

**Return of Private Foundation**

**2015**

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  
 Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: **BENTON FOUNDATION**

Room/suite: \_\_\_\_\_

Number and street (or P O box number if mail is not delivered to street address): **727 CHICAGO AVENUE**

City or town, state or province, country, and ZIP or foreign postal code: **EVANSTON, IL 60202**

A Employer identification number: **13-6075750**

B Telephone number: **847-328-3040**

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

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

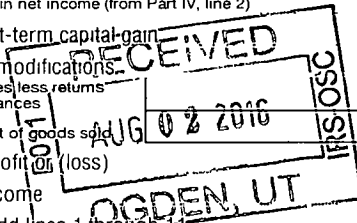
H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 6,882,901.** (Part I, column (d) must be on cash basis)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses		(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	254,985.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	101,609.	101,609.	101,609.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	253,209.			
	b Gross sales price for all assets on line 6a	2,505,314.			
	7 Capital gain net income (from Part IV, line 2)		253,209.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	609,803.	354,818.	101,609.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	136,105.	0.	0.	136,105.
	14 Other employee salaries and wages	316,280.	0.	0.	317,132.
	15 Pension plans, employee benefits	41,848.	0.	0.	37,923.
	16a Legal fees				
	b Accounting fees STMT 2	26,495.	0.	0.	27,245.
	c Other professional fees STMT 3	33,616.	24,546.	24,546.	9,917.
	17 Interest				
	18 Taxes STMT 4	58,375.	0.	0.	32,151.
	19 Depreciation and depletion				
	20 Occupancy	47,637.	0.	0.	47,637.
	21 Travel, conferences, and meetings	32,150.	0.	0.	32,550.
	22 Printing and publications				
	23 Other expenses STMT 5	83,484.	0.	0.	84,355.
	24 Total operating and administrative expenses Add lines 13 through 23	775,990.	24,546.	24,546.	725,015.
	25 Contributions, gifts, grants paid	224,000.			182,750.
26 Total expenses and disbursements. Add lines 24 and 25	999,990.	24,546.	24,546.	907,765.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<390,187.>				
b Net investment income (if negative, enter -0-)		330,272.			
c Adjusted net income (if negative, enter -0-)			77,063.		

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	196,662.	185,399.	185,399.
	2 Savings and temporary cash investments		2,283.	2,283.
	3 Accounts receivable ▶ 46,903.			
	Less: allowance for doubtful accounts ▶	50,634.	46,903.	46,903.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	25,000.	75,000.	75,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	607.	5,169.	5,169.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	7,381,157.	6,506,514.	6,506,514.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 7)	61,633.	61,633.	61,633.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,715,693.	6,882,901.	6,882,901.	
Liabilities	17 Accounts payable and accrued expenses	17,396.	22,163.	
	18 Grants payable	165,000.	206,250.	
	19 Deferred revenue	1,080.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	183,476.	228,413.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	7,266,134.	6,511,940.	
	25 Temporarily restricted	266,083.	142,548.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	7,532,217.	6,654,488.		
31 Total liabilities and net assets/fund balances	7,715,693.	6,882,901.		

**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	7,532,217.
2 Enter amount from Part I, line 27a	2	<390,187.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,142,030.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	487,542.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,654,488.

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

(a) List and describe the kind(s) of property sold (e.g., 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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		<b>P</b>		
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 2,505,314.		2,252,105.	253,209.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			253,209.	
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                 }		2 253,209.
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). 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 does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2014	962,790.	7,582,693.	.126972
2013	766,120.	7,423,171.	.103207
2012	753,275.	7,100,214.	.106092
2011	908,661.	7,662,025.	.118593
2010	1,885,885.	7,472,817.	.252366
2 Total of line 1, column (d)			2 .707230
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .141446
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 7,111,798.
5 Multiply line 4 by line 3			5 1,005,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,303.
7 Add lines 5 and 6			7 1,009,238.
8 Enter qualifying distributions from Part XII, line 4			8 907,765.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,605.
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	0.
3	Add lines 1 and 2	3	6,605.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	6,605.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	15,037.
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	15,037.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	8,432.
11	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection, website address, books in care, and foreign country interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualified persons, disaster assistance, taxes on failure to distribute income, and business enterprise interests.

**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

(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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 8		136,105.	8,674.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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
KEVIN TAGLANG - ALL CAN BE REACHED C/O THE, ORGANIZATION'S ADDRESS	EXECUTIVE EDITOR 40.00	94,910.	6,600.	0.
AMINA FAZULLAH	DIRECTOR OF POLICY 40.00	72,631.	8,260.	0.
KIPTON RODERICK	DIRECTOR OF OPERATIONS 40.00	65,900.	7,419.	0.

Total number of other employees paid over \$50,000 ▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 9	678,776.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3 <span style="float: right;">▶</span>	0.

**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	7,044,002.
b	Average of monthly cash balances	1b	114,465.
c	Fair market value of all other assets	1c	61,633.
d	<b>Total</b> (add lines 1a, b, and c)	1d	7,220,100.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,220,100.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	108,302.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,111,798.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	355,590.

