and meetings	22,199.			22,199.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	52,681.	13,500.		38,450.
24 Total operating and administrative expenses. Add lines 13 through 23.	203,733.	89,153.		72,273.
25 Contributions, gifts, grants paid	554,350.			554,350.
26 Total expenses and disbursements Add lines 24 and 25	758,083.	89,153.	0.	626,623.
27 Subtract line 26 from line 12	151,506.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		826,256.		
c Adjusted net income (if negative, enter -0-)				



G50

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		810,656.	1,104,356.	1,104,356.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		* 200,000.	ATCH 6	
		Less: allowance for doubtful accounts ▶		200,000.	200,000.	200,000.
	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		6,589,491.	6,466,695.	6,802,115.
	c	Investments - corporate bonds (attach schedule) ATCH 8		224,800.	468,008.	438,559.
	Liabilities	11	Investments - land, buildings, and equipment basis (attach schedule) ▶			
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 9		2,509,216.	2,246,690.	3,164,488.
14		Land, buildings, and equipment basis (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,334,163.	10,485,749.	11,709,518.
17		Accounts payable and accrued expenses				
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons . .				
Net Assets or Fund Balances	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 ☐					
	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 ▶ ☒					
	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 . .		10,334,163.	10,485,749.	
30	Total net assets or fund balances (see instructions)		10,334,163.	10,485,749.		
31	Total liabilities and net assets/fund balances (see instructions)		10,334,163.	10,485,749.		

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	10,334,163.
2	Enter amount from Part I, line 27a	2	151,586.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,485,749.
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	10,485,749.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	657,737.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	600,625.	12,573,191.	0.047770
2016	612,598.	11,628,738.	0.052680
2015	614,745.	12,573,341.	0.048893
2014	644,912.	12,966,666.	0.049736
2013	562,649.	12,607,519.	0.044628
2 Total of line 1, column (d)			2 0.243707
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.048741
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 12,446,892.
5 Multiply line 4 by line 3.			5 606,674.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 8,263.
7 Add lines 5 and 6.			7 614,937.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 626,623.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1 8,263.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2
3 Add lines 1 and 2		3 8,263.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 8,263.
6 Credits/Payments		
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a 12,496.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 4,446.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 16,942.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10 8,679.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☒ 8,679. Refunded ☐ ☐		11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☒ NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► FOUNDATION SOURCE Telephone no ► 800-839-1754 Located at ► 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ► 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 2018, 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 ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	1b	X
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 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2018 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 2018)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2018?	4a	X
	4b	X

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

5a	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))?	☐ Yes	☒ No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.			5b
	Organizations relying on a current notice regarding disaster assistance, check here			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes	☒ No	

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 11		72,863.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	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)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,429,174.
b	Average of monthly cash balances	1b	642,777.
c	Fair market value of all other assets (see instructions).	1c	3,564,488.
d	Total (add lines 1a, b, and c)	1d	12,636,439.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	12,636,439.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	189,547.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,446,892.
6	Minimum investment return. Enter 5% of line 5	6	622,345.

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

1	Minimum investment return from Part X, line 6	1	622,345.
2a	Tax on investment income for 2018 from Part VI, line 5 2a		8,263.
b	Income tax for 2018 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b.	2c	8,263.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	614,082.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	614,082.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	614,082.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26.	1a	626,623.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	626,623.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions.	5	8,263.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	618,360.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				614,082.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			562,917.	
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>626,623.</u>				
a Applied to 2017, but not more than line 2a			562,917.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				63,706.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				550,376.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

NOT APPLICABLE

4942(1)(3) or		4942(1)(5)
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Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 12				
Total ▶ 3a				554,350.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	6,979.		
4 Dividends and interest from securities			14	243,542.		
5 Net rental income (or) (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income (or) (loss) from personal property						
7 Other investment income						
8 Gain (or) (loss) from sales of assets other than inventory	525990	1.	18	657,737.		
9 Net income (or) (loss) from special events . . .						
10 Gross profit (or) (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 13 _____		-5,742.		7,152.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-5,741.		915,410.		
13 Total. Add line 12, columns (b), (d), and (e)					13	909,669.

