(927) C8E

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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

A Employer identification number: 26-4377643

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
100 AVE OF THE AMERICAS, 16TH FL

B Telephone number (see instructions): (212) 625-5700

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10013

C If exemption application is pending, check here ▶ ☐

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

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

04

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 503,851,819.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	50,000,000.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	358,804.	358,804.		ATCH 1
4	Dividends and interest from securities	30,832,502.	288,130.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications			78,752.	
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	78,752.	84,555,246.		
12	**Total.** Add lines 1 through 11	81,270,058.	85,202,180.	78,752.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	2,063.	1,125.		938.
b	Accounting fees (attach schedule) ATCH 5	39,078.	23,447.		15,631.
c	Other professional fees (attach schedule) [6]	1,599,565.	3,227.		1,596,338.
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion	3,227.			ATCH 15
20	Occupancy				
21	Travel, conferences, and meetings	152,098.			152,098.
22	Printing and publications	577.			577.
23	Other expenses (attach schedule) ATCH 7	48,442.			48,442.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,845,050.	27,799.		1,814,024.
25	Contributions, gifts, grants paid	22,701,139.			22,701,139.
26	Total expenses and disbursements Add lines 24 and 25	24,546,189.	27,799.	0.	24,515,163.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	56,723,869.			
b	**Net investment income** (if negative, enter -0-)		85,174,381.		
c	**Adjusted net income** (if negative, enter -0-)			78,752.	

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Form **990-PF** (2017)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	-2,711,232.	-1,935,972.	-1,935,972.
	2	Savings and temporary cash investments	107,328,028.	113,310,315.	113,310,315.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	287,098,570.	392,457,899.	392,457,899.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 24,781.			
		Less accumulated depreciation (attach schedule) ▶ 5,204.	7,190.	19,577.	19,577.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	391,722,556.	503,851,819.	503,851,819.
Liabilities	17	Accounts payable and accrued expenses	3,583.	10,974.	
	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)	3,583.	10,974.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ X **and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted	391,718,973.	503,840,845.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	391,718,973.	503,840,845.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	391,722,556.	503,851,819.	

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	391,718,973.
2	Enter amount from Part I, line 27a	2	56,723,869.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	55,398,003.
4	Add lines 1, 2, and 3	4	503,840,845.
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	503,840,845.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	21,927,554.	336,728,622.	0.065119
2015	13,961,745.	263,424,038.	0.053001
2014	7,636,732.	196,669,110.	0.038830
2013	3,853,989.	132,082,655.	0.029179
2012	949,464.	30,332,458.	0.031302

2	Total of line 1, column (d)	2	0.217431
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	0.043486
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	431,910,416.
5	Multiply line 4 by line 3	5	18,782,056.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	851,744.
7	Add lines 5 and 6	7	19,633,800.
8	Enter qualifying distributions from Part XII, line 4	8	24,530,777.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	851,744.
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	851,744.
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	851,744.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 620,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 390,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,010,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	158,256.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 158,256. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ DE,NJ,NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions ATCH 10	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://OVERDECK.ORG

14 The books are in care of ▶ TANYA M. SHEEHAN Telephone no ▶ 212-625-5700

Located at ▶ 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY ZIP+4 ▶ 10013

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 N/A

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

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

*Overdeck Family Foundation received management services from Two Sigma Investments, LP ("TSI") through a management contract agreement that the Foundation has with TSI The Foundation pays TSI for professional services provided by certain TSI employees, including three that are also officers of the Foundation All such payments are for the portions of the direct compensation of such TSI employees attributable to the portions of their time for which they rendered services to the Foundation in accordance with Treasury Regulation Section 53 4941(d)-3 Nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead The Foundation receives all other such goods, services, and the use of facilities from TSI free of charge

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions . . . . ☒ Yes ☐ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	**5b**		X
	Organizations relying on a current notice regarding disaster assistance, check here . . . . 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? . . ATCH 11 . . . . ☒ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		353,028.	24,868.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL, NEW YORK, NY 10013	PROF. SERVICES	1,440,719.
HATTAWAY COMMUNICATIONS 1717 RHODE ISLAND AVE NW, STE 650, WASHINGTON DC, 20036	ADVERTISING	86,000.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 N/A	
Total. Add lines 1 through 3 ▶	

*The amount above paid in 2017 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53 4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2017 to TSI is for services performed during 2016 and the first three quarters of 2017 by such TSI employees.