**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	
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

**Part XII**

**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	907,765.
b	Program-related investments - total from Part IX-B	1b	0.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	907,765.
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	5	0.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	907,765.

**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)

N/A

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ \$				
a Applied to 2014, 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 2015 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a. Taxable amount - see instr				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7				
9 Excess distributions carryover to 2016 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

**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 2015, enter the date of the ruling ▶ 06/16/15

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

	Tax year				(e) Total
	(a) 2015	(b) 2014	Prior 3 years		
			(c) 2013	(d) 2012	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	77,063.	379,135.	235,751.	344,081.	1,036,030.
<b>b</b> 85% of line 2a	65,504.	322,265.	200,388.	292,469.	880,626.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	907,765.	962,790.	766,120.	753,275.	3,389,950.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	236,989.	224,560.	69,340.	86,095.	616,984.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	670,776.	738,230.	696,780.	667,180.	2,772,966.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					0.
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	237,060.	252,757.	247,439.	236,674.	973,930.
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
<b>(3)</b> Largest amount of support from an exempt organization					0.
<b>(4)</b> Gross investment income					0.

**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).)

**NONE**

**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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail 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
<b>a Paid during the year</b>				
NEW VENTURE FUND 1201 CONNECTICUT AVE. NW SUITE 300 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	7,500.
SCHOOLS, HEALTH & LIBRARIES BROADBAND COALITION 1250 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	750.
CREATIVE ARTS FACTORY 4214 ENFIELD AVE SKOKIE, IL 60076	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	500.
UCC OFFICE OF COMMUNICATION 100 MARYLAND AVENUE, SUITE 330 WASHINGTON, DC 20002	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	1,000.
GEORGETOWN UNIVERSITY 47TH AND O STS NW WASHINGTON, DC 20007	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	165,000.
<b>Total</b> SEE CONTINUATION SHEET(S) ▶ 3a				182,750.
<b>b Approved for future payment</b>				
GEORGETOWN UNIVERSITY 47TH AND O STS NW WASHINGTON, DC 20007	N/A	501(C)(3) PUBLIC CHARITY	PUBLIC MEDIA	206,250.
<b>Total</b> ▶ 3b				206,250.



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

Table with columns for questions (1a-1c) and Yes/No responses. All 'No' boxes are checked.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Entry: N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Entry: N/A.

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: [Signature] Date: 1/7

Paid Preparer Use Only Print/Type preparer's name: DAVID F. GRALING CPA Preparer's signature: [Signature] Firm's name: GELMAN, ROSENBERG & FRE Firm's address: 4550 MONTGOMERY AVE SU BETHESDA, MD 20814-293

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSITY OF OKLAHOMA 660 PARRINGTON OVAL NORMAN, OK 73019	N/A	PUBLIC UNIVERSITY - GOV.	LEGACY FUND AWARD	8,000.
<b>Total from continuation sheets</b>				8,000.

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2015**

Name of the organization

**BENTON FOUNDATION**

Employer identification number

**13-6075750**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)**

Name of organization <b>BENTON FOUNDATION</b>	Employer identification number <b>13-6075750</b>
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**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	<u>LAURA AND JOHN ARNOLD</u>  <u>2800 POST OAK BLVD. SUITE 225</u>  <u>HOUSTON, TX 77056</u>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	<u>ALPHAWOOD FOUNDATION</u>  <u>1645 W FULLERTON AVE</u>  <u>CHICAGO, IL 60614</u>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	<u>FRED EYCHANER</u>  <u>2401 N. HALSTED STREET, SUITE 200</u>  <u>CHICAGO, IL 60610</u>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	<u>D.J. EDELMAN FAMILY FOUNDATION</u>  <u>200 E. RANDOLPH DRIVE, SUITE 6300</u>  <u>CHICAGO, IL 60601</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	<u>KENNETH &amp; HARLE MONTGOMERY FOUNDATION</u>  <u>135 S. LASALLE STREET, SUITE 2350</u>  <u>CHICAGO, IL 60603</u>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	<u>SATTER FOUNDATION</u>  <u>419 SHERIDAN ROAD</u>  <u>WINNETKA, IL 60093</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization <b>BENTON FOUNDATION</b>	Employer identification number <b>13-6075750</b>
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**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
7	MARJORIE BENTON  425 DAVIS STREET #1124  EVANSTON, IL 60201	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization <b>BENTON. FOUNDATION</b>	Employer identification number <b>13-6075750</b>
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**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
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization <b>BENTON FOUNDATION</b>	Employer identification number <b>13-6075750</b>
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**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 info once) ▶ \$ \_\_\_\_\_  
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

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

<b>(e) Transfer of gift</b>	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
INTEREST AND DIVIDENDS FROM INVESTMENTS	101,609.	0.	101,609.	101,609.	101,609.	
TO PART I, LINE 4	101,609.	0.	101,609.	101,609.	101,609.	

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING	26,495.	0.	0.	27,245.		
TO FORM 990-PF, PG 1, LN 16B	26,495.	0.	0.	27,245.		