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

[illegible]

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
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash	1a(1)		X
(2)	Other assets	1a(2)		X
b	Other transactions:			
(1)	Sales of assets to a noncharitable exempt organization	1b(1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3)	Rental of facilities, equipment, or other assets	1b(3)		X
(4)	Reimbursement arrangements	1b(4)		X
(5)	Loans or loan guarantees	1b(5)		X
(6)	Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[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**

► Self-Willing

4/8/19

► TREASURE

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

11/05/2019

Check			
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9 | self-employed

PTIN	
------	--

P01345770

Firm's name ► FOUNDATION SOURCE

Firm's address ► ONE HOLLOW LN, STE 212

LAKE SUCCESS, NY

11042

Phone no 800-839-1754

Form **990-PF** (2018)

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 4,205,973	\$ 3,555,319	\$ 650,654
Cooper Square Offshore Fund, LTD	10/1/2017	Purchase	12/31/2018	\$ 100,000	\$ 104,340	\$ (56,862)
SEG Partners Offshore, LTD	12/31/2008	Purchase	12/31/2018	\$ 100,000	\$ 25,875	\$ (4,340)
Sec 751 gain on sale of partnership - Reiclass						\$ 74,125
						\$ (5,840)
Total included in Part IV				\$ 4,405,973	\$ 3,685,534	\$ 657,737
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 1
Part I, Line 6a Total						\$ 657,738

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AMERIGAS PARTNERS LP	-641.	
K-1 INC/LOSS ELM RIDGE VALUE PARTNERS, L	10,837.	10,837.
K-1 INC/LOSS HERON INCOME FUND, L.P	-13,974.	-3,686.
K-1 INC/LOSS RICE MIDSTREAM PARTNERS LP	-652.	
SEC 751 GAIN ON SALE AMERIGAS PARTNERS L	2,420.	
SEC 751 GAIN ON SALE RICE MIDSTREAM PART	3,420.	
TOTALS	<u>1,410.</u>	<u>7,151.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GEN. ACCOUNTING & BOOKKEEPING	8,700.	2,500.		6,200.
TOTALS	<u>8,700.</u>	<u>2,500.</u>		<u>6,200.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	72,863.	72,863.
TOTALS	<u>72,863.</u>	<u>72,863.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2018	11,500.	
990-PF EXTENSION FOR 2017	29,826.	
FOREIGN TAX PAID	290.	290.
STATE UBI TAX 2017	250.	
TOTALS	<u>41,866.</u>	<u>290.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	36,950.		36,950.
BANK CHARGES	13.	13.	
INDEMNIFICATION INSURANCE	750.		750.
K-1 EXP ELM RIDGE VALUE PARTNE	13,269.	13,269.	
K-1 EXP HERON INCOME FUND, L.P	949.	218.	
STATE OR LOCAL FILING FEES	750.		750.
TOTALS	<u>52,681.</u>	<u>13,500.</u>	<u>38,450.</u>

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

BORROWER: STAGE ONE CORP CONVERTIBLE NOTE
ORIGINAL AMOUNT: 200,000.
INTEREST RATE: 6.0000 %
DATE OF NOTE: 05/07/2015
MATURITY DATE: 09/23/2019
REPAYMENT TERMS: INTEREST AND PRINCIPAL
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: INVESTMENT
DESCRIPTION AND FMV CASH
OF CONSIDERATION: 200,000.

BEGINNING BALANCE DUE 200,000.

ENDING BALANCE DUE 200,000.

