

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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

THE PRENTICE FOUNDATION, INC.

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

Room/suite

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 29,501,852.

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

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

A Employer identification number

06-1386173

B Telephone number (see instructions)

(800) 839-1754

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.	12,109.	12,109.		
4 Dividends and interest from securities	242,449.	242,449.		
5a Gross rents				
b Net rental income or (loss)	3,256,344.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 7,918,631.		3,644,019.		
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	78,157.	78,002.		
11 Other income (attach schedule) ATCH. 1	3,589,059.	3,976,579.		
12 Total. Add lines 1 through 11	0.			
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	56,570.			56,570.
14 Other employee salaries and wages	16,883.			16,883.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH. 2	23,540.			23,540.
b Accounting fees (attach schedule) ATCH. 2	149,964.	149,964.		
c Other professional fees (attach schedule) ATCH. 3				
17 Interest	83,431.	15,228.		
18 Taxes (attach schedule) (see instructions) ATCH. 4				
19 Depreciation (attach schedule) and depletion				
20 Occupancy	1,796.			1,796.
21 Travel, conferences, and meetings				
22 Printing and publications	181,555.	132,109.		49,360.
23 Other expenses (attach schedule) ATCH. 5				
24 Total operating and administrative expenses. Add lines 13 through 23.	513,739.	297,301.		148,149.
25 Contributions, gifts, grants paid	1,831,100.			1,831,100.
26 Total expenses and disbursements Add lines 24 and 25	2,344,839.	297,301.	0.	1,979,249.
27 Subtract line 26 from line 12	1,244,220.			
a Excess of revenue over expenses and disbursements		3,679,278.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,163,611.	1,513,262.	1,513,262.
	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 6		11,286,811.	11,783,007.	13,319,913.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 7		13,366,735.	13,765,108.	14,668,677.	
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)		25,817,157.	27,061,377.	29,501,852.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		25,817,157.	27,061,377.	
	30	Total net assets or fund balances (see instructions)		25,817,157.	27,061,377.	
	31	Total liabilities and net assets/fund balances (see instructions)		25,817,157.	27,061,377.	

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	25,817,157.
2	Enter amount from Part I, line 27a	2	1,244,220.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,061,377.
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	27,061,377.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
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	3,644,019.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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))
2017	1,852,850.	31,202,868.	0.059381
2016	1,673,781.	26,859,566.	0.062316
2015	2,108,356.	29,007,230.	0.072684
2014	1,386,613.	20,864,399.	0.066458
2013	1,226,823.	18,866,134.	0.065028
2 Total of line 1, column (d)			2 0.325867
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 0.065173
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 30,901,190.
5 Multiply line 4 by line 3.			5 2,013,923.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 36,793.
7 Add lines 5 and 6.			7 2,050,716.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,979,249.

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	73,586.
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	73,586.
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	73,586.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	55,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,800.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	137.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	17,923.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ CO, CT, ☐		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here		☐
and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2018?	4b	X

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

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		56,570.	12,555.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 12		138,017.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	15,247,073.
b	Average of monthly cash balances	1b	1,185,915.
c	Fair market value of all other assets (see instructions)	1c	14,938,778.
d	Total (add lines 1a, b, and c)	1d	31,371,766.
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	31,371,766.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	470,576.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,901,190.
6	Minimum investment return. Enter 5% of line 5	6	1,545,060.

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	1,545,060.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	73,586.
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	73,586.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,471,474.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	1,471,474.
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	1,471,474.

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	1,979,249.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,979,249.
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	1,979,249.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,471,474.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u>				
3 Excess distributions carryover, if any, to 2018				
a From 2013	300,653.			
b From 2014	304,609.			
c From 2015	728,262.			
d From 2016	355,899.			
e From 2017	335,603.			
f Total of lines 3a through e	2,113,026.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,979,249.</u>				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount				1,471,474.
e Remaining amount distributed out of corpus	507,775.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,620,801			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(u)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	308,653.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	2,312,148.			
10 Analysis of line 9				
a Excess from 2014	384,609.			
b Excess from 2015	728,262.			
c Excess from 2016	355,899.			
d Excess from 2017	335,603.			
e Excess from 2018	507,775.			

