

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation RISE8 FOUNDATION		A Employer identification number 26-6476207	
Number and street (or P O box number if mail is not delivered to street address) 119 FIFTH AVENUE NO 8TH FL		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10003		B Telephone number (see instructions) (212) 218-1691	
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	
H Check type of organization ☒ 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) \$ 105,493,049		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	55,790,475			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,356	11,356		
	4 Dividends and interest from securities . . .				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,849,650			
	b Gross sales price for all assets on line 6a				
		11,716,211			
	7 Capital gain net income (from Part IV, line 2) . . .		11,230,348		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	4,014,285	568,245	0	
	12 Total. Add lines 1 through 11	62,665,766	11,809,949	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,002	0	0	5,002
	b Accounting fees (attach schedule)	40,000	20,000	0	20,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	24,445	23,728	0	717
	24 Total operating and administrative expenses. Add lines 13 through 23	69,447	43,728	0	25,719
	25 Contributions, gifts, grants paid	1,606,025			1,606,025
	26 Total expenses and disbursements. Add lines 24 and 25	1,675,472	43,728	0	1,631,744
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	60,990,294			
	b Net investment income (if negative, enter -0-)		11,766,221		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	1,239,957	47,631,801	47,631,801		
	2	Savings and temporary cash investments	4,308,440	72,589	72,589		
	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)	11,968,365	23,353,157	23,353,157		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ 10,750 Less accumulated depreciation (attach schedule) ▶ _____ 6,775	4,692	3,975	3,975		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	23,567,160	34,431,527	34,431,527		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	41,088,614	105,493,049	105,493,049			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	0	0			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	41,088,614	105,493,049			
30	Total net assets or fund balances (see instructions)	41,088,614	105,493,049				
31	Total liabilities and net assets/fund balances (see instructions) .	41,088,614	105,493,049				

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	41,088,614
2	Enter amount from Part I, line 27a	2	60,990,294
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,414,141
4	Add lines 1, 2, and 3	4	105,493,049
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	105,493,049

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)
1 a INTERACTIVE BROKERS #6401	P	2017-01-01	2017-12-31
b THROUGH ALTERNATIVE INVESTMENTS	P	2017-01-01	2017-12-31
c INTERACTIVE BROKERS #6401	D	2017-01-01	2017-12-31
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 140,680		209,612	-68,932
b 54,319			54,319
c 11,521,212		276,251	11,244,961
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-68,932
b			54,319
c			11,244,961
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	11,230,348
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	11,230,348

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 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	3,286,251	37,612,833	0 087370
2015	2,239,838	21,251,857	0 105395
2014	2,780,767	19,492,314	0 142660
2013	1,874,079	17,325,681	0 108168
2012	1,014,317	2,328,869	0 435541

2 Total of line 1, column (d)	2	0 879134
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	0 175827
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	52,807,815
5 Multiply line 4 by line 3	5	9,285,040
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	117,662
7 Add lines 5 and 6	7	9,402,702
8 Enter qualifying distributions from Part XII, line 4	8	1,631,744

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 ☐ and enter 1% of Part I, line 27b	1	235,324
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	235,324
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	235,324
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	260,842
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	260,842
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
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	25,518
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 25,518 Refunded ▶	11	0

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ACADIA FAMILY OFFICE Telephone no (410) 595-2266			

Located at **30 E PADONIA ROAD STE 202 TIMONIUM MD** ZIP+4 **21030**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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		

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FEROZ DEWAN 119 FIFTH AVENUE 8TH FL NEW YORK, NY 10003	TRUSTEE 2 00	0	0	0
ERICA DEWAN 119 FIFTH AVENUE 8TH FL NEW YORK, NY 10003	TRUSTEE 2 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0
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		
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	11,061,852
b	Average of monthly cash balances.	1b	11,565,030
c	Fair market value of all other assets (see instructions).	1c	30,985,113
d	Total (add lines 1a, b, and c).	1d	53,611,995
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	53,611,995
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	804,180
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	52,807,815
6	Minimum investment return. Enter 5% of line 5.	6	2,640,391

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	2,640,391
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	235,324
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	235,324
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,405,067
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,405,067
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,405,067

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	1,631,744
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,631,744
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,631,744

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				2,405,067
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	965,427			
b From 2013.	1,015,827			
c From 2014.	1,884,306			
d From 2015.	1,206,912			
e From 2016.	1,736,585			
f Total of lines 3a through e.	6,809,057			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,631,744</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				1,631,744
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	773,323			773,323
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,035,734			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	192,104			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,843,630			
10 Analysis of line 9				
a Excess from 2013.	1,015,827			
b Excess from 2014.	1,884,306			
c Excess from 2015.	1,206,912			
d Excess from 2016.	1,736,585			
e Excess from 2017.				

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

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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)) See Additional Data Table	
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	
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 email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 1 119 FIFTH AVENUE 8TH FL NEW YORK, NY 10003		PC	GENERAL SUPPORT	1,606,025
Total ► 3a				1,606,025
b <i>Approved for future payment</i> SEE ATTACHMENT 2 119 FIFTH AVENUE 8TH FL NEW YORK, NY 10003		PC	GENERAL SUPPORT	9,355,000
Total ► 3b				9,355,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
--------------	--	-----------

1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)	No
--------------	-----------

1b(6)		No
--------------	--	-----------

1c		No
----	--	----

value
ue[illegible]

described in section 501(c) of the Code (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.