ENDING FAIR MARKET VALUE 200,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 200,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 200,000.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 200,000.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC	25,889.	36,876.
ACCENTURE PLC	34,271.	40,188.
AERCAP HOLDING N.V	35,991.	26,730.
ALPHABET INC CL A	35,791.	43,888.
ALPHABET INC CL C	76,247.	163,626.
AMAZON COM	26,584.	162,213.
AMGEN INC	14,945.	33,094.
ANADARKO PETROLEUM CORP	23,679.	13,152.
ANALOG DEVICES INC	27,579.	35,190.
ANNALY CAPITAL MANAGEMENT INC	60,862.	57,443.
AON PLC	16,207.	63,958.
APPLE INC	25,957.	62,781.
BERKSHIRE HATHAWAY INC. CLASS	108,928.	199,076.
BLACKLINE INC	29,725.	30,713.
CHARLES SCHWAB CORP	50,536.	49,836.
CHARTER COMMUNICATIONS, INC	49,384.	54,144.
CHEVRON CORP	55,057.	60,378.
CHUBB LIMITED	57,029.	56,839.
CITIGROUP INC	151,453.	149,568.
COGNEX CORPORATION	20,501.	21,655.
COMCAST CORP	181,629.	181,452.
CROWN CASTLE INTL	70,759.	79,843.
DISH NETWORK CORPORATION	71,841.	31,287.
DOLLAR TREE INC	45,810.	49,676.
ECOLAB INC	8,487.	21,955.
ENBRIDGE INC	48,958.	45,066.
EOG RESOURCES INC	25,291.	27,035.
FACEBOOK INC	63,672.	52,174.
FISERV INC	15,743.	14,698.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GCI LIBERTY, INC.	38,142.	35,109.
GENERAL ELECTRIC CO	22,457.	17,434.
GENERAL MOTORS	59,902.	56,698.
GMAC CAPITAL TRUST I - 8.125%	31,723.	31,688.
GOLDMAN SACHS GROUP	89,238.	83,525.
HDFC BANK LTD ADR	39,361.	51,795.
HENRY SCHEIN INC	8,139.	25,126.
HILTON WORLDWIDE HOLDINGS, INC	22,351.	23,694.
INTEL CORP	32,252.	47,165.
INTUIT	28,477.	48,228.
JP MORGAN CHASE	41,780.	43,929.
KEYENCE CORP (JPY) 50	28,138.	50,803.
LIBERTY BROADBAND CORPORATION	23,457.	20,168.
LIBERTY GLOBAL PLC - SERIES C	47,405.	62,622.
LIBERTY TRIPADVISOR HOLDINGS,	4,389.	8,501.
LOCKHEED MARTIN CORP	69,681.	58,390.
MARRIOTT INTERNATIONAL INC. CL	63,874.	85,220.
MICROSOFT CORP	70,260.	223,149.
MOHAWK INDS INC	78,841.	46,901.
MORGAN STANLEY	46,047.	52,219.
NESTLE S.A	21,848.	32,384.
NEW RESIDENTIAL INVESTMENT COR	58,128.	51,867.
NIDEC CORPORATION NPV	28,461.	33,750.
NOBLE ENERGY INC	29,187.	13,132.
NVIDIA CORP	14,330.	16,020.
ORACLE CORP	65,182.	91,564.
OSTERWEIS FUND	1,269,114.	771,055.
OSTERWEIS STRATEGIC INCOME FUN	1,894,834.	1,799,530.
PIMCO INCOME FUND	1,605.	1,591.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PPL CORPORATION	50,429.	45,895.
ROSS STORES, INC	32,354.	40,768.
ROYAL DUTCH SHELL PLC SPONS ADR	32,498.	36,863.
SHERWIN-WILLIAMS CO	16,352.	39,346.
SYNCHRONY FINANCIAL	33,778.	31,671.
TENCENT HOLDINGS LTD	22,000.	44,110.
TEXAS INSTRUMENTS INC	20,247.	25,988.
THERMO FISHER SCIENTIFIC INC	24,072.	40,282.
TJX COMPANIES INC	29,167.	35,792.
TRIPADVISOR LLC	34,690.	51,243.
TWENTY-FIRST CENTURY FOX CL B	83,589.	119,928.
TWO HARBORS INVT CO - 7.25%	43,444.	41,708.
UNION PACIFIC	19,289.	37,322.
UNITEDHEALTH GROUP INC	8,124.	103,634.
VISA INC	37,859.	58,054.
WAL-MART STORES INC	47,987.	58,685.
WALT DISNEY HOLDINGS CO	48,126.	68,531.
WELLS FARGO & CO	170,478.	149,115.
WHEATON PRECIOUS METALS CORP	24,804.	25,389.
TOTALS	<u>6,466,695.</u>	<u>6,802,115.</u>

FORM 990PF, PART II - CORPORATE BONDSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN EXPRESS CO - 5.200% -	107,880.	106,380.
AMERICAN EXPRESS CO BOND - 4.9	45,000.	43,524.
GENERAL MTRS FINL COINC NOTE -	40,000.	40,012.
GOLDMAN SACHS GROUP PERP - 5.0	95,760.	84,500.
JPMORGAN CHASE - 7.900% - 12/3	39,565.	40,436.
JPMORGAN CHASE NOTE - 4.625% -	81,493.	72,029.
SUNTRUST BKS INC - 5.125% - 12	58,310.	51,678.
TOTALS	<u>468,008.</u>	<u>438,559.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COOPER SQUARE OFFSHORE FUND, L	895,660.	858,408.
ELM RIDGE VALUE PARTNERS, LP	413,334.	285,519.
HERON INCOME FUND, L.P	433,192.	331,220.
SEG PARTNERS OFFSHORE, LTD	504,504.	1,689,341.
TOTALS	<u>2,246,690.</u>	<u>3,164,488.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,205,973.		PUBLICLY-TRADED SECURITIES 3,555,319.					650,654.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					-56,862.	
		SEC 751 GAIN ON SALE OF PTSHP RECLASS					-5,840.	
100,000.		COOPER SQUARE OFFSHORE FUND, LTD 104,340.				P	10/01/2017 -4,340.	12/31/2018
100,000.		SEG PARTNERS OFFSHORE, LTD 25,875.				P	12/31/2008 74,125.	12/31/2018
TOTAL GAIN (LOSS)							<u>657,737.</u>	