NOT APPLICABLE

- 4942(p)(5)

- (4) Gross investment income .

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 13				
Total ▶ 3a				1,831,100.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	12,109.	
4 Dividends and interest from securities				14	242,449.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						

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

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | | | |

[illegible]

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

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

**Sign
Here**

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

John Powers

11/7/19

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY D HASKELL

Preparer's signature

JEFFREY D HASKELL

Date

11/01/2019

Check		
-------	--	--

self-employed

PTIN

P01345770

Firm's name	FOUNDATION SOURCE
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Firm's EIN	510398347
------------	-----------

Firm's address ► ONE HOLLOW LN, STE 212

11042

Phone no 800-839-1754

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
F&C Responsible Emerging MKTS Equity Fund	<u>12/31/2011</u>	Purchased	<u>11/30/2018</u>	\$ 7,618,631	\$ 5,728,126	\$ 1,890,505
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 300,000	\$ 251,289	\$ 48,711
						\$ 1,316,913
Total included in Part IV				<u>\$ 7,918,631</u>	<u>\$ 5,979,415</u>	<u>\$ 3,256,129</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 215
Part I, Line 6a Total						<u>\$ 3,256,344</u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS DBL PARTNERS III, LP	36.	36.
K-1 INC/LOSS GENERATION IM GLOBAL EQUITY	74,313.	74,313.
K-1 INC/LOSS NORTH SKY CLEANTECH VENTURE	2,493.	2,494.
CLASS ACTION LAWSUIT PROCEEDS	1,159.	1,159.
RESTITUTION PROCEEDS	156.	
TOTALS	<u>78,157.</u>	<u>78,002.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT SUPPORT	23,540.			23,540.
TOTALS	<u>23,540.</u>			<u>23,540.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	149,964.	149,964.
TOTALS	<u>149,964.</u>	<u>149,964.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2018	55,800.	
990-PF EXCISE TAX FOR 2017	6,336.	
990-PF EXTENSION FOR 2017	5,479.	
FOREIGN TAX PAID	15,228.	15,228.
STATE TAX	588.	
TOTALS	<u>83,431.</u>	<u>15,228.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	46,014.		46,014.
BANK CHARGES	6,073.	6,073.	
INSURANCE PREMIUMS	2,405.		2,405.
K-1 EXP DBL PARTNERS III, LP	40,304.	40,239.	
K-1 EXP GENERATION IM GLOBAL E	68,829.	68,829.	
K-1 EXP NORTH SKY CLEANTECH VE	16,989.	16,968.	
PAYROLL PROCESSING FEES	660.		660.
REGISTERED AGENT FEE	221.		221.
STATE OR LOCAL FILING FEES	60.		60.
TOTALS	181,555.	132,109.	49,360.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCENTURE PLC	48,054.	82,209.