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	438,448,774.
b	Average of monthly cash balances	1b	38,958.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	438,487,732.
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	438,487,732.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,577,316.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	431,910,416.
6	**Minimum investment return.** Enter 5% of line 5	6	21,595,521.

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	21,595,521.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	851,744.		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	851,744.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	20,743,777.
4	Recoveries of amounts treated as qualifying distributions			4	78,752.
5	Add lines 3 and 4			5	20,822,529.
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	20,822,529.

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	24,515,163.
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	15,614.
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	24,530,777.
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	851,744.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,679,033.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					20,822,529.
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only					
b Total for prior years 20 15 ,20 14 ,20 13					
3 Excess distributions carryover, if any, to 2017					
a From 2012					
b From 2013					
c From 2014					
d From 2015	690,183.				
e From 2016	6,080,376.				
f Total of lines 3a through e		6,770,559.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 24,530,777.					
a Applied to 2016, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2017 distributable amount					20,822,529.
e Remaining amount distributed out of corpus		3,708,248.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		10,478,807.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)					
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		10,478,807.			
10 Analysis of line 9					
a Excess from 2013					
b Excess from 2014					
c Excess from 2015	690,183.				
d Excess from 2016	6,080,376.				
e Excess from 2017	3,708,248.				

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOHN A. OVERDECK

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or email address of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

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*				
ATTACHMENT 13				22,701,139.
Total . . . . ▶ **3a**				22,701,139.
b *Approved for future payment*				
ATTACHMENT 14				1,134,392.
Total . . . . ▶ **3b**				1,134,392.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	358,804.	
4 Dividends and interest from securities			14	30,832,502.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a RETURN OF GRANTS			01	78,752.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				31,270,058.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 31,270,058.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

[signature] 10/9/18 PRESIDENT

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KELLI ARCHIBALD	Kelli H Archibald	08/30/18		P00180332
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶34-6565596	
Firm's address ▶ 2 N CENTRAL AVE, STE 2300 PHOENIX, AZ 85004			Phone no 602-322-3000	

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

Schedule of Contributors

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

OMB No 1545-0047

2017

Name of the organization	Employer identification number
OVERDECK FAMILY FOUNDATION, INC. C/O TANYA M. SHEEHAN	26-4377643

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number 26-4377643

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	JOHN A. OVERDECK 100 AVE OF THE AMERICAS, 16TH FLOOR NEW YORK, NY 10013	$ 50,000,000.	Person [X] Payroll [ ] Noncash [X] (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: OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number: 26-4377643

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	INTEREST IN THOMPSON STRATEGIES LTD	$ 50,000,000.	12/31/2017

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

Name of organization OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

Employer identification number 26-4377643

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ________
Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		358,804.	358,804.
	TOTAL	358,804.	358,804.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
THOMPSON STRATEGIES - DIVIDEND INCOME	30,544,372.	
DREYFUS FUND 592	100,945.	100,945.
VANGUARD 500 INDEX FUND - DIVIDEND INCOME	97,345.	97,345.
JPM - DIVIDEND	89,840.	89,840.
TOTAL	30,832,502.	288,130.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUBPART F INCOME-THOMPSON STRATEGIES LTD		84,555,246.
RETURN OF PRIOR YEAR GRANT	78,752.	
TOTALS	78,752.	84,555,246.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SEWARD & KISSEL, LLP	2,063.	1,125.		938.
TOTALS	2,063.	1,125.		938.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	39,078.	23,447.		15,631.
TOTALS	39,078.	23,447.		15,631.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TSI SERVICE COSTS*	1,440,719.	3,227.	1,437,492.
ADVERTISING FEES	86,000.		86,000.
CONSULTING FEES	68,550.		68,550.
RECRUITMENT	3,246.		3,246.
WEBSITE DEVELOPMENT	1,050.		1,050.
TOTALS	1,599,565.	3,227.	1,596,338.