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FRANK B ARISMAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, ASSISTANT TREAS 1.00	0.	0.	0.
MARY ANN ARISMAN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
ELIZABETH DRUMWRIGHT FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 1.00	0.	0.	0.
ROBERT V EDGAR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
E 'SHEPI' SHEPARD FARRAR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES 2.00	0.	0.	0.
ELLEN W LEVY FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SAMUEL 'TOMA' THOMAS MILBANK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
SAMUEL L 'TONY' MILBANK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	TREAS, DIR 1.00	0.	0.	0.
THOMAS L MILBANK FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
KAREN QUACKENBUSH FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
PAMELA WHITE FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

99QPF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FIDUCIARY TRUST INTERNATIONAL 280 PARK AVENUE NEW YORK, NY 10017	INVESTMENT MGT	72,863.
TOTAL COMPENSATION		<u>72,863.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
23 ARTS INITIATIVE INC PO BOX 203 TANNERSVILLE, NY 12485	N/A	PC	GENERAL & UNRESTRICTED	1,000
23 ARTS INITIATIVE INC PO BOX 203 TANNERSVILLE, NY 12485	N/A	PC	23 ARTS INITIATIVE	5,000
ACLU FOUNDATION OF MASSACHUSETTS INC 211 CONGRESS ST BOSTON, MA 02110	N/A	PC	GENERAL & UNRESTRICTED	1,000
ADVOCATES FOR ACADEMIC EXCELLENCE IN EDUCATION INC 2001 LEON C SIMON DR NEW ORLEANS, LA 70122	N/A	PC	STUDENT NEEDS FUND	500
ALASKA CONSERVATION FOUNDATION 911 W 8TH AVE, STE 300 ANCHORAGE, AK 99501	N/A	PC	GENERAL & UNRESTRICTED	10,000
ALCOHOL AND DRUG COUNCIL OF TOMPKINS COUNTY INC 201 E GREEN ST STE 500 ITHACA, NY 14850	N/A	PC	GENERAL & UNRESTRICTED	50,000

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ALIMA USA INC ONE WHITEHALL ST, 2ND FL NEW YORK, NY 10004	N/A PC		GENERAL & UNRESTRICTED	10,000
ALIVE INC 2723 KING ST ALEXANDRIA, VA 22302	N/A PC		GROCERY COLLECTION PROJECT, AND RELATED FOOD DISTRIBUTION FUND	10,000
ALL SOULS CHURCH P O BOX 451 TANNERSVILLE, NY 12485	N/A PC		OUTREACH FUND	500
AMERICAN CAVE CONSERVATION ASSOCIATION 119 E MAIN ST HORSE CAVE, KY 42749	N/A PC		GENERAL & UNRESTRICTED	2,500
ANIMAL WELFARE LEAGUE OF ARLINGTON VA INCORPORATED 2650 S ARLINGTON MILL DR ARLINGTON, VA 22206	N/A PC		GENERAL & UNRESTRICTED	3,000
APPLE HILL CENTER FOR CHAMBER MUSIC INC PO BOX 217 SULLIVAN, NH 03445	N/A PC		GENERAL & UNRESTRICTED	1,800