ACI WORLDWIDE INC	54,058.	72,938.
ACTIVISION BLIZZARD INC	92,150.	85,735.
ADIDAS AG	25,103.	22,433.
AEGON N V ORD AMER REG	29,674.	30,295.
AIA GROUP LTD ADR	121,677.	113,272.
AKAMAI TECH COM STK	13,060.	13,743.
ALEXION PHARMACEUTICALS, INC	129,386.	105,733.
ALFA LAVAL AB	40,780.	36,701.
ALIBABA GROUP HOLDING LTD	30,073.	24,810.
ALLIANZ SE ADR	100,652.	87,226.
ALPHABET INC CL A	49,457.	89,867.
ALPHABET INC CL C	158,704.	283,756.
ALTA BA INC	40,062.	70,049.
AMAZON COM	95,297.	268,852.
AMBEV SA	48,322.	39,553.
AMDOCS LIMITED	14,531.	14,645.
AMER FIN GRP HLD	9,088.	11,316.
AMERICA MOVIL SA	22,048.	23,242.
AMERICAN CAMPUS COMMUNITIES	9,859.	9,313.
AMERIPRISE FINANCIAL INC	77,893.	83,913.
ANSYS INC	8,024.	10,721.
ANTHEM INC	52,078.	86,405.
APPLE INC	102,020.	151,115.
APPLIED IDNS TECH	10,495.	12,676.
APPLIED MATERIALS INC	86,215.	48,619.
APTAR GROUP INC	12,968.	18,814.
APTIV PLC	54,848.	35,834.
ARLO TECHNOLOGIES INC	3,348.	3,953.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ASPEN PHARMACARE HOLDINGS LTD	36,584.	15,815.
ASPEN TECHNOLOGY, INC	7,390.	16,436.
ATLAS COPCO AB A SHS ADR	48,037.	26,203.
AVERY DENNISON CORP	11,092.	13,475.
B&G FOODS INC	30,933.	29,691.
BAIDU.COM - ADR	110,884.	69,625.
BANCFIRST CORPORATION	19,949.	16,567.
BANCO BILBAO ARG SA	71,637.	46,637.
BANCO ITAU HOLDING FINANCIERA	50,998.	46,120.
BANK OF HAWAII CORP	8,217.	10,771.
BARCLAYS PLC ADR	48,989.	31,253.
BAYERISCHE MOTOREN WERKE AG AD	38,234.	29,262.
BERKLEY W R CP	8,745.	11,087.
BERKSHIRE HATHAWAY INC. CLASS	135,140.	207,242.
BGC PARTNERS INC	42,384.	32,499.
BIC	16,369.	17,316.
BIG LOTS INC (EX CONSOLIDATED	10,973.	7,230.
BLACKROCK INC	109,110.	87,992.
BOOKING HOLDINGS INC	192,520.	222,191.
BRINKER INTL INC	10,513.	9,896.
BROADCOM INC	59,773.	61,027.
BROWN & BROWN INC	8,415.	14,331.
C H ROBINSON WORLDWIDE INC	10,035.	12,614.
C T S CP	15,054.	17,320.
CALAVO GROWERS, INC	20,234.	21,085.
CAMDEN PPTY TR	15,267.	15,409.
CANADIAN NATL RAILWAY CO	109,832.	126,135.
CARMAX INC	114,928.	139,010.
CARREFOUR S.A	76,309.	52,170.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CBIZ, INC	27,138.	54,569.
CEMEX SA DE CV A ADS	33,204.	31,778.
CHARLES SCHWAB CORP	114,828.	192,990.
CHECK POINT SOFTWARE TECHNOLOG	75,133.	74,729.
CHEESECAKE FACTORY INC	13,185.	12,183.
CHEMED CORP	6,564.	14,164.
CHINA MOBILE HGK LTD	54,280.	44,304.
CHOICE HOTELS INTERNATIONAL IN	10,740.	14,316.
CHURCH & DWIGHT	14,657.	19,728.
CINNINNATI FINANCIAL CORP	10,266.	11,613.
CME GROUP, INC	94,949.	105,347.
COHEN & STEERS INC	7,286.	7,722.
COHERENT INC CAL	10,931.	5,286.
COLUMBIA BANKING SYSTEM, INC	49,133.	60,241.
COMMERCE BANCSHARES, INC	7,033.	12,514.
COMMUNITY HEALTHCARE TRUST	30,014.	33,241.
