

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

OMB No 1545-0052

2018

Open to Public Inspection

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.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation
ROBERT AND ARDIS JAMES FOUNDATION, 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

A Employer identification number
46-3298762

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

C If exemption application is pending, check here ☐ **6**

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 ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation **04**
☐ 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) ▶ \$ 183,795,451.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	46,333,409.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	107,358.	107,358.		
	4 Dividends and interest from securities	234,299.	234,299.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,979,913.			
	b Gross sales price for all assets on line 6a 22,163,976.				
	7 Capital gain net income (from Part IV, line 2)		27,720,043.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	2,062,068.	1,961,980.		
	12 Total. Add lines 1 through 11	76,717,047.	30,023,680.		
	13 Compensation of officers, directors, trustees, etc.	119.			119.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH. 2	8,764.	5,025.		3,739.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) [3]	624,572.	317,072.		307,500.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [4]	1,180,313.	103,175.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,401.	26.		11,348.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	2,926,781.	2,750,048.		126,272.
	24 Total operating and administrative expenses. Add lines 13 through 23.	4,751,950.	3,175,346.		448,978.
	25 Contributions, gifts, grants paid	9,275,560.			9,275,560.
	26 Total expenses and disbursements Add lines 24 and 25	14,027,510.	3,175,346.	0.	9,724,538.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	62,689,537.			
	b Net investment income (if negative, enter -0-)		26,848,334.		
	c Adjusted net income (if negative, enter -0-)				

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		10,928,627.	20,838,956.	20,838,956.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶		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 6		6,932,396.	11,340,326.	8,966,913.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 7		51,407,088.	103,839,616.	153,989,582.	
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)		73,329,361.	136,018,898.	183,795,451.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	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		73,329,361.	136,018,898.	
	30	Total net assets or fund balances (see instructions)		73,329,361.	136,018,898.	
	31	Total liabilities and net assets/fund balances (see instructions)		73,329,361.	136,018,898.	

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	73,329,361.
2	Enter amount from Part I, line 27a	2	62,689,537.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	136,018,898.
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	136,018,898.

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	27,720,043.	
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	7,196,806.	97,046,657.	0.074158
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
2 Total of line 1, column (d)			2 0.289469
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 0.057894
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 182,578,974.
5 Multiply line 4 by line 3.			5 10,570,227.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 268,483.
7 Add lines 5 and 6.			7 10,838,710.
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 9,724,538.

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	536,967.
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	536,967.
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	536,967.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	655,591.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	655,591.
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	118,624.
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 118,624. 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 If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ 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 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	☒	☐
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	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	☒	☐
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 ▶	☐	☒

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 ▶ ☐	☐	☒
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?	☐	☒
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 ▶		
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)	☐	☒
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?	☐	☒

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		
	Organizations relying on a current notice regarding disaster assistance, check here ☐	5b	
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?		
	If "Yes" to 6b, file Form 8870	6b	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 8		119.	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."

[illegible]

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

Part IX-A	Summary of Direct Charitable Activities
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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.

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

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

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	9,807,782.
b	Average of monthly cash balances	1b	16,180,306.
c	Fair market value of all other assets (see instructions)	1c	159,371,276.
d	Total (add lines 1a, b, and c)	1d	185,359,364.
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	185,359,364.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,780,390.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	182,578,974.
6	Minimum investment return. Enter 5% of line 5	6	9,128,949.

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	9,128,949.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	536,967.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	279,307.
c	Add lines 2a and 2b.	2c	816,274.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	8,312,675.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	8,312,675.
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	8,312,675.

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	9,724,538.
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	9,724,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,724,538.

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				8,312,675.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
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 <u>933,920.</u>				
f Total of lines 3a through e	<u>933,920.</u>			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>9,724,538.</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				8,312,675.
e Remaining amount distributed out of corpus.	<u>1,411,863.</u>			
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	<u>2,345,783.</u>			
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.				
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	<u>2,345,783.</u>			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017 <u>933,920.</u>				
e Excess from 2018 <u>1,411,863.</u>				

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 2018, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

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

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**

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 10				
Total ▶ 3a				9,275,560.
b Approved for future payment				
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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 11/06/2019	Check ☐ if self-employed	PTIN P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

Form **990-PF** (2018)