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ARTS COUNCIL OF PRINCETON 102 WITHERSPOON ST PRINCETON, NJ 08542	N/A PC		SCHOLARSHIP FUND	750
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC		GENERAL & UNRESTRICTED	3,500
BROOKS SCHOOL 1160 GREAT POND RD NORTH ANDOVER, MA 01845	N/A PC		ALUMNI CLASS OF 1959 FUND	500
BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 E 73RD ST NEW YORK, NY 10021	N/A PC		CLASS OF 1954 ANNUAL FUND	500
CASCADE PUBLIC MEDIA 401 MERCER ST SEATTLE, WA 98109	N/A PC		KCTS DIVISION	1,000
CENTER FOR NATIONAL INDEPENDENCE IN POLITICS - PRO 575 S VIA GUADALUPE TUCSON, AZ 85716	N/A PC		GENERAL & UNRESTRICTED	5,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVE ANNAPOLIS, MD 21403	N/A	PC	ENVIRONMENTAL EDUCATION-TEACHER PROFESSIONAL DEVELOPMENT PROGRAM	10,000
CHILDRENS LAW CENTER OF WASHINGTON PS 9900 WILLOWS RD NE REDMOND, WA 98052	N/A	PC	GENERAL & UNRESTRICTED	6,000
CHIMPS INC PO BOX 6973 BEND, OR 97708	N/A	PC	GENERAL & UNRESTRICTED	1,000
CITIZENS COMMITTEE TO SAVE OUR CANYONS 924 S 400 W STE B115 SALT LAKE CTY, UT 84101	N/A	PC	GENERAL & UNRESTRICTED	4,250
COLORADO COLLEGE 14 E CACHE LA POUFRE ST COLORADO SPRINGS, CO 80903	N/A	PC	FINANCIAL NEED BASED SCHOLARSHIP FUND	2,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A	PC	BIG BROTHERS AND SISTERS OF THE SUN COAST, INC ASSISTANCE TO CHILDREN IN NEED	6,000

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

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		BOYS & GIRLS CLUBS OF SARASOTA COUNTY FOOD PROGRAM FOR FRESH FOOD	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		FLORIDA SHERIF'S ASSOCIATION FLORIDA STATE YOUTH RANCHES SUMMER PROGRAM SCHOLARSHIP FUND & EQUIPMENT FUND FOR THOSE IN NEED	5,000.
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		HABITAT FOR HUMANITY SARASOTA VETERAN BUILD PROGRAM	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		HONOR SANCTUARY INC CHILDREN'S EDUCATION PROGRAM	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		LOVE MCKINLEY FOUNDATION	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		MOTE MARINE LABORATORY EDUCATIONAL PROGRAMS	5,000

THE MENTON FUND, INC

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		SELAH FREEDOM AWARENESS PROGRAMS	20,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		SUGAR VOLUNTEERS INC	1,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		THE JR LEAGUE OF SARASOTA OUTREACH PROGRAMS	5,000
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		THE POLICE ATHLETIC LEAGUE OF MANATEE COUNTY INC SUMMER PROGRAMS SCHOLARSHIP FUND & EQUIPMENT FUND FOR THOSE IN NEED	1,500
COMMUNITY FOUNDATION OF SARASOTA COUNTY INC 2635 FRUITVILLE RD SARASOTA, FL 34237	N/A PC		WILLIAM MONROE ROWLETT ACADEMY FAMILIES HELPING FAMILIES PROGRAM	10,000
COVENANT HOUSE 5 PENN PLZ NEW YORK, NY 10001	N/A PC		EDUCATIONAL SERVICES PROGRAM	3,000

ATTACHMENT 12

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DIVINE ALTERNATIVES FOR DADS SERVICES (DADS) 5709 RAINIER AVE S SEATTLE, WA 98118	N/A PC	GENERAL & UNRESTRICTED	5,000
ELECTRIC EARTH CONCERTS PO BOX 44 PETERBOROUGH, NH 03458	N/A PC	GENERAL & UNRESTRICTED	1,800
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 J5-200 SEATTLE, WA 98109	N/A PC	GENERAL & UNRESTRICTED	2,000
FRIENDS OF THE WORLD FOOD PROGRAM INC 1725 EYE ST NW STE 510 WASHINGTON, DC 20006	N/A PC	SCHOOL MEALS PROGRAM	5,000.
FUTURE BUSINESS LEADERS OF AMERICA PHI BETA LAMBDA 1912 ASSOCIATION DR RESTON, VA 20191	N/A PC	CASTLEWOOD HIGH SCHOOL AND OTHER SCHOOL PROGRAMS	10,000
GAME OF VILLAGE INC PO BOX 323 KEENE, NH 03431	N/A PC	GENERAL & UNRESTRICTED	500