*The amount above paid in 2017 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2017 to TSI is for services performed during 2016 and the first three quarters of 2017 by such TSI employees.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
SOFTWARE	21,144.	21,144.
PROFESSIONAL DEVELOPMENT	18,796.	18,796.
POSTAGE	2,143.	2,143.
LICENSES AND FEES	1,993.	1,993.
EQUIPMENT AND SUPPLIES	1,442.	1,442.
MEMBERSHIP DUES	1,367.	1,367.
BOOKS AND SUBSCRIPTIONS	972.	972.
MISCELLANEOUS EXPENSES	585.	585.
TOTALS	48,442.	48,442.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD 500 INDEX FUND - ADMIRAL	5,522,980.	5,522,980.
THOMPSON STRATEGIES LTD.	386,934,919.	386,934,919.
TOTALS	392,457,899.	392,457,899.

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
THOMPSON STRATEGIES - CASH TO TAXABLE INCOME ADJUSTMENT	54,010,875.
VANGUARD - CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION ON INVESTMENTS	1,026,658.
THOMPSON STRATEGIES - BOOK VERSUS TAXABLE INCOME	360,470.
TOTAL	55,398,003.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 11-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT 30,544,371.

CONTROLLED ENTITY'S NAME: THOMPSON STRATEGIES LTD.
CONTROLLED ENTITY'S ADDRESS: 89 NEXUS WAY, KY1-9007
SECOND LINE ADDRESS: CAMANA BAY GRAND CAYMAN CAYMAN ISLANDS
EIN: 98-1029954
TRANSFER AMOUNT: 30,544,372.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DIVIDEND/DISTRIBUTION

ATTACHMENT 11

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: EXPII, INC.
GRANTEE'S ADDRESS: 260 ATWOOD STREET
CITY, STATE & ZIP: PITTSBURGH, PA 15213
GRANT DATE: 10/07/2016
GRANT AMOUNT: 200,000.
GRANT PURPOSE: TO BUILD A FREE PLATFORM FOR PERSONALIZED LEARNING USING OPENLY LICENSED EDUCATIONAL CONTENT
AMOUNT EXPENDED: 200,000.
ANY DIVERSION? NO
DATES OF REPORTS: 04/07/2018
VERIFICATION DATE: 04/07/2018
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDUCATION FIRST
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 08/22/2017
GRANT AMOUNT: 70,000.
GRANT PURPOSE: TO SUPPORT THE DEVELOPMENT OF A FAMILY MATH FLUENCY LANDSCAPE ANALYSIS AND SECOND CONVENING
AMOUNT EXPENDED: 70,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/08/2018
VERIFICATION DATE: 03/08/2018
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: PUBLIC IMPACT
GRANTEE'S ADDRESS: 405 E MAIN ST
CITY, STATE & ZIP: CARRBORO, NC 27510
GRANT DATE: 11/11/2016
GRANT AMOUNT: 300,000.
GRANT PURPOSE: TO IMPROVE LEADERSHIP CAPABILITIES OF SCHOOL DISTRICT ADMINISTRATORS AND TEACHERS
AMOUNT EXPENDED: 300,000.
ANY DIVERSION? NO
DATES OF REPORTS: 12/14/2017
VERIFICATION DATE: 12/14/2017
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDSURGE
GRANTEE'S ADDRESS: 1801 MURCHISON DR, STE 220

CONT'D ON NEXT PAGE

ATTACHMENT 11 (CONT'D)

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: BURLINGAME, CA 94010
GRANT DATE: 08/31/2017
GRANT AMOUNT: 22,540.
GRANT PURPOSE: RESEARCH, PLAN AND CREATE A PROPOSED ITERATIVE PROCESS FOR COLLECTING, BUILDING, AND ANALYZING DATA
AMOUNT EXPENDED: 13,524.
ANY DIVERSION? NO
DATES OF REPORTS: 03/20/2018
VERIFICATION DATE: 03/20/2018
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: GROUP GORDON
GRANTEE'S ADDRESS: 747 THIRD AVENUE, STE 32A
CITY, STATE & ZIP: NEW YORK, NY 10017
GRANT DATE: 02/08/2017
GRANT AMOUNT: 25,000.
GRANT PURPOSE: PROVIDE FOR SUPPLEMENTAL COMMUNICATIONS SUPPORT TO THE DONORSCHOOSE.ORG BEYOND SCHOOL WALLS PROJECT
AMOUNT EXPENDED: 25,000.
ANY DIVERSION? NO
DATES OF REPORTS: 03/29/2018
VERIFICATION DATE: 03/29/2018
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EXPII, INC.
GRANTEE'S ADDRESS: 260 ATWOOD STREET
CITY, STATE & ZIP: PITTSBURGH, PA 15213
GRANT DATE: 09/21/2017
GRANT AMOUNT: 95,000.
GRANT PURPOSE: TO DEVELOP MESSAGING THAT APPEALS TO U.S. SECONDARY SCHOOL STUDENTS TO VIEW MATH AS FUN
AMOUNT EXPENDED: 46,317.
ANY DIVERSION? NO
DATES OF REPORTS: 04/07/2018
VERIFICATION DATE: 04/07/2018
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDUCATION FIRST
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 08/31/2017