* * * * *

2018-11-09

* * * * *

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01325763
	JOSHUA N MORGENSTERN CPA				
	Firm's name ► ACADIA FAMILY OFFICE LLC				Firm's EIN ► 81-3141084
	Firm's address ► 30 EAST PADONIA ROAD SUITE 202 TIMONIUM, MD 21093				Phone no (410) 595-2266

Form 990PF Part XV Line 1a - 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).

FEROZ DEWAN
ERICA DEWAN

TY 2017 Accounting Fees Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	40,000	20,000	0	20,000

TY 2017 Investments Corporate Stock Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN #5009	10,219,296	10,219,296
INTERACTIVE BROKERS #6401	13,133,861	13,133,861

TY 2017 Investments - Other Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
12 WEST CAPITAL FUND LTD	FMV	1,851,188	1,851,188
3G SPECIAL SITUATIONS FD III, LP	FMV	4,160,385	4,160,385
801 WEST CAPITAL FUND LP	FMV	309,278	309,278
ADW CAPITAL PARTNERS LP	FMV	1,851,905	1,851,905
FUND A	FMV	10,287,589	10,287,589
ECHINUS PARTNERS LTD	FMV	2,068,026	2,068,026
KEY SQUARE INTERNATIONAL FUND LTD	FMV	510,962	510,962
STEELMILL FUND LTD	FMV	2,473,885	2,473,885
THINK INVESTMENTS	FMV	2,716,514	2,716,514
TOTEM POINT OFFSHORE FUND LTD	FMV	1,446,689	1,446,689
VALIANT CAPITAL PARTNERS	FMV	880,824	880,824
VALUEACT CAPITAL PARTNERS LP	FMV	2,144,494	2,144,494
MILLVILLE OPPORTUNITIES OFFSHORE FD LTD	FMV	3,200,557	3,200,557
GENERAL EQUITY PARTNERS OFFSHORE LTD	FMV	110,891	110,891
ALTIMETER GROWTH PARTNERS FUND III, LP	FMV	418,340	418,340

TY 2017 Legal Fees Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	5,002	0	0	5,002

TY 2017 Other Expenses Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	23,728	23,728	0	0
AMORTIZATION	717	0	0	717

TY 2017 Other Income Schedule**Name:** RISE8 FOUNDATION**EIN:** 26-6476207**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
3G KRAFT HEINZ COMPANY HOLDINGS LP	130,959	130,959	0
801 WEST CAPITAL FUND LP	-9,367	-9,367	0
ADW CAPITAL PARTNERS LP	-26,253	-26,253	0
FUND A	-49,234	-49,234	0
ARISAIG LATIN AMERICA CONSUMER FD LTD	30,547	30,547	0
ARISAIG AFRICA CONSUMER FD LTD	5,544	5,544	0
VALIANT CAPITAL PARTNERS OFFSHORE LTD	316,037	316,037	0
UNREALIZED GAIN/(LOSS)	3,446,040	0	0
VALUEACT CAPITAL PARTNERS INTERNATIONAL I, LP	188,588	188,588	0
ALTIMETER GROWTH PARTNERS FUND III, LP	-18,576	-18,576	0

TY 2017 Other Increases Schedule

Name: RISE8 FOUNDATION
EIN: 26-6476207

Description	Amount
UNREALIZED APPRECIATION	3,414,141

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491316010458	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
		Name of the organization RISE8 FOUNDATION			Employer identification number 26-6476207
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 other 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 33¹ 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 <i>exclusively</i> 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 <i>exclusively</i> 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 <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization RISE8 FOUNDATION	Employer identification number 26-6476207
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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	FEROZ DEWAN 119 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10003	\$ 19,790,475	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	FEROZ DEWAN 119 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10003	\$ 36,000,000	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 RISE8 FOUNDATION	Employer identification number 26-6476207
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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
—	See Additional Data Table	\$	
(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
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
—		\$	

Name of organization RISE8 FOUNDATION	Employer identification number 26-6476207
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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 information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(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	

Additional Data

Software ID:
Software Version:
EIN: 26-6476207
Name: RISE8 FOUNDATION

Form 990 Schedule B, 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
<u>1</u>	21,400 SHARES TRUECAR INC	<u>\$ 416,230</u>	<u>2017-08-07</u>
<u>1</u>	2,728 SHARES FLEETCOR TECHNOLOGIES INC	<u>\$ 391,086</u>	<u>2017-08-17</u>
<u>1</u>	7,724 SHARES ALIBABA COM	<u>\$ 1,347,761</u>	<u>2017-08-23</u>
<u>1</u>	125,000 SHARES JD COM	<u>\$ 5,244,188</u>	<u>2017-08-31</u>
<u>1</u>	70,000 SHARES JD COM	<u>\$ 3,168,900</u>	<u>2017-09-18</u>
<u>1</u>	4,892 SHARES BLACKLINE INC	<u>\$ 172,737</u>	<u>2017-10-31</u>
<u>1</u>	50,100 SHARES JD COM	<u>\$ 1,999,992</u>	<u>2017-12-13</u>
<u>1</u>	96,024 SHARES JD COM	<u>\$ 4,006,601</u>	<u>2017-12-18</u>
<u>1</u>	24,500 SHARES JD COM	<u>\$ 1,042,353</u>	<u>2017-12-19</u>
<u>1</u>	47,600 SHARES JD COM	<u>\$ 2,000,628</u>	<u>2017-12-26</u>