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SAMARITAN FOUNDATION PO BOX 5299 TACOMA, WA 98415	N/A PC	COMFORT THERAPY PROGRAM	3,000
HEALTHY ENVIRONMENT ALLIANCE OF UTAH 824 S 400 W STE B-111 SALT LAKE CITY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	4,250
HEIFER INTERNATIONAL FOUNDATION 11 WORLD AVE LITTLE ROCK, AR 72202	N/A PC	GENERAL & UNRESTRICTED	2,000
HISTORIC HARRISVILLE INC PO BOX 79 HARRISVILLE, NH 03450	N/A PC	GENERAL & UNRESTRICTED	4,500
HOLDERNESS SCHOOL PO BOX 1879 PLYMOUTH, NH 03264	N/A PC	GENERAL & UNRESTRICTED	2,000
HOPALONG ANIMAL RESCUE PO BOX 27507 OAKLAND, CA 94602	N/A PC	GENERAL & UNRESTRICTED	2,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
HUNTER FOUNDATION INC PO BOX 563 TANNERSVILLE, NY 12485	N/A PC		IN SUPPORT OF THE MOUNTAIN TOP ARBORETUM	1,000
INSTITUTE OF INTERNATIONAL EDUCATION INC 809 UNITED NATIONS PLZ 6 NEW YORK, NY 10017	N/A PC		SCHOLAR RESCUE FUND	5,000
INTERNATIONAL ANTI-POACHING FOUNDATION INC PO BOX 207 VOLCANO, CA 95689	N/A PC		GENERAL & UNRESTRICTED	5,000
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	N/A PC		GENERAL & UNRESTRICTED	18,000
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	N/A PC		CAPITAL CAMPAIGN	50,000
JOURNEYS IN EDUCATION INC 26 MAIN ST PETERBOROUGH, NH 03458	N/A PC		GENERAL & UNRESTRICTED	4,500

ATTACHMENT 12

THE MEMTON FUND, INC

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP HART COUNTY PO BOX 688 MUNFORDVILLE, KY 42765	N/A PC	GENERAL & UNRESTRICTED	750
LISTENERS COMMUNITY RADIO OF UTAH INC KRCL-FM 1971 W N TEMPLE SALT LAKE CTV, UT 84116	N/A PC	GENERAL & UNRESTRICTED	2,500
MADEIRA SCHOOL INC 8328 GEORGETOWN PIKE MCLEAN, VA 22102	N/A PC	SCHOLARSHIP FUND	25,000
MARINE MAMMAL CENTER 2000 BUNKER RD, FORT CRONKHITE SAUSALITO, CA 94965	N/A PC	GENERAL & UNRESTRICTED	3,000
MEDECINS SANS FRONTIERES USA INC - DOCTORS WITHOUT PO BOX 5030 HAGERSTOWN, MD 21741	N/A PC	GENERAL & UNRESTRICTED	7,500
MISS PORTERS SCHOOL INC 60 MAIN ST FARMINGTON, CT 06032	N/A PC	GENERAL & UNRESTRICTED	1,000