Schedule of Contributors

OMB No 1545-0047

2018

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

Name of the organization

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 (entering "N/A" in column (b) instead of the contributor name and address), 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) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES, ROBERT 122 PALMERS HILL RD., APT. 1209 STAMFORD, CT 06902	\$ 46,333,409.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization 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. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	KF PAGLIA-JAMES ASSOCIATES LLC	\$ 9,088,073.	01/01/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	RCR JAMES ASSOCIATES, LLC	\$ 33,546,174.	01/01/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	MATTHEWS INDIA FUND MINDX, 9114.168 SH.	\$ 319,269.	01/10/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	AMAZON COM AMZN, 196 SH.	\$ 252,757.	01/12/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ALPHABET INC CL C GOOG, 270 SH.	\$ 303,697.	01/17/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ASCENTY INVESTORS III LLC	\$ 502,528.	07/01/2018

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. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	AMAZON COM AMZN, 247 SH.	\$ 497,349.	08/31/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	ALPHABET INC CL C GOOG, 270 SH.	\$ 318,736.	09/05/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	EXPRESS SCRIPTS HOLDING CO ESRX, 14900 SH.	\$ 1,504,826.	11/29/2018
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization 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 from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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						
Adyen BV	1/25/2008	P	6/20/2018	\$ 6,058,537	\$ 5,794,886	\$ 263,651
Adyen BV	1/25/2008	P	9/20/2018	\$ 3,681,776	\$ 158,994	\$ 11,395,638
Corsair IV Financial Service Capital Partners	11/24/2010	P	6/1/2018	\$ 11,002,536	\$ 166,930	\$ 3,522,782
RCG Longview Debt Fund IV, LP	12/3/2007	P	12/27/2018	\$ 1,406,100	\$ 874,925	\$ 10,835,606
Distributions in Excess of Basis				\$ 15,027	\$ 130,237	\$ 531,175
						\$ (115,210)
						\$ 83,528
Total included in Part IV				\$ 22,163,976	\$ 7,125,972	\$ 26,517,170
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 1,462,743
Part I, Line 6a Total						\$ 27,979,913