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PROFESSIONAL FEES	9,070.	0.	0.	9,917.		
PORTFOLIO MGMT	24,546.	24,546.	24,546.	0.		
TO FORM 990-PF, PG 1, LN 16C	33,616.	24,546.	24,546.	9,917.		

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	32,151.	0.	0.	32,151.
EXCISE TAX	20,400.	0.	0.	0.
CORPORATE FILING FEES	5,824.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	58,375.	0.	0.	32,151.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNET	7,945.	0.	0.	7,945.
SUPPLIES	5,942.	0.	0.	2,626.
POSTAGE AND DELIVERY	1,250.	0.	0.	1,294.
TELEPHONE AND FAX	6,470.	0.	0.	6,451.
DUES AND SUBSCRIPTIONS	2,401.	0.	0.	2,401.
INSURANCE	9,333.	0.	0.	13,495.
MISC. OFFICE EXPENSE	4,404.	0.	0.	4,404.
BANK CHARGES	688.	0.	0.	688.
PAYROLL PROCESSING	2,793.	0.	0.	2,793.
IT/COMPUTER EXPENSE	4,634.	0.	0.	4,634.
LIFELINE PROJECT	1,250.	0.	0.	1,250.
BLOG	6,000.	0.	0.	6,000.
COMMUNITY BROADBAND-NEXT GEN	3,034.	0.	0.	3,034.
MEMORIAL SERVICE FOR FOUNDER	9,887.	0.	0.	9,887.
PUBLISHING	1,875.	0.	0.	1,875.
PROGRAM CONS- M BENTON				
LEGACY	4,200.	0.	0.	4,200.
INTERN	6,644.	0.	0.	6,644.
BENTON ORAL HISTORY	4,734.	0.	0.	4,734.
TO FORM 990-PF, PG 1, LN 23	83,484.	0.	0.	84,355.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	6,506,514.	6,506,514.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,506,514.	6,506,514.	

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ARTWORK	57,666.	57,666.	57,666.	
DEPOSITS	3,967.	3,967.	3,967.	
TO FORM 990-PF, PART II, LINE 15	61,633.	61,633.	61,633.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES BENTON ALL CAN BE REACHED C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN AND CEO (UNTIL APRIL 2015) 40.00	30,125.	3,910.	0.
ADRIANNE FURNISS	EXECUTIVE DIRECTOR 40.00	95,280.	4,764.	0.
MICHAEL SMITH	TREASURER 1.00	500.	0.	0.
ROBERT COHEN	SECRETARY 1.00	500.	0.	0.
AUSTIN HIRSCH	GENERAL COUNSEL 1.00	500.	0.	0.
ELIZABETH DALEY	BOARD MEMBER 1.00	1,000.	0.	0.
TERRY GODDARD	BOARD MEMBER 1.00	1,000.	0.	0.
JIM KOHLENBERGER	BOARD MEMBER 1.00	1,000.	0.	0.
JOANNE HOVIS	BOARD MEMBER 1.00	1,000.	0.	0.
HANDY LINDSEY	BOARD MEMBER 1.00	500.	0.	0.
LEONARD SCHRAGER	BOARD MEMBER 1.00	500.	0.	0.

MARJORIE BENTON

BOARD MEMBER (BEGAN APRIL 2015)

1.00

4,200.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

136,105.

8,674.

0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT

9

ACTIVITY ONE

THE BENTON FOUNDATION WORKS TO ENSURE THAT MEDIA AND TELECOMMUNICATIONS SERVE THE PUBLIC INTEREST AND ENHANCE OUR DEMOCRACY. WE PURSUE THIS MISSION BY:

1. SEEKING POLICY SOLUTIONS THAT SUPPORT THE VALUES OF ACCESS, DIVERSITY AND EQUITY BY WORKING WITH POLICYMAKERS, PUBLIC INTEREST COMMUNICATIONS ADVOCATES AND REPRESENTATIVES FROM VULNERABLE POPULATIONS COMMUNITIES TO AFFECT TELECOMMUNICATIONS POLICY;
2. DEMONSTRATING THE VALUE OF MEDIA AND TELECOMMUNICATIONS FOR IMPROVING THE QUALITY OF LIFE FOR ALL THROUGH RESEARCH AND SUPPORT OF PROJECTS THAT SERVE AS MODELS FOR CHANGE; AND
3. PROVIDING RESOURCES TO POLICYMAKERS AND ADVOCATES AT THE FEDERAL, STATE AND LOCAL LEVELS TO INFORM COMMUNICATIONS POLICY DEBATES THROUGH DAILY UPDATES ON THE FIELD ALONG WITH ANALYSIS AND OPINION ON WHAT'S AT STAKE IN TELECOMMUNICATIONS DEBATES.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

678,776.



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GENERAL EXPLANATION

STATEMENT 10

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FORM/LINE IDENTIFIER

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FORM 990-PF, PART VIII:

EXPLANATION:

MARJORIE BENTON RECEIVED COMPENSATION FOR CONSULTING SERVICES UNRELATED TO HER POSITION ON THE BOARD OF DIRECTORS.