ATTACHMENT 12

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MONADNOCK MUSIC 2A CONCORD ST PETERBOROUGH, NH 03458	N/A PC	GENERAL & UNRESTRICTED	4,500
MPT FOUNDATION INC 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117	N/A PC	GENERAL & UNRESTRICTED	3,000
NELSON CONGREGATIONAL CHURCH 830 NELSON RD NELSON, NH 03457	N/A PC	GENERAL & UNRESTRICTED	1,500
NEW 42ND STREET INC 229 W 42ND ST 10TH FL NEW YORK, NY 10036	N/A PC	EDUCATION PROGRAM	3,000
NEW YORK CITY BALLET INC 20 LINCOLN CENTER PLZ NEW YORK, NY 10023	N/A PC	EDUCATION AND COMMUNITY PROGRAM	4,000
NEW YORK PUBLIC RADIO 160 VARICK ST NEW YORK, NY 10013	N/A PC	WNCN - THE GREENE SPACE AND WQXR DIVISION	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OLYMPUS AQUATICS 1917 E 3780 S SALT LAKE CTY, UT 84106	N/A PC		SCHOLARSHIP FUND AND COMMUNITY OUTREACH PROGRAM	3,000
ONTEORA HISTORIC PRESERVATION TRUST INC PO BOX 592 TANNERSVILLE, NY 12485	N/A PC		GENERAL & UNRESTRICTED	2,000
PACIFIC ISLANDERS IN COMMUNICATIONS 615 PILIKOI ST STE 1504 HONOLULU, HI 96814	N/A PC		GUAM AND CNMI OUTREACH PROGRAM	2,500
PACIFIC PUBLIC MEDIA PO BOX 44459 TACOMA, WA 98448	N/A PC		KNKX DIVISION	1,000
PEARL S BUCK INTERNATIONAL INC 520 DUBLIN RD PERKASIE, PA 18944	N/A PC		TUTORIAL (PHILIPPINES) PROGRAM	3,000
PETERBOROUGH PLAYERS INC PO BOX 118 PETERBOROUGH, NH 03458	N/A PC		GENERAL & UNRESTRICTED	2,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PRESIDENT AND TRUSTEES OF BATES COLLEGE 2 ANDREWS RD LEWISTON, ME 04240	N/A	PC	GENERAL & UNRESTRICTED	3,000
PROJECT MOST INC PO BOX 1486 EAST HAMPTON, NY 11937	N/A	PC	AFTER SCHOOL PROGRAM	2,500
PROJECT ORBIS INTERNATIONAL INC 520 8TH AVE 12TH FL NEW YORK, NY 10018	N/A	PC	GENERAL & UNRESTRICTED	5,000
REFUGEE & IMMIGRANT CENTER FOR EDUCATION & LEGAL S 5121 CRESTWAY RD STE 105 WINDCREST, TX 78239	N/A	PC	GENERAL & UNRESTRICTED	1,000
RHIZOME COMMUNICATIONS INC 235 BOWERY NEW YORK, NY 10002	N/A	PC	ARTS IN PARTS PROGRAM	1,000
ROOTS OF RENEWAL NOLA PO BOX 791788 NEW ORLEANS, LA 70179	N/A	PC	GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
SAINT JAMES SCHOOL 3217 W CLEARFIELD ST PHILADELPHIA, PA 19132	N/A	PC	FOOD AND NUTRITION PROGRAM	3,000
SALT LAKE ACTING COMPANY 168 W 500 N SALT LAKE CTY, UT 84103	N/A	PC	GENERAL & UNRESTRICTED	5,000
SALT LAKE FILM SOCIETY 111 E BROADWAY STE 99 SALT LAKE CTY, UT 84111	N/A	PC	GENERAL & UNRESTRICTED	1,000
SAVE INDIAN FARMERS 137 COURTS LN LITTLE ROCK, AR 72223	N/A	PC	KITCHEN GARDENS PROJECT	1,500
SHIPLEY SCHOOL 814 YARROW ST BRYN MAWR, PA 19010	N/A	PC	THEATER PROGRAM	750
SOCIETY FOR FRENCH HISTORICAL STUDIES 345 BOYER AVE WALLA WALLA, WA 99362	N/A	PC	FARRAR SCHOLARSHIP FUND	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOLDIER ON FOUNDATION INC 290 MERRILL RD PITTSFIELD, MA 01201	N/A PC	GENERAL & UNRESTRICTED	2,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	2,000
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104	N/A PC	TEACHING TOLERANCE PROGRAM	1,000
TACOMA AREA LITERACY COUNCIL PO BOX 7210 TACOMA, WA 98417	N/A PC	GENERAL & UNRESTRICTED	3,000
TANZANIAN CHILDRENS FUND INC 9 WATERHOUSE ST CAMBRIDGE, MA 02138	N/A PC	RIFT VALLEY CHILDREN'S VILLAGE MEDICAL PROGRAM	5,000
THE DIAN FOSSEY GORILLA FUND INTERNATIONAL 800 CHEROKEE AVE ATLANTA, GA 30315	N/A PC	GENERAL & UNRESTRICTED	4,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE ROAD HOME 210 S RIO GRANDE ST SALT LAKE CTY, UT 84101	N/A PC	GENERAL & UNRESTRICTED	7,000
THEATER PROJECT A NJ NONPROFIT CORPORATION 676 LEXINGTON RD UNION, NJ 07083	N/A PC	GENERAL & UNRESTRICTED	1,000
THREAD INC PO BOX 1584 BALTIMORE, MD 21203	N/A PC	GENERAL & UNRESTRICTED	1,000
TREE OF LIFE FOUNDATION PO BOX 778 PATAGONIA, AZ 85624	N/A PC	BENJAMIN HILL NUTRITION AND DIABETES SCREENING PROGRAM	3,000
TREVOR DAY SCHOOL 312 E 95TH ST NEW YORK, NY 10128	N/A PC	GENERAL & UNRESTRICTED	1,000
TRINITY COLLEGE 300 SUMMIT ST HARTFORD, CT 06106	N/A PC	CLASS OF 1964 FUND	500