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AAVIN MEZZANINE FUND LP	244,479.	244,479.
K-1 INC/LOSS ASCENTY INVESTORS III LLC	1,286.	1,286.
K-1 INC/LOSS CAPITAL INT PRV EQTY FND VI	13,093.	13,093.
K-1 INC/LOSS CORSAIR III FINL SRVCS CPTL	13,167.	13,167.
K-1 INC/LOSS CORSAIR IV FIN SRVCS CPTL	9,159.	9,159.
K-1 INC/LOSS CORSAIR KOREA INVESTORS LLC	19,997.	19,997.
K-1 INC/LOSS EAST ROCK FOCUS FUND LP	170,033.	169,466.
K-1 INC/LOSS EDGE PRINCIPAL INV II, LP	-36,255.	-16,541.
K-1 INC/LOSS EDGE PRINCIPAL INV III, LP	-240,396.	-198,328.
K-1 INC/LOSS EDGE PRINCIPAL INV, LP	-7,716.	-7,716.
K-1 INC/LOSS ENTERPRISE 299 ASSOCIATES	267,985.	77,251.
K-1 INC/LOSS ENTERPRISE WEXFORD ASSC LLC	-41,465.	1,542.
K-1 INC/LOSS ENTERPRISE WEXFORD ELVN LLC	2,484.	5,740.
K-1 INC/LOSS HARVEST MLP INCOME FUND II	273,031.	273,031.
K-1 INC/LOSS HOUND PRNRS CONCTD FUND LP	33,708.	29,668.
K-1 INC/LOSS HOUND PARTNERS LP	25,750.	25,125.
K-1 INC/LOSS IGNIA FUND I, LP	162.	162.
K-1 INC/LOSS KAYNE SENIOR CREDIT FUND	465.	6,607.
K-1 INC/LOSS KF PAGLIA-JAMES ASSOCIATES	200,142.	169,351.
K-1 INC/LOSS OCH-ZIFF REAL ESTATE FUND I	20,991.	38,385.
K-1 INC/LOSS RCG LONGVIEW DEBT FUND IV	623.	623.
K-1 INC/LOSS RCG LONGVIEW II, LP	26.	26.
K-1 INC/LOSS RCR JAMES ASSOCIATES, LLC	850,030.	849,018.
K-1 INC/LOSS SEAVEST PROPERTIES III, LLC	11,833.	11,703.
K-1 INC/LOSS SPECIAL VALUE OPPORT FUND	2,155.	1,556.
K-1 INC/LOSS TENNENBAUM SPECIAL SITUATIO	133,951.	130,780.
FOREIGN CURRENCY LOSS	-24,688.	-24,688.
INTEREST INCOME FROM NOTE RECEIVABLE	111,732.	111,732.
965 INCOME	5,821.	5,821.
BANK FEES REFUND	485.	485.
TOTALS	<u>2,062,068.</u>	<u>1,961,980.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	5,078.	1,339.		3,739.
FIRST MARBLEHEAD LITIGATION	3,686.	3,686.		
TOTALS	<u>8,764.</u>	<u>5,025.</u>		<u>3,739.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OFFICE MANAGEMENT SERVICES	405,000.	97,500.	307,500.
INVESTMENT MANAGEMENT SERVICES	219,572.	219,572.	
TOTALS	<u>624,572.</u>	<u>317,072.</u>	<u>307,500.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF EXCISE TAX FOR 2018	422,400.	
990-PF EXCISE TAX FOR 2017	298,762.	
990-T INCOME TAX FOR 2017	316,036.	
FOREIGN TAX	8,121.	8,121.
STATE TAX WITHHELD BY PTRSHIPS	101,378.	94,969.
IRS MISCELLANEOUS FEE	1,766.	
STATE INCOME TAX FOR 2017	31,765.	
IRS FILING FEE	85.	85.
TOTALS	<u>1,180,313.</u>	<u>103,175.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	124,848.		124,848.
CREDIT CARD FEES	749.		749.
K-1 EXP AAVIN MEZZANINE FUND	178,165.	178,165.	
K-1 EXP APOLLO INERA EQUITY IN	345.	345.	
K-1 EXP CAP INT PVT EQTY FD V	7,609.	7,609.	
K-1 EXP CAP INT PVT EQTY FD VI	28,351.	28,351.	
K-1 EXP COLUMBIA SPECTRUM PART	4,217.	4,217.	
K-1 EXP CORSAIR III FIN SVCS	23,880.	23,879.	
K-1 EXP CORSAIR III FIN OFFSH	2,852.	2,852.	
K-1 EXP CORSAIR IV FIN SVC CAP	3,299.	3,299.	
K-1 EXP CORSAIR KOREA INVSTRS	6,581.	6,575.	
K-1 EXP EAST ROCK FOCUS FUND	402,646.	402,561.	
K-1 EXP EDGE PRIN INV II LP	16,751.	501.	
K-1 EXP EDGE PRIN INV III LP	5,699.	5,492.	
K-1 EXP EDGE PRIN INV LP	100.	100.	
K-1 EXP ENTERPRISE 299 ASSOC	95,863.	95,863.	
K-1 EXP ENTRPR WEXFORD ASSOC	3,554.	3,554.	
K-1 EXP ENTRPR WEXFORD ELEVEN	4,602.	4,602.	
K-1 EXP HARVEST MLP INCOME FND	415,088.	415,088.	
K-1 EXP HEALTH VELOCITY CAP	53,991.	53,991.	
K-1 EXP HOUND PTNRS CONC FUND	22,999.	22,999.	
K-1 EXP HOUND PARTNERS LP	42,765.	42,765.	
K-1 EXP IGNIA FUND I, LP	13,194.	12,139.	
K-1 EXP JAMES FOUND INVSTMT	6,274.	6,274.	
K-1 EXP KAYNE SENIOR CREDIT FD	2,050.	720.	
K-1 EXP KF PAGLIA-JAMES ASSOC	323,326.	321,941.	
K-1 EXP KLD INVESTORS LLC	25.	25.	
K-1 EXP OCH-ZIFF RL EST FD III	9,102.	5,904.	
K-1 EXP RCG LONGVIEW II, LP	668.	668.	
K-1 EXP RCR JAMES ASSOCIATES	1,071,150.	1,046,536.	
K-1 EXP SIERRA CAPITAL LP	1,122.	1,122.	
K-1 EXP SPECIAL VALUE OPPORTUN	473.	405.	