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT AMOUNT:	56,940.
GRANT PURPOSE:	DEVELOP NEW APPROACH TO COLLECTING, BUILDING, ANALYZING AND SHARING DATA ON INNOVATIVE SCHOOLS
AMOUNT EXPENDED:	47,646.
ANY DIVERSION?	NO
DATES OF REPORTS:	04/01/2018
VERIFICATION DATE:	04/01/2018

RESULTS OF VERIFICATION:

TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN A. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/PRESIDENT	0.	0.	0.
LAURA B. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/CHAIR	0.	0.	0.
TANYA M. SHEEHAN* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	TREASURER	0.	0.	0.
JAMES MARION* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	SECRETARY	0.	0.	0.
ANU MALIPATIL* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	VICE PRESIDENT	0.	0.	0.
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013		353,028.	24,868.	0.
	GRAND TOTALS	353,028.	24,868.	0.

*The individuals identified above are employees of Two Sigma Investments, LP ("TSI") and are paid for the services they provide to the Foundation through a services agreement the Foundation has with TSI Payments by the Foundation for such services of these officers are made to TSI quarterly in arrears All such payments are for the portion of the direct compensation of such officers attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2017 to TSI is for services performed during 2016 and the first 3 quarters of 2017 by the Foundation officers named above.

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Afterschool Alliance 1101 14th Street NW, Ste 700 Washington, DC 20005	PC	To support quality afterschool programs for children and youth	340,000
Alder Graduate School of Education 2946 Broadway, Ste B Redwood City, CA 94062	PC	To help recruite and educate teachers	200,000
Blue Engine Inc. 75 Broad St, Ste 2900 New York, NY 10004	PC	To support teams of educators in providing highly individualized learning experience for the students	200,000
Bright Beginnings 128 M Street, NW Suite 150 Washington, DC 20001	PC	To support Bright by Text initiative	325,000
Carnegie Foundation 51 Vista Ln. Stanford, CA 94305	POF	2018 Carnegie Summit on Improvement in Education Sponsorship	12,000
CASEL 815 W. Van Buren St. Ste. 210 Chicago, IL 60607	PC	FCIM year 1	125,000
Center of American Progress 1333 H Street Washington, D.C., 20005	PC	To support lives of Americans by providing progressive ideas	30,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Center for Inspired Technology 1436 U Street, NW, Suite 400 Washington, DC 20009	PC	To support teaching and learning	180,000
Chalkbeat Inc. 1239 Broadway Suite 703B New York, NY 10001	PC	To support improving schools for childrens in America to provide quality education	65,000
Character Lab Inc. 3701 Market Street, Fl 2 Philadelphia, PA 19104	PC	Support mission of developing, disseminating, and supporting well-designed, research-based approaches to character development that enable kids to learn and flourish	300,000
Charter Fund Inc. 10901 West 120th Ave., No. 450 Broomfield, CO 80021	PC	To support charter schools	500,000
Chiefs for Change 1455 Pennsylvania Avenue, NW Suite 400-311 Washington, DC 20004	PC	To support bringing change in education system	200,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
CityBridge Foundation 600 New Hampshire Ave. NW Washington, DC 20037	PF	To support the building of a citywide system of high-performing schools in Washington, DC	391,600
Clayton Christensen Institute 585 Broadway Redwood City, CA 94063	PC	To support research on health care and education	27,397
Common Sense Media 650 Townsend St., No. 435 San Francisco, CA 94103	PC	To support mission to provide trustworty information, education, and independent media to kids and families	250,000
Community Foundation of New Jersey 35 Knox Hill Rd Morristown, NJ 07960	PC	To support change making projects in New Jersey	35,224
Council Of New Jersey Grantmakers Inc 101 West State St. Trenton, NJ 08608	PC	2018 General Operating Support	12,930
D2d 5629 SE 67th Street Oklahoma City, OK 73135	PC	General Operating Support	300,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Digital Promise 1001 Connecticut Ave. NW 830 Washington, DC 20036	PC	Year 1 Grant to accelerate innovation in education	500,000
DonorsChoose.org 134 West 37th St. Fl. 11 New York, NY 10018	PC	To support classroom project funding	250,000
Drew University 36 Madison Ave. Madison, NJ 07940	PC	Governor's School in the Sciences	96,607
EdSurge Inc 1801 Murchison Dr, Ste 220 Burlingame, CA 94010	NC	To support in creating innovative educational technologies	22,540
Education Cities Inc. PO Box 11547 Memphis, TN 38111	PC	To support improve public education	125,000
Education First PO Box 22871 Seattle, WA 98122	NC	To support child education	70,000
EducationFirst Consulting LLC PO Box 22871 Seattle, WA 98122	NC	Family Math Fluency Convening	56,940