COMPAGNIE DE SAINT G	41,749.	33,978.
CONAGRA FOODS INC	84,662.	50,730.
COOPER COMPANIES INC	8,177.	12,725.
CORESITE REALTY CORPORATION	9,884.	16,138.
CREDIT SUISSE GROUP ADR	57,242.	42,593.
CRH PLC - AMERICAN DEPOSITARY	36,695.	30,487.
CROWN CASTLE INTL	181,688.	195,424.
CUBESMART	9,247.	10,042.
CVB FINANCIAL CORPORATION	6,485.	7,586.
DAI NIPPON PRINTING LTD JAPANS	26,516.	29,545.
DAIICHI SANKYO CO LTD SPONSORE	9,849.	16,981.
DASSAULT SYS SA SPN ADR	56,010.	48,118.
DBS GROUP HLDGS SPON ADR	83,734.	69,302.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DELTA AIR LINES INC	69,234.	66,317.
DENNYS CORPORATION	43,853.	49,667.
DENTSPLY SIRONA INC	12,956.	8,372.
DEXCOM, INC	55,504.	129,384.
DONALDSON CO. INC	20,844.	23,865.
DORMAN PRODUCTS INC	8,265.	15,754.
DUNKIN' BRANDS GROUP INC	10,295.	9,618.
EAST WEST BANCORP, INC	7,233.	8,706.
EATON VANCE CORP COM	11,838.	11,434.
EBAY INC	19,857.	20,323.
EDWARDS LIFESCIENCES	47,090.	137,700.
EMBRAER EMPRESA BR	40,656.	42,423.
EXPEDITORS INTL WASH INC	15,656.	20,427.
EXTENDED STAY AMERICA INC	27,102.	22,584.
F5 NETWORKS, INC	16,954.	24,305.
FACEBOOK INC	217,011.	276,075.
FACTSET RESH SYST INC	12,505.	17,011.
FANUC LIMITED UNSPONSORED	91,753.	56,400.
FB FINANCIAL CORPORATION	40,571.	35,020.
FIRST MERCHANTS CORPORATION	59,133.	46,539.
FIRST PAC CO LTD SPON ADR	56,762.	22,811.
FLOWERS FOODS INC	14,237.	12,929.
FOMENTO ECONOMICO MEXICANO	42,646.	43,369.
FRANKLIN ELECTRIC CO., INC	11,647.	12,864.
FUCHS PETROLUB SE	37,413.	25,995.
GENESEE	53,073.	59,808.
GLAXOSMITHKLINE PLC	79,120.	72,102.
GRIFOLS SA REP 1/2 CL B	32,454.	28,201.
GRUPO FIN ADR	41,159.	32,193.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HDFC BANK LTD ADR	30,381.	32,424.
HEALTH INSURANCE INNOVATIONS,	18,906.	14,942.
HENRY JACK & ASSOC INC	10,515.	12,652.
HENRY SCHEIN INC	9,428.	9,815.
HERITAGE FINL CORP	27,521.	26,659.
HEXCEL CP DELAWARE	9,265.	8,028.
HIGHWOODS PRPTY INC	9,651.	8,705.
HONDA MOTOR CO LTD	38,068.	32,877.
HOSTESS BRANDS INC	43,520.	33,673.
HOWARD HUGHES CORPORATION	26,126.	22,453.
HSBC HOLDINGS PLC	15,335.	16,691.
HUBBELL INCORPORATED	20,811.	18,875.
ICICI BK LTD ADS	31,763.	35,964.
IDEX CP	9,156.	13,889.
INFINEON TECH ADS	48,437.	34,263.
INT'L FLAVORS & FRAGRANCES INC	13,095.	16,784.
INTERPUBLIC GROUP OF COS	16,805.	14,441.
INTESA SANPAOLO SPA	38,945.	32,369.
IPG PHOTONICS CORP	10,340.	10,196.
ITRON INC	31,181.	24,402.
J SAINSBURY	33,858.	33,482.
J2 GLOBAL INC	24,915.	25,254.
JACOBS ENGINEERING GP	124,168.	123,351.
JONES LANG LASALLE	16,653.	13,926.
JP MORGAN CHASE	126,053.	138,328.
JUNIPER NETWORKS	13,848.	14,801.
KAMAN CORPORATION	22,601.	31,186.
KAR AUCTION SERVICES INC	45,454.	61,368.