ATTACHMENT 5 (CONT'D)FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
K-1 EXP TENNENBAUM SPECIAL SIT	30,369.	28,107.	
K-1 EXP ZEPHYR PEACOCK IND II	2,980.	2,980.	
K-1 EXP ZEPHYR PEACOCK IND III	20,390.	20,390.	
POSTAGE/DELIVERY SERVICE	679.	29.	650.
STATE OR LOCAL FILING FEES	25.		25.
TOTALS	<u>2,926,781.</u>	<u>2,750,048.</u>	<u>126,272.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BERKSHIRE HATHAWAY INC DEL CL	1,789,380.	1,836,000.
BRANDES INTL EQUITY FUND I	1,023,775.	858,085.
CBL & ASSOCIATES PROPERTIES	704,868.	294,124.
FPA INTERNATIONAL VALUE FUND	1,015,576.	881,246.
HENDERSON EUROPEAN FOCUS FD CL	2,257,607.	1,576,428.
JOHCM EMERGING MARKETS OPPORTU	1,038,485.	879,988.
PRANA BIOTECHNOLOGY LIMITED	500,000.	42,473.
SL GREEN RLTY CORP PFD SER I -	241,806.	252,300.
VANGUARD FTSE DEVELOPED MARKET	1,025,919.	841,398.
YACHTMAN FUND, INC	1,742,910.	1,504,871.
TOTALS	<u>11,340,326.</u>	<u>8,966,913.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AAVIN MEZZANINE FUND LP	1,301,996.	1,232,004.
ABERDEEN VENTURE PARTNERS XI	250,000.	250,000.
ADYEN BV	657,431.	32,049,586.
ALTEGRIS MULTI-STRATEGY FUND	3,500,000.	3,981,816.
APOLLO EUROPEAN PRNCPL FNC FD	510,053.	482,563.
APOLLO INFRA EQ FDR FD TE DEBT	975,977.	975,977.
APOLLO INFRA EQ FDR FD TE UP	340,175.	340,175.
APOLLO INFRA EQ FDR FD TE	1,300,338.	1,300,338.
APOLLO INFRA EQUITY INTL FUND	1,383,165.	1,383,510.
APOLLO TOTAL RETURN FD OFFSH	1,000,000.	1,004,605.
ASCENTY INVESTORS III LLC		7,260.
CAPITAL INT PRVT EQTY FD V	1,047,200.	77,074.
CAPITAL INT PRVT EQTY FD VI	2,256,638.	2,407,270.
COLUMBIA SPECTRUM PTRS II-A	1,267,481.	1,266,541.
CORSAIR III FIN SRVCS CAP PTRS	908,176.	1,320,037.
CORSAIR III FIN OFFSH CAP PTRS	515,176.	10,235.
CORSAIR KOREA INVESTORS LLC	765,549.	1,129,098.
EAST ROCK FOCUS FUND LP	6,029,770.	6,348,002.
EDGE PRINCIPAL INVESTMENTS II	660,305.	919,444.
EDGE PRINCIPAL INVESTMENTS III	2,977,489.	4,690,215.
EDGE PRINCIPAL INVESTMENTS, LP	49,825.	27,252.
ENTERPRISE 299 ASSOCIATES	17,178.	7,633,528.
ENTERPRISE WEXFORD ASSOCIATES	670,058.	395,382.
ENTERPRISE WEXFORD ELEVEN LLC	90,195.	201,391.
EUNETWORKS HOLDINGS LP	1,006,864.	1,006,864.
GLENVIEW CAPITAL PTRS CAYMAN	3,000,000.	2,709,328.
HARVEST MLP INCOME FUND II LLC	1,841,283.	1,734,923.
HEALTH VELOCITY CAPITAL I LP	238,509.	229,270.
HOUND PARTNERS CONCENTRATED FD	1,372,322.	1,284,806.
HOUND PARTNERS LP	1,405,337.	1,382,707.
IGNIA FUND I, LP	1,521,652.	977,968.
JAMES FOUNDATION INVESTMENTS	531,366.	1,441,127.
KAYNE SENIOR CREDIT FUND	15,341.	12,351.