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Education Resource Strategies Inc. 480 Pleasant St., Ste. C-200 Watertown, MA 02472	PC	To transform urban schools and improve student learning	150,000
Education Trust Inc. 1250 H Street, N.W., Suite 700 Washington, DC 20005	PC	To help closing opportunity gaps by expanding excellence and equity in education for students from low-income families	80,000
Educators for Excellence 3901 Shoal Creek Blvd Austin, TX 78756	PC	To help improve student learning and elevating the teaching profession	200,000
Envision Excellence In STEM Education 2018 Lamberton Rd. Cleveland Heights, OH 44118	PC	STEM Funders Network general operating support	310,000
Erikson Institute 451 N LaSalle Dr Chicago, IL 60654	PC	Family Math Fluency Conference Grantees	15,000
Expanded Schools Inc. 1400 Broadway, 16th Fl. New York, NY 10018	PC	NYC STEM Grant & Design2Learn Grant	137,250
Expii Inc. 260 Atwood St. Pittsburgh, PA 15213	NC	Build free platform for personalized learning	95,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
First 200 Bedford St. Manchester, NH 03101	PC	2017 benefit gift	25,000
Fund for Educational Excellence Inc 800 North Charles Street Suite 400 Baltimore, MD 21202	PC	2017 Afterschool STEM Institute Convening	5,000
Fund for the City Of New York Inc. 121 6th Ave, Fl 6 New York, NY 10013	PC	Carnegie Summit 2017	12,100
Grantmakers for Education 851 SW 6th Ave, Ste 350 Portland, OR 97204	PC	General operating support	3,500
Group Gordon, Inc. 747 Third Avenue 32nd Floor New York, NY 10017	NC	STEM Beyond School Walls Communications Supplemental	25,000
Hellen Keller Institute Inc. 141 Middle Neck Road Sands Point, NY 11050	PC	To support deaf-blind people	149,842