KINGFISHER PLC	55,886.	34,071.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KKR & CO INC	55,731.	41,832.
KOMATSU LTD	28,330.	22,660.
KUBOTA CORPORATION	36,806.	30,223.
L'AIR LIQUIDE ADR OTC	101,136.	100,752.
L'OREAL ADR	65,593.	66,983.
LAKELAND BANCORP INC	42,486.	31,693.
LAMAR ADVERTISING CO CL A REIT	15,463.	15,566.
LANCASTER COLONY CORPORATION	8,773.	13,265.
LATTICE SEMICONDUCTOR	23,354.	20,878.
LIGAND PHARMACEUTICALS INC	32,142.	37,453.
LINCOLN ELECTRIC HOLDING INC	19,210.	21,290.
LITHIA MOTORS INC CL A	44,225.	34,883.
LIVENT CORPORATION	19,805.	15,359.
LONZA GROUP AG UNSP/ADR	65,165.	61,414.
LOWES COMPANIES INC	104,073.	150,916.
LVMH MOET HENN UNSP	43,894.	41,448.
MANHATTAN ASSOCIATES INC	12,510.	10,593.
MARKS & SPENCER GRP ADR	68,188.	43,856.
MASIMO CORPORATION	8,739.	18,790.
MASTERCARD INC	85,493.	208,457.
MEDICAL PROPERTIES TRUST, INC	48,736.	62,101.
MERCK & CO INC	27,879.	40,039.
METTLER-TOLEDO INTL	8,950.	16,967.
MGP INGREDIENTS, INC	9,744.	12,038.
MICROSOFT CORP	156,997.	327,156.
MIDDLEBY CORPORATION	12,050.	10,273.
MITSUBISHI TANABE PHARMA CORPO	36,109.	29,620.
MITSUBISHI UFJ FINANCIAL GROUP	38,157.	32,502.
MOBILE TELSYS OJSC	30,045.	25,907.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORRISON W SUPRMKT PLC	33,432.	34,563.
MS&AD INS GROUP ADR	32,210.	37,947.
NASPERS LTD N SPONS ADR	98,897.	70,238.
NETGEAR INC	5,522.	10,406.
NEWMARK GROUP INC	18,505.	15,126.
NEXSTAR MEDIA GROUP, INC	12,642.	14,470.
NIKE INC-CL B	92,122.	119,217.
NISSAN MOTOR LTD ASR	51,558.	40,822.
NOKIA	44,464.	49,063.
NOMAD FOODS LIMITED	56,852.	63,252.
NORDSON CP	13,181.	18,499.
NOVOZYMES A/S UNSP/ADR	27,552.	23,583.
OLD DOMINION FREIGHT LINES	57,376.	82,121.
ORANGE	38,561.	39,439.
OXFORD INDUSTRIES	34,237.	34,810.
PACIFIC PREMIER BANCORP INC	55,716.	37,004.
PACWEST BANCORP	29,347.	26,358.
PALO ALTO NETWORKS INC	106,878.	117,530.
PAYPAL HOLDINGS, INC	97,268.	237,637.
PERKIN ELMER INC	12,855.	15,710.
POLARIS INDUSTRIES	11,735.	9,585.
PROOFPOINT INC	89,424.	75,932.
PTC INC	73,313.	96,579.
PUBLICIS GROUPE S.A	47,966.	42,452.
RED HAT, INC	65,780.	142,620.
REGENERON PHARMACEUTICALS INC	131,773.	130,352.
REGIONS FINANCIAL CORP	71,895.	79,638.
RESMED INC	9,934.	19,927.
ROCHE HOLDING LTD ADR	83,713.	91,189.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RPM INTERNATIONAL INC	18,007.	20,573.
RYMAN HOSPITALITY PROPERTIES	9,245.	11,671.
S&P GLOBAL INC COM	97,358.	95,166.
SALESFORCE.COM	96,677.	165,597.
SANOFI-AVENTIS SPONSORED ADR	67,365.	70,454.
SAP AKTIENGESSELL ADS	89,108.	84,418.
SBA COMMUNICATIONS CORP	58,041.	56,823.
SCHNEIDER ELEC UNSP/ADR	19,849.	21,984.
SEI INVESTMENTS	11,762.	13,167.
SENSATA TECHNOLOGIES HOLDINGS	12,439.	12,331.
SHINHAN FINL GROUP CO LTD	30,162.	27,505.
SHIRE PLC	27,471.	27,324.