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KAYNE SENIOR CREDIT II OFFSH	1,257,055.	1,288,889.
KF PAGLIA-JAMES ASSOCIATES LLC	8,545,420.	7,929,867.
KLD INVESTORS LLC	1,017,706.	917,706.
OCH-ZIFF REAL ESTATE FUND III	759,365.	782,409.
PALOMA INTERNATIONAL LIMITED	2,000,260.	4,523,496.
PERSHING SQUARE INTL LTD CLASS	2,061,369.	2,873,711.
RAGING CAPITAL OFFSHORE FUND	2,000,000.	2,053,325.
RCG LONGVIEW II, LP	8,548.	69,296.
RCR JAMES ASSOCIATES, LLC	35,682,312.	42,014,531.
SEAVEST PROPERTIES III, LLC	532,832.	87,398.
SELECT EQUITY OFFSHORE	3,000,000.	3,246,435.
SIERRA CAPITAL LP	81,806.	149,208.
SIMCOE PARTNERS OFFSHORE LTD	1,000,000.	994,738.
SIRE SPV OFFSHORE LTD	16,921.	22,247.
SPECIAL VALUE OPPORTUNITIES FD	484,421.	30,544.
STRATEGIC PARTNERS OFFSHORE FD	149,006.	829,234.
TEMPLETON GLOBAL SUMMITS CAYMN	2,000,000.	2,131,960.
TENNENBAUM SPECIAL SITUATIONS	2,146,502.	1,995,234.
TT EMERGING MARKETS OPP FUND I	1,000,000.	756,171.
WEXFORD OFFSHORE SPECTRUM FUND	41,203.	423,569.
ZEPHYR PEACOCK INDIA FUND II	250,536.	152,304.
ZEPHYR PEACOCK INDIA FUND III	397,505.	504,663.
TOTALS	<u>103,839,616.</u>	<u>153,989,582.</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)	
6,058,537.		PUBLICLY-TRADED SECURITIES 4,592,013.					1,466,524.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					11395638.	
3,681,776.		ADYEN BV 158,994.				P	01/25/2008 3,522,782.	06/20/2018
11002536.		ADYEN BV 166,930.				P	01/25/2008 10835606.	09/20/2018
1,406,100.		CORSAIR IV FINANCIAL SERVICE CAPITAL PAR 874,925.				P	11/24/2010 531,175.	06/01/2018
15,027.		RCG LONGVIEW DEBT FUND IV, LP 130,237.				P	12/03/2007 -115,210.	12/27/2018
		DISTRIBUTIONS IN EXCESS OF BASIS					83,528.	
TOTAL GAIN (LOSS)							<u>27720043.</u>	

Robert and Ardis James Foundation, Inc
Taxable Year Ending December 31, 2018

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, Uglan House, Grand Cayman, Cayman Islands KY1-1104

This entity is not an excess business holding

No transfers were made during 2018 from the Foundation to this entity or from this entity to the Foundation

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
RALPH JAMES FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	119.	0.		0.
ROBERT JAMES FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES 10.00	0.	0.		0.
CATHERINE JAMES PAGLIA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC, TREAS 10.00	0.	0.		0.
GRAND TOTALS		119.	0.		0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ENTERPRISE ASSET MANAGEMENT INC. 521 FIFTH AVENUE, SUITE 1804 NEW YORK, NY 10175	ADMIN & INVESTMENT	405,000.
DYSON CAPITAL ADVISORS, LLC 201 NORTH UNION ST., SUITE 300 ALEXANDRIA, VA 22314	INVESTMENT MGMT	175,000.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	124,848.
	TOTAL COMPENSATION	<u>704,848.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ALZHEIMER'S ASSOCIATION - CONNECTICUT CHAPTER 200 EXECUTIVE BLVD STE 4B SOUTHINGTON, CT 06489	N/A PC		TEAM EDGEHILL CAMPAIGN	1,000
ALZHEIMERS DRUG DISCOVERY FOUNDATION 57 W 57TH ST NEW YORK, NY 10019	N/A PC		GENERAL & UNRESTRICTED	10,000
AMERICAN ENTERPRISE INSTITUTE FOR PUBLIC POLICY RE 1789 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	10,000
AMERICAN QUILT STUDY GROUP 1610 L ST LINCOLN, NE 68508	N/A PC		GENERAL & UNRESTRICTED	1,000
AMERICAN QUILT STUDY GROUP 1610 L ST LINCOLN, NE 68508	N/A PC		2018 AQSG PAPER AND PUBLICATION SPONSOR RONDA H MCALLEN "THE CHINTZ GARDENS OF ACHSAH GOODWIN WILKINS A BALTIMORE QUILTER"	2,000
BUILDING ONE COMMUNITY CORP 75 SELLECK ST STAMFORD, CT 06902	N/A PC		GENERAL & UNRESTRICTED	20,000