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY EPISCOPAL SCHOOLS CORPORATION 139 W 91ST ST NEW YORK, NY 10024	N/A PC		GENERAL & UNRESTRICTED	2,000
TRUSTEES OF COLUMBIA UNIVERSITY 722 W 168TH ST, 12TH FL NEW YORK, NY 10032	N/A PC		THE EARTH INSTITUTE PROGRAM	2,000
TRUSTEES OF DARTMOUTH COLLEGE 7 LEBANON ST STE 302 HANOVER, NH 03755	N/A PC		TUCK SCHOOL CLASS OF 1967 FUND	500
TRUSTEES OF PRINCETON UNIVERSITY PRINCETON UNIVERSITY PO BOX 291 PRINCETON, NJ 08544	N/A PC		GENERAL & UNRESTRICTED	10,000
TRUSTEES OF THE SMITH COLLEGE 33 ELM ST NORTHAMPTON, MA 01063	N/A PC		ADA COMSTOCK SCHOLARS PROGRAM	2,000
UNION SETTLEMENT ASSOC 237 E 104TH ST NEW YORK, NY 10029	N/A PC		MENTAL HEALTH SERVICES PROGRAM	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A	PC	KUED DIVISION	3,000
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A	PC	KUED-TV PROGRAM	2,500
UNIVERSITY OF UTAH 201 PRESIDENTS CIR RM 203 SALT LAKE CTY, UT 84112	N/A	PC	PIONEER THEATER PROGRAM	4,000
UNIVERSITY OF UTAH, KUER RADIO DIVISION ECCLES BROADCAST CTR, 101 S WASATCH DR SALT LAKE CITY, UT 84112	N/A	PC	KUER 90 1 PROGRAM	2,500
UNIVERSITY OF UTAH, KUER RADIO DIVISION ECCLES BROADCAST CTR, 101 S WASATCH DR SALT LAKE CITY, UT 84112	N/A	PC	KUER RADIO PROGRAM	3,000
UNIVERSITY OF WASHINGTON FOUNDATION 1900 COMMERCE ST TACOMA, WA 98402	N/A	PC	CENTER FOR SPORTS CARDIOLOGY	3,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UTAH GOLF FOUNDATION 4444 S 700 E SALT LAKE CITY, UT 84107	N/A PC		VETS ON COURSE VETERAN SCHOLARSHIP FUND	1,000
VERMONT JAZZ CENTER INC 72 COTTONMILL HILL STE 222 BRATTLEBORO, VT 05301	N/A PC		GENERAL & UNRESTRICTED	2,000
WASATCH HOMELESS HEALTH CARE INC 409 W 400 S SALT LAKE CTY, UT 84101	N/A PC		GENERAL & UNRESTRICTED	7,000
WATSON 4740 TABLE MESA DR BOULDER, CO 80305	N/A PC		GENERAL & UNRESTRICTED	1,000
WGBH EDUCATIONAL FOUNDATION ONE GUEST ST BOSTON, MA 02135	N/A PC		GENERAL & UNRESTRICTED	2,000
WILDLIFE CENTER FRIENDS INC PO BOX 161 TITUSVILLE, NJ 08560	N/A PC		AUTISM AND WILDLIFE PRESERVATION PROGRAM	500

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WMHT EDUCATIONAL TELECOMMUNICATIONS INC 4 GLOBAL VIEW TROY, NY 12180	N/A PC		GENERAL & UNRESTRICTED	1,000
WNET 825 8TH AVE NEW YORK, NY 10019	N/A PC		EDUCATION PROGRAM	4,000
WOMENS CITY CLUB OF NEW YORK INC 110 W 40TH ST STE1002 NEW YORK, NY 10018	N/A PC		CITYWIDE SOCIAL SERVICES RESOURCE GUIDE PROJECT	15,000
WORK WORKS INC 34 HUDSON HARBOUR DR POUGHKEEPSIE, NY 12601	N/A PC		OFFICE EXPENSES FUND	4,000
WORLD ANIMAL PROTECTION 450 7TH AVE, 31ST FL NEW YORK, NY 10123	N/A PC		GENERAL & UNRESTRICTED	1,000
YOUR PUBLIC RADIO CORPORATION 2216 N CHARLES ST BALTIMORE, MD 21218	N/A PC		GENERAL & UNRESTRICTED	1,000

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

ATTACHMENT 12 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

YWCA PIERCE COUNTY
405 BROADWAY
TACOMA, WA 98402

N/A
PC

DOMESTIC VIOLENCE LEGAL SUPPORT PROGRAM

3,000

TOTAL CONTRIBUTIONS PAID

554,350

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
K-1 INC/LOSS	525990	-11,582.	14	7,152.
SEC 751 GAIN ON SALE OF PTSHP	525990	5,840.		
TOTALS		<u>-5,742.</u>		<u>7,152.</u>