SIGNATURE BANK	19,138.	15,422.
SILGAN HOLDINGS, INC	53,713.	49,366.
SILICON MOTION TECHNOLOGY CORP	43,091.	31,809.
SONOVA HOLDING AG AD	36,592.	37,828.
SOUTH STATE CORPORATION	22,949.	16,067.
SPECTRUM BRANDS HOLDINGS INC	51,757.	21,548.
SPOTIFY TECHNOLOGY SA	98,197.	62,879.
STERIS. PLC	9,579.	13,356.
SUMITOMO MITSUI TR HOLDINGS SP	33,796.	35,099.
SVB FINANCIAL GROUP	9,004.	12,345.
SWATCH GROUP AG	28,885.	24,815.
SWISS RE LTD ADR	29,777.	30,081.
SYMRISE AG UNSPONSORED	40,660.	38,244.
SYSMEX CORP UNSP ASDR	64,877.	35,556.
T. ROWE PRICE ASSOCIATES	25,325.	32,958.
TAISHO PHARMACEUTICAL	12,137.	15,876.
TAIWAN SEMICONDUCTOR MFG CO LT	186,922.	165,578.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TAKEDA PHARMACEUTICAL CO LTD	25,990.	21,530.
TECH DATA CORP	10,294.	11,044.
TELECOM ITALIA SPA	65,120.	45,834.
TELEDYNE TECH INC	19,386.	44,106.
TELEFONICA BRASIL, S.A	26,825.	30,624.
TEMENOS GROUP AG	41,619.	33,837.
TERADATA CORPORATION	9,841.	11,508.
TESCO PLC S ADR	38,945.	37,127.
TEXAS CAPITAL BANCSHARES, INC	4,452.	4,547.
TEXAS ROADHOUSE, INC	5,880.	11,940.
THERMO FISHER SCIENTIFIC INC	61,161.	111,671.
TIFFANY & CO	6,948.	8,051.
TJX COMPANIES INC	24,556.	37,134.
TOOTSIE ROLL INDS INC	8,328.	7,715.
TYLER TECHNOLOGIES, INC	49,703.	57,976.
UMB FINANCIAL CORPORATION	9,982.	11,706.
UNIFIRST CP	15,033.	18,599.
UNILEVER PLC AMER	59,133.	58,520.
UNITED BANKSHARES, INC	14,440.	13,315.
UNITED RENTALS INC	23,653.	36,398.
UNITEDHEALTH GROUP INC	206,088.	332,823.
VALMONT INDUSTRIES INC	11,826.	9,986.
VALVOLINE INC	41,216.	38,236.
VARIAN MEDICAL SYSTEMS INC	7,828.	13,031.
VERISK ANALYTICS, INC	110,312.	107,622.
VERRA MOBILITY CORPORATION	31,855.	30,236.
VISA INC	179,920.	461,921.
WABTEC	8,764.	9,133.
WALT DISNEY HOLDINGS CO	133,578.	158,444.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WATERS CORP	19,015.	23,581.
WEIBO CORPORATION	69,359.	34,123.
WEX, INC	9,317.	14,426.
WILLIAMS SONOMA INC	13,006.	11,351.
WPP PLC	72,779.	44,826.
YANDEX N V	19,227.	19,583.
TOTALS	<u>11,783,007.</u>	<u>13,319,913.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS SUSTAI	2,753,203.	2,830,005.
DBL PARTNERS III, LP	653,349.	961,988.
F&C RESPONSIBLE EMERGING MKTS	1,451,988.	1,719,026.
GENERATION IM CLIMATE SOLUTION	936,541.	1,305,783.
GENERATION IM GLOBAL EQUITY FD	7,442,954.	7,532,672.
NORTH SKY CLEANTECH VENTURES	527,073.	319,203.
TOTALS	<u>13,765,108.</u>	<u>14,668,677.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,618,631.		PUBLICLY-TRADED SECURITIES 5,340,236.					2,278,395.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					1,316,913.	
300,000.		F&C RESPONSIBLE EMERGING MKTS EQUITY FUN 251,289.				P	12/31/2011 48,711.	11/30/2018
TOTAL GAIN (LOSS)							<u>3,644,019.</u>	