ATTACHMENT 10

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A PC		GENERAL & UNRESTRICTED	2,111,560
CARLETON COLLEGE 1 N COLLEGE ST NORTHFIELD, MN 55057	N/A PC		PARENTS FUND	20,000
CARNEGIE COUNCIL FOR ETHICS IN INTERNATIONAL AFFAIR 170 E 64TH ST NEW YORK, NY 10065	N/A PC		FIFTH AND FINAL INSTALLMENT IN A CAPITAL PLEDGE TO CAPITAL CAMPAIGN PAYABLE	25,000
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AV NW WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	100,000
CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC. 90 FAIRFIELD AVE STAMFORD, CT 06904	N/A PC		NEW COVENANT CENTER PROGRAM	20,000
CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC 90 FAIRFIELD AVE STAMFORD, CT 06904	N/A PC		NEW COVENANT CENTER	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CATHOLIC CHARITIES OF FAIRFIELD COUNTY INC 90 FAIRFIELD AVE STAMFORD, CT 06904	N/A PC	THIRD INSTALLMENT OF A CAPITAL PLEDGE FOR THE NEW COVENANT CENTER IN STAMFORD, CT	50,000
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	N/A PC	GENERAL & UNRESTRICTED	50,000
CHILDRENS VILLAGE INC 1 ECHO HILLS DOBBS FERRY, NY 10522	N/A PC	GENERAL & UNRESTRICTED	20,000
DAIRY BARN INC SOUTHEASTERN OHIO CULTURAL ARTS CEN PO BOX 747 ATHENS, OH 45701	N/A PC	SUPPORT COST OF A PART-TIME COORDINATOR AND SPONSOR BEST OF SHOW AWARD AT THE 2019 QUILT NATIONAL	27,500
DOANE UNIVERSITY 1014 BOSWELL AVE CRETE, NE 68333	N/A PC	GENERAL & UNRESTRICTED	10,000
DOANE UNIVERSITY 1014 BOSWELL AVE CRETE, NE 68333	N/A PC	THIRD INSTALLMENT OF CAPITAL PLEDGE	150,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATIONAL ALLIANCE INC 197 E BROADWAY NEW YORK, NY 10002	N/A PC		GENERAL & UNRESTRICTED	10,000
EL PORVENIR 80 GARDEN CENTER, STE 135 BROOMFIELD, CO 80020	N/A PC		GENERAL & UNRESTRICTED	5,000
FRIENDS OF NGONG ROAD PO BOX 581308 MINNEAPOLIS, MN 55458	N/A PC		GENERAL & UNRESTRICTED	10,000
FRIENDS OF NGONG ROAD PO BOX 581308 MINNEAPOLIS, MN 55458	N/A PC		FIRST INSTALLMENT OF PLEDGE TO SUSTAINING PLEDGE PROGRAM	50,000
HARVARD BUSINESS SCHOOL PO BOX 412275 BOSTON, MA 02241	N/A PC		GENERAL & UNRESTRICTED	125,000
HARVARD BUSINESS SCHOOL PO BOX 412275 BOSTON, MA 02241	N/A PC		FOURTH PAYMENT OF FIVE-YEAR PLEDGE	400,000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN 10 GARDEN ST CAMBRIDGE, MA 02138		N/A PC		GENERAL & UNRESTRICTED	10,000
HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN 10 GARDEN ST CAMBRIDGE, MA 02138		N/A PC		THIRD INSTALLMENT OF CAPITAL PLEDGE TO ESTABLISH THE ARDIS BUTLER JAMES FUND FOR SCIENCE AT THE RADCLIFFE INSTITUTE FOR ADVANCED STUDY	200,000
HARVARD UNIVERSITY - RADCLIFFE INSTITUTE FOR ADVAN 10 GARDEN ST CAMBRIDGE, MA 02138		N/A PC		THIRD INSTALLMENT OF PLEDGE TO ESTABLISH THE ARDIS BUTLER JAMES FUND FOR DIVERSITY AT THE SCHLESINGER LIBRARY	100,000
HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138		N/A PC		GENERAL & UNRESTRICTED	25,000
HARVARD UNIVERSITY GRADUATE SCHOOL OF ARTS & SCIEN 124 MOUNT AUBURN ST CAMBRIDGE, MA 02138		N/A PC		THIRD INSTALLMENT OF A 5-YEAR CAPITAL PLEDGE	200,000
HELEN KELLER INTERNATIONAL ONE DAG HAMMARSKJOLD PLZ FL 2 NEW YORK, NY 10017		N/A PC		GENERAL & UNRESTRICTED	110,000