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
The Highlander Institute 166 Valley Street, Ste 101 Providence, RI 02909	PC	To improve the educational experience of all learners	223,000
Jobs for the Future Inc. 88 Broad St., No 8th Fl. Boston, MA 02110	PC	To accelerate the education and advancement of young people	379,100
Johns Hopkins University 3400 N. Charles St. Baltimore, MD 21218	PC	Center for Talented Youth Grant and Bedtime Math Study, Yr 3	350,000
Khan Academy Inc. Po Box 1630 Mountain View, CA 94042	PC	To support education	600,000
Knowledge Works Foundation One West Fourth Street, Suite 200 Cincinnati, OH 45202	PC	To support education by providing personalized learning	80,000
Leading Educators Inc. 1824 Oretha Castle Haley Blvd. New Orleans, LA 70113	PC	To support the professional development of teachers in high-need schools	300,000
Learning Accelerator 145 Franklin Ave #1 Arlington, MA 02474	PC	Human Capital Analysis	200,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Lena Research Foundation 5525 Central Ave, Ste 100 Boulder, CO 80301	PC	Early Language Conference	10,000
Liberty Science Center Inc. 222 Jersey City Blvd. Jersey City, NJ 07305	PC	To inspire the next generation of scientists and engineers and excite learners of all ages about the power, promise, and fun of science and technology	100,000
Lift Inc. 999 N Capitol St. NE, Suite 310 Washington, DC 20002	PC	General operating support	100,000
Massachusetts Institute of Technology 77 Massachusetts Ave Cambridge, MA 02139	PC	J-PAL North America's Technology, Education and Opportunity Initiative	550,000
MATHCOUNTS Foundation 1420 King Street Alexandria, VA 22314	PC	General operating support	20,000
National Museum Of Mathematics 134 West 26th St., 4th Fl. New York, NY 10001	PC	To support efforts to enhance the public understanding of mathematics	250,000
National Center for Research 1001 Connecticut Avenue NW, Suite 1100 Washington, DC 20036	PC	To support healthcare research	145,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
National Museum of Mathematics 11 E 26th St New York, NY 10010	PC	General Grant Support	278,000
National Public Education Support Fd 1900 L Street NW, Ste 520 Washington, DC 20036	PC	Education Funder Strategy Group Support	25,000
New Classrooms Innovation Partners 1250 Broadway, 30th Fl. New York, NY 10001	PC	R&D towards improvements in achievement and cost	4,800
New Venture Fund 1201 Connecticut Ave. NW, Ste. 300 Washington, DC 20036	PC	Teacher Prep Data RFP Grant & Early Learning Lab Grant	290,000
New Visions For Public Schools Inc. 205 E 42nd Street, Fl 4 New York, NY 10017	PC	Data Warehouse & i3 grant match	200,000
New York University One Park Ave., 17th Fl. New York, NY 10016	PC	Support for ParentCorps program within Langone	836,600
Nurse Family Partnership 1900 Grant St., Ste. 400 Denver, CO, 80203	PC	National Service Office general operating support	300,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Parents As Teachers National Center Inc 2228 Ball Dr. St. Louis, MO 63146	PC	Telehealth Initiative Supplemental	225,000
Parentstogether Foundation 1875 Connecticut Ave NW, Ste 650 Washington, DC 20009	PC	Digital Parent Support Pilot supplemental	100,000
Pingry Corporation 131 Martinsville Rd. Basking Ridge, NJ 07920	PC	Pingry Fund for Financial Aid and General Operating Support	280,000
President And Fellows Of Harvard College 1280 Massachusetts Ave. Cambridge, MA 02138	PC	EdLabs research	616,000
Public Impact 405 E Main St. Carrboro, NC 27510	NC	To improve leadership capabilities of school district administrators and teachers	300,000
Rand Corporation PO Box 2138 Santa Monica, CA 90407	PC	FCIM year 1	50,000
Rector & Visitors of UVA 210 Sprigg Lane Charlottesville, VA 22903	PC	General operating support/Intern/Global Math Project	85,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Relay Graduate School Of Education 40 W. 20th St., 7th Fl. New York, NY 10011	PC	Residency recruitment strategy (TeacherPathways) for Novice Teacher Program	500,000
Research & Development Council of NJ 127 Main Street Chatham, NJ 07928	PC	Residency recruitment strategy (TeacherPathways) for Novice Teacher Program	127,500
Rhode Island College 600 Mount Pleasant Ave Providence, RI 02908	PC	Learning Scientists Randomized Controlled Trial	55,000
Rhode Island College Foundation 600 Mount Pleasant Ave. Providence, RI 02908	PC	To support public education and enhance educational excellence at Rhode Island College	200,000
Rhode Island Mayoral Academics 160 Westminster St. No 202 Providence, RI 02903	PC	To support Rhode Island public schools	190,000
Robin Hood Foundation 826 Broadway, 9th Fl. New York, NY 10003	PC	Early Childhood Fund Grant & Early Childhood Research Initiative Grant	2,460,000
Rockfeller Philanthropy Advisors Inc 6 West 48th Street, FL 10 New York, NY 10036	PC	EdReports General operating support	215,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Roger Williams University 1 Old Ferry Rd Bristol, RI 02809	PC	Providence Talks year 2	105,000
Room to Grow National Inc. 7 W 30th St, FL 3 New York, NY 10001	PC	General operating support	100,000
Saga Innovations 10 Laudholm Rd Newton, MA 02458	PC	Research Implementation	125,000
Science Friday Initiative Inc 19 W 44th St., Ste 412 New York, NY 10036	PC	To provide a public platform for discussion and understanding of the latest discoveries, innovations, and controversies in science	10,000
Sesame Workshop 1900 Broadway New York, NY 10023	PC	Sesame Street in Communities project in the US	300,000
Silicon Schools Fund Inc. 5858 Horton St., Ste. 451 Emeryville, CA 94608	PC	Support mission of providing seed funding for blended learning schools that use innovative education models and technology to personalize learning	300,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Stanford University Board of Trustees 450 Serra Mall Stanford, CA 94305	PC	To support Stanford academics	1,109,601
Stem Next Opportunity Fund 7 J St., Ste 205 San Diego, CA 92101	PC	STEM Learning Ecosystems	300,000
Students 2 Science 66 Deforst Ave East Hanover, NJ 07936	PC	S2S NTC 2017	100,000
Teaching Lab 3828 Georgia Ave. NW Apt 544 Washington, DC 20011	PC	To support the development of teacher-leaders	300,000
Teach-Org Inc 174 Hermann St. San Francisco, CA 94102	PC	To support data infrastructure	200,000
The Art of Problem Solving Foundation 55 Exchange Pl., Ste 603 New York, NY 10005	PC	BEAM	10,000
The Oakland Public Education Fund PO Box 71005 Oakland, CA 94612	PC	Carnegie Summit 2017, Beam and NGLC in Oakland year 2	190,050