THE PRENTICE FOUNDATION, INC.

2018 FORM 990-PF 06-1386173

ATTACHMENT 8

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

DONOR ADVISED FUND STMT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2018, THE FOUNDATION

TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE

FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS

AQUALIFYING DISTRIBUTION.

ATTACHMENT 8

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

DONOR ADVISED FUND STMT

DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, ALTHOUGH THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED, THE FUNDS ARE REQUIRED TO BE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2)(B), AS DETERMINED AT THE DISCRETION OF THE DONOR ADVISED FUND.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
JERRY BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP, SEC, TREAS 1.00	0.	0.		0.
LYNN P BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 1.00	0.	0.		0.
JAMES BOHART JR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.		0.
JOHN POWERS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES 3.00	0.	0.		0.
LAUREN ZUSKIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.		0.
GRAND TOTALS		0.	0.		0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JANNA SIX 1270 HOYT STREET LAKEWOOD, CO 80215	EXECUTIVE DIRECTOR 30.00	56,570.	12,555.

TOTAL COMPENSATION	<u>56,570.</u>	<u>12,555.</u>
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990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
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BNY MELLON BANK 200 PARK AVENUE, 54TH FL NEW YORK, NY 10166	INVESTMENT MGMT	138,017.
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TOTAL COMPENSATION		<u>138,017.</u>
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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
1000 FRIENDS OF FLORIDA INC PO BOX 5948 TALLAHASSEE, FL 32314	N/A PC		GENERAL & UNRESTRICTED	1,000
350 COLORADO 2861 ELLISON PL BOULDER, CO 80304	N/A PC		HOST MATCHING COMMITTEE	5,000
ABUNDANCE FOUNDATION INC 220 LORAX LN, BOX 5 PITTSBORO, NC 27312	N/A PC		PICKARDS MOUNTAIN ECO-INSTITUTE PROGRAM	5,000
ACCESS WOMENS HEALTH JUSTICE PO BOX 3609 OAKLAND, CA 94609	N/A PC		ABORTION SERVICES AND POST ABORTION LARC	1,000
ACTBLUE CHARITIES INC PO BOX 441146 W SOMERVILLE, MA 02144	N/A PC		SUPPORT FOR HURRICANE MICHAEL RELIEF AND RECOVERY	2,000
AFRICAN WILDLIFE FOUNDATION 1100 NEW JERSEY AVE SE STE 900 WASHINGTON, DC 20003	N/A PC		GIVING TWOS-DAY MATCH CHALLENGE FOR THE PROTECTION OF ELEPHANTS	1,000