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUMAN RIGHTS IN CHINA INC 450 7TH AVE, STE 1301 NEW YORK, NY 10123	N/A PC		GENERAL & UNRESTRICTED	10,000
HUMAN RIGHTS WATCH INC 350 5TH AVE 34TH FL NEW YORK, NY 10118	N/A PC		CHARITABLE EVENT	25,000
MANHATTAN INSTITUTE FOR POLICY RESEARCH INC 52 VANDERBILT AVE NEW YORK, NY 10017	N/A PC		GENERAL & UNRESTRICTED	200,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY STUDENT FINANCIAL SERVICES, BLDG 11-3200, 77 MASSA CAMBRIDGE, MA 02139	N/A PC		GENERAL & UNRESTRICTED	10,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL CR, #98-200 CAMBRIDGE, MA 02139	N/A PC		THIRD INSTALLMENT OF A FIVE-YEAR PLEDGE TO ESTABLISH THE ENDOWED ROBERT G JAMES CAREER DEVELOPMENT PROFESSORSHIP FOR JUNIOR FACULTY MEMBERS IN THE MIT SLOAN SCHOOL OF MANAGEMENT	600,000
MAURICE BARNETT GERIATRIC WELLNESS CENTER INC 401 W 16TH ST PLANO, TX 75075	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICHIGAN STATE UNIVERSITY SPARTAN WAY 535 CHESTNUT RD RM 300 EAST LANSING, MI 48824	N/A PC		TO SUPPORT THE QUILT INDEX	10,000
NAVAL WAR COLLEGE FOUNDATION INC 686 CUSHING RD NEWPORT, RI 02841	N/A PC		GENERAL & UNRESTRICTED	1,000
NEBRASKA WESLEYAN UNIVERSITY 5000 SAINT PAUL AVE LINCOLN, NE 68504	N/A PC		GENERAL & UNRESTRICTED	5,000
NORTHERN WESTCHESTER HOSPITAL ASSOCIATION 400 E MAIN ST MOUNT KISCO, NY 10549	N/A PC		FOR THE TCU AT NORTHERN WESTCHESTER HOSPITAL	1,000
NORTHWESTERN UNIVERSITY 1201 DAVIS ST, 3RD FL EVANSTON, IL 60208	N/A PC		GENERAL & UNRESTRICTED	2,500
ORD TOWNSHIP LIBRARY FOUNDATION INC 1718 M ST ORD, NE 68862	N/A PC		GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A PC		GENERAL PURPOSE FOR SIKKUY	60,000
P E F ISRAEL ENDOWMENT FUNDS INC 630 3RD AVE 15TH FL NEW YORK, NY 10017	N/A PC		PROMOTING SUCCESSFUL IMPLEMENTATION OF GOVERNMENT DECISION 922 AS ADMINISTERED BY SIKKUY	30,000
PARTNERS HEALTHCARE SYSTEM INC - SPAULDING REHAB H 1575 CAMBRIDGE ST CAMBRIDGE, MA 02138	N/A PC		GENERAL & UNRESTRICTED	100,000
PATHWAYS INC 175 MILBANK AVE GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	5,000
PLATTE INSTITUTE FOR ECONOMIC RESEARCH INC 6910 PACIFIC ST STE 216 OMAHA, NE 68106	N/A PC		GENERAL & UNRESTRICTED	60,000
PLUMMER YOUTH PROMISE INC 37 WINTER ISLAND RD SALEM, MA 01970	N/A PC		GENERAL & UNRESTRICTED	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS AVE STE 3 CAMBRIDGE, MA 02138	N/A PC	FIRST INSTALLMENT OF 5-YEAR PLEDGE TO ANDOVER HALL RENEWAL FUND	2,000,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS AVE STE 3 CAMBRIDGE, MA 02138	N/A PC	THIRD AND FINAL INSTALLMENT OF PLEDGE TO SUPPORT THE RELIGIOUS LITERACY PROJECT OF THE HARVARD DIVINITY SCHOOL	50,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD 13 APPIAN WAY CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	200,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE - HARVARD 13 APPIAN WAY CAMBRIDGE, MA 02138	N/A PC	THIRD INSTALLMENT OF 5-YEAR PLEDGE TO SUPPORT DEAN'S VENTURE FUND AT THE HARVARD GRADUATE SCHOOL OF EDUCATION	200,000
READWORKS INC PO BOX 461 NEW YORK, NY 10101	N/A PC	GENERAL & UNRESTRICTED	50,000
RIVERVIEW SCHOOL INC 551 RTE 6A EAST SANDWICH, MA 02537	N/A PC	GENERAL & UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVERVIEW SCHOOL INC 551 RTE 6A EAST SANDWICH, MA 02537	N/A PC		THIRD INSTALLMENT OF 5-YEAR PLEDGE	50,000