Date	Recipient Entity	Status of Recipient	Purpose of Grant	Amount
02/24/2017	Girls Inc 120 Wall Street New York, NY 10005	PC	General Support	10,000
03/28/2017	Princeton University One Nassau Hall Princeton, NJ 08544	NC	General Support	1,000
03/30/2017	KIPP New York Inc 201 E 144th Street Bronx, NY 10451	PC	General Support	25,000
04/03/2017	Asphalt Green 555 East 90th Street New York, NY 10128	PC	General Support	25
04/19/2017	Singapore American School Foundation PO Box 5910 Princeton, NJ 08543	PC	General Support	10,000
04/27/2017	Teach For America 315 West 36th Street, 7th Fl New York, NY 10018	PC	General Support	1,000,000
05/19/2017	Columbia University Medical School 630 West 168th Street New York, NY 10032	PC	General Support	25,000
05/26/2017	Trinity School 139 West 91st Street New York, NY 10024	PC	General Support	500,000
05/26/2017	Bryn Mawr College 101 N Merion Ave Bryn Mawr, PA 19010	PC	General Support	25,000
06/14/2017	Young Women's Leadership Network 322 8th Avenue New York, NY 10001	PC	General Support	10,000
				<u>1,606,025</u>

Year to be Paid	Recipient Entity	Status of Recipient	Purpose of Grant	Amount
2018	Teach For America 315 West 36th Street 7th Fl New York NY 10018	PC	General Support	1 000 000
2018	KIPP New York Inc 201 E 144th Street Bronx NY 10451	PC	General Support	300 000
2018	PAVE 4651 Shendan Street Ste 470 Hollywood FL 33021	PC	General Support	75 000
2018	Singapore American School Foundation PO Box 5910 Princeton NJ 08543	PC	General Support	12 500
2018	Columbia University Medical School 630 West 168th Street New York NY 10032	PC	General Support	100 000
2018	Trinity School 139 West 91st Street New York NY 10024	PC	General Support	500 000
2018	Bryn Mawr College 101 N Merion Ave Bryn Mawr PA 19010	PC	General Support	25 000
2018	Tiger Foundation 101 Park Avenue New York NY 10178	PF	General Support	175 000
2018	Olympic Training Center 1 Olympic Plaza Colorado Springs CO 80909	SO	General Support	25 000
2018	Medal Bound 650 West Ave Ste 2509 Miami Beach FL 33139	PC	General Support	5 000
2019	Character Lab Inc 3401 Market St Ste 202 Philadelphia PA 191004	PC	General Support	1,000,000
2019	KIPP New York Inc 201 E 144th Street Bronx NY 10451	PC	General Support	300 000
2019	Code org 151 4th Ave, Ste 900 Seattle WA 98101	PC	General Support	250 000
2019	Trinity School 139 West 91st Street New York NY 10024	PC	General Support	500 000
2019	Bryn Mawr College 101 N Merion Ave Bryn Mawr, PA 19010	PC	General Support	25 000
2019	Singapore American School Foundation PO Box 5910 Princeton NJ 08543	PC	General Support	12 500
2019	Columbia University Medical School 630 West 168th Street New York NY 10032	PC	General Support	100 000
2019	Tiger Foundation 101 Park Avenue New York NY 10178	PF	General Support	125 000
2020	Character Lab Inc 3401 Market St Ste 202 Philadelphia PA 191004	PC	General Support	1 000 000
2020	KIPP New York Inc 201 E 144th Street Bronx NY 10451	PC	General Support	300 000
2020	Code org 151 4th Ave Ste 900 Seattle WA 98101	PC	General Support	250 000
2020	Trinity School 139 West 91st Street New York NY 10024	PC	General Support	500 000
2020	Bryn Mawr College 101 N Merion Ave Bryn Mawr PA 19010	PC	General Support	25 000
2020	Columbia University Medical School 630 West 168th Street New York NY 10032	PC	General Support	100 000
2020	Tiger Foundation 101 Park Avenue New York NY 10178	PF	General Support	150 000
2021	Character Lab Inc 3401 Market St Ste 202 Philadelphia PA 191004	PC	General Support	1 000 000
2021	Code org 151 4th Ave Ste 900 Seattle WA 98101	PC	General Support	250 000
2022	Character Lab Inc 3401 Market St Ste 202 Philadelphia PA 191004	PC	General Support	1 000 000
2022	Code org 151 4th Ave Ste 900 Seattle WA 98101	PC	General Support	250 000
				<u>9 355 000</u>