Name and Address	Charitable Status	Grant Purpose	Amount
Tides Center 1012 Torney Ave San Francisco, CA 94129	PC	Project Evident year 1	500,000
Tides Foundation 1014 Torney Ave. San Francisco, CA 94129	PC	Campaign for Grade-Level Reading/More Hopeful Futures Learning and Action System project phase II	150,000
Tntp Inc 186 Joralemon St., Suite 300 Brooklyn, NY 11201	PC	To support change in public education	35,910
Trustees Of Princeton University 41 William St. Princeton, NJ 08540	PC	Overdeck Educational Research Initiative Fund Yr 2 & general support	548,244
University Of Chicago 6030 South Ellis Ave., Room ED-114 Chicago, IL 60637	PC	Bedtime Math Study Year 5	475,268
University of Washington College of Arts & Sciences Campus Box 354882 Seattle, WA 98195	PC	I-LABS Measuring Math Attitudes in Children and Parents	292,000
Urban Institute 2100 M Street NW. Washington, DC 20037	PC	Data for Action	550,000

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

ATTACHMENT 13

Name and Address	Charitable Status	Grant Purpose	Amount
Urban Teacher Center 1800 Washington Boulevard Suite 411 Baltimore, MD 21230	PC	To support coaching teachers	100,000
Vision to Learn 11611 San Vicente Boulevard Suite 500 Los Angeles, CA 90049	PC	Newark Eyeglasses Pilot	169,736
Woodrow Wilson National Fellowship Foundation 5 Vaughn Dr., Ste. 300 Princeton, NJ 08540	PC	STEM teacher-training fellowship in New Jersey	249,900
Youth INC 535 8th Avenue Suite 1400 New York NY 10018	PC	2017 benefit gift	12,500
		Total	22,701,139

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

ATTACHMENT 14

Name and Address	Charitable Status	Grant Purpose	Amount
CASEL 815 W. Van Buren St. Ste. 210 Chicago, IL 60607	PC	FCIM year 2	125,000
Leading Educators Inc. 1824 Oretha Castle Haley Blvd. New Orleans, LA 70113	PC	GOS	300,000
New Venture Fund 1201 Connecticut Ave. NW, Ste. 300 Washington, DC 20036	PC	FCIM year 2	20,000
Rand Corporation PO Box 2138 Santa Monica, CA 90407	PC	FCIM year 2	50,000
Silicon Schools Fund Inc. 5858 Horton St., Ste. 451 Emeryville, CA 94608	PC	SEDA	300,000
Stanford University Board of Trustees 450 Serra Mall Stanford, CA 94305	PC	GOS	339,392
		Total	1,134,392

FORM 990PF, PARTS I AND II - DEPRECIATION

ATTACHMENT 15

Fixed Assets Date	Purchase Amount	2017 Beginning Book Value	Purchases	Depreciation Expense	Accumulated Depreciation	2017 Ending Book Value
08/31/2015	6,369	4,632	-	1,274	3,011	3,358
05/11/2016	1,499	1,324	-	300	475	1,024
09/21/2016	1,299	1,234	-	260	325	974
02/21/2017	-	-	3,014	553	553	2,461
09/26/2017	-	-	12,600	840	840	11,760
Total	9,167	7,190	15,614	3,227	5,204	19,577