SAFE HORIZON INC 2 LAFAYETTE ST FL 3 NEW YORK, NY 10007	N/A PC		GENERAL & UNRESTRICTED	10,000
ST MICHAEL THE ARCHANGEL PARISH 469 N ST GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	160,000
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC		GENERAL & UNRESTRICTED	20,000
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC		CHARITABLE EVENT	1,000
STAMFORD HOSPITAL 1351 WASHINGTON BLVD STE 20 STAMFORD, CT 06902	N/A PC		THIRD INSTALLMENT OF 5-YEAR PLEDGE	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STUDIO ART QUILT ASSOC INC PO BOX 141 HEBRON, CT 06248	N/A PC		GENERAL & UNRESTRICTED	25,000
SUMMER SEARCH BOSTON 3840 WASHINGTON ST, STE 2 JAMAICA PLAIN MA 02130	N/A PC		GENERAL & UNRESTRICTED	100,000
TENACITY INC 38 EVERETT ST LOWER LEVEL BOSTON, MA 02134	N/A PC		GENERAL & UNRESTRICTED	100,000
TEXTILE SOCIETY OF AMERICA INC 1101 ST PAUL ST, STE 603 BALTIMORE, MD 21202	N/A PC		GENERAL & UNRESTRICTED	1,000
TEXTILE SOCIETY OF AMERICA INC 1101 ST PAUL ST, STE 603 BALTIMORE, MD 21202	N/A PC		CHARITABLE EVENT	15,000
THE CONNECTION INC 100 ROSCOMMON DR STE 203 MIDDLETOWN, CT 06457	N/A PC		THE NANCY SMITH HOMESTEAD FUND	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE INDEPENDENT INSTITUTE 100 SWAN WAY OAKLAND, CA 94621	N/A	PC	GENERAL & UNRESTRICTED	5,000
THE PRESBYTERIAN CHURCH OF MT KISCO 605 MILLWOOD RD MT KISCO, NY 10549	N/A	PC	GENERAL & UNRESTRICTED	25,000
THE PROJECT ON GOVERNMENT OVERSIGHT INC 1100 G ST NW, STE 500 WASHINGTON, DC 20005	N/A	PC	GENERAL & UNRESTRICTED	5,000
THE YANKEE INSTITUTE FOR PUBLIC POLICY STUDIES INC 216 MAIN ST HARTFORD, CT 06106	N/A	PC	GENERAL & UNRESTRICTED	75,000
THE YANKEE INSTITUTE FOR PUBLIC POLICY STUDIES INC 216 MAIN ST HARTFORD, CT 06106	N/A	PC	FIRST INSTALLMENT OF THREE-YEAR CHALLENGE GRANT	200,000
THEATER MASTERS PO BOX 899 ASPEN, CO 81622	N/A	PC	GENERAL & UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRUSTEES FOR HARVARD UNIVERSITY 1033 MASSACHUSETTS AVE STE 3 CAMBRIDGE, MA 02138	N/A PC		HARVARD KENNEDY SCHOOL - MOSSAVAR-RAHMANI CENTER FOR BUSINESS AND GOVERNMENT	50,000
UNITED WAY OF GREENWICH INC 500 W PUTNAM AVE STE 415 GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	10,000
UNIVERSITY OF NEBRASKA BOARD OF REGENTS - INTERNAT 1523 N 33RD ST LINCOLN, NE 68583	N/A PC		INTERNATIONAL QUILT STUDY CENTER & MUSEUM	10,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL, STE 300 LINCOLN, NE 68508	N/A PC		FUND QUILT ACQUISITIONS	200,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL, STE 300 LINCOLN, NE 68508	N/A PC		FOURTH INSTALLMENT IN 7-YEAR PLEDGE	425,000
US FRIENDS OF THE INTERNATIONAL INSTITUTE FOR STRA 2121 K ST NW STE 801 WASHINGTON, DC 20037	N/A PC		GENERAL & UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
WALLIN EDUCATION PARTNERS 5200 WILLSON RD STE 209 MINNEAPOLIS, MN 55424	N/A PC		SECOND INSTALLMENT OF 5-YEAR PLEDGE TO SUPPORT FOUR SCHOLARS	100,000
WILLA CATHER FOUNDATION 413 N WEBSTER ST RED CLOUD, NE 68970	N/A PC		GENERAL & UNRESTRICTED	10,000
TOTAL CONTRIBUTIONS PAID				9,275,560

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
K-1 INC/LOSS	525990	84,272.	14	1,884,446.	
FOREIGN CURRENCY LOSS			01	-24,688.	
INTEREST INCOME FROM NOTE RECEIVABLE			14	111,732.	
965 INCOME			14	5,821.	
BANK FEES REFUND			01	485.	
TOTALS		<u>84,272.</u>		<u>1,977,796.</u>	