ATTACHMENT 13

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALL-OPTIONS PO BOX 28284 OAKLAND, CA 94604	N/A PC		HOOSIER ABORTION FUND - ABORTION SERVICES AND/OR POST ABORTION LARCS	5,000
ALLIANCE FOR JUSTICE 11 DUPONT CIR NW STE 500 WASHINGTON, DC 20036	N/A PC		FAIR COURTS PROGRAM	5,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST, STE 100 DENVER, CO 80202	N/A PC		GENERAL & UNRESTRICTED	75,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF FLORI 4343 W FLAGLER ST STE 400 CORAL GABLES, FL 33134	N/A PC		GENERAL & UNRESTRICTED	3,000
AMERICAN HUMANE ASSOCIATION 1400 16TH ST NW WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	5,000
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO 424 E 92ND ST NEW YORK, NY 10128	N/A PC		GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ANIMAL D R E A M S INC PO BOX 1073 PITTSFIELD, MA 01202	N/A	PC	GENERAL & UNRESTRICTED	2,000
ANIMAL LEGAL DEFENSE FUND 525 E COTATI AVE COTATI, CA 94931	N/A	PC	GENERAL & UNRESTRICTED	3,000
ANIMAL WELFARE INSTITUTE 900 PENNSYLVANIA AVE SE WASHINGTON, DC 20003	N/A	PC	GENERAL & UNRESTRICTED	2,500
ARIZONA ADVOCACY FOUNDATION INC 221 E INDIANOLA AVE PHOENIX, AZ 85012	N/A	PC	DEFENDING ARIZONA'S DEMOCRACY	20,000
ARMSTRONG COMMUNITY MUSIC SCHOOL PMB 82 3267 BEE CAVES RD AUSTIN, TX 78746	N/A	PC	GENERAL & UNRESTRICTED	2,000
ASPEN CENTER FOR ENVIRONMENTAL STUDIES 100 PUPPY SMITH ST ASPEN, CO 81611	N/A	PC	CHARITABLE EVENT	5,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ASPEN COMMUNITY FOUNDATION 455 GOLD RIVERS COURT STE 515 BASALT, CO 81621	N/A	PC	THIRD GENERATION FUND	50,000
ASPEN COMMUNITY FOUNDATION 455 GOLD RIVERS COURT STE 515 BASALT, CO 81621	N/A	PC	THIRD GENERATION FUND	100,000
ASPEN VALLEY LAND TRUST 320 MAIN ST STE 204 CARBONDALE, CO 81623	N/A	PC	RED HILL PROJECT	5,000
AUSTIN THEATRE ALLIANCE 713 CONGRESS AVE AUSTIN, TX 78701	N/A	PC	GENERAL & UNRESTRICTED	5,000
AUSTIN TRINITY SCHOOL DBA TRINITY EPISCOPAL SCHOOL 3901 BEE CAVES RD AUSTIN, TX 78746	N/A	PC	GENERAL & UNRESTRICTED	10,000
AUSTIN YOUTH & COMMUNITY FARM INC DBA URBAN ROOTS 4900 GONZALES ST AUSTIN, TX 78702	N/A	PC	GENERAL & UNRESTRICTED	5,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			ATTACHMENT 13 (CONT'D)	
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
BERKSHIRE HUMANE SOCIETY INC 214 BARKER RD PITTSFIELD, MA 01201	N/A PC	GENERAL & UNRESTRICTED	7,500	
BEST FRIENDS ANIMAL SOCIETY 5001 ANGEL CANYON RD KANAB, UT 84741	N/A PC	GENERAL & UNRESTRICTED	10,000	
BIG BROTHERS AND BIG SISTERS OF GREATER MIAMI 5201 BLUE LAGOON DR STE 925 MIAMI, FL 33135	N/A PC	GENERAL & UNRESTRICTED	15,000	
BIG BROTHERS BIG SISTERS LONE STAR 450E JOHN CARPENTER FRW IRVING, TX 75062	N/A PC	JEAN BOHART SCHOLARSHIP FUND	18,649	
BLUE MOUNTAIN CLINIC INC 610 N CALIFORNIA ST MISSOULA, MT 59802	N/A PC	ABORTION SERVICES AND POST ABORTION LARCS	5,000	
BLUEPRINT NORTH CAROLINA 3739 NATIONAL DR RALEIGH, NC 27612	N/A PC	PARTY AT THE POLLS PROGRAM	20,000	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF INDIAN RIVER COUNTY INC 1729 17TH AVE VERO BEACH, FL 32960	N/A PC	GENERAL & UNRESTRICTED	1,000
BOYS & GIRLS CLUBS FOUNDATION OF INDIAN RIVER COUN 1729 17TH AVE VERO BEACH, FL 32960	N/A SO I	GENERAL & UNRESTRICTED	1,000
BROWARD PERFORMING ARTS FOUNDATION INC 201 SW 5TH AVE FT LAUDERDALE, FL 33312	N/A PC	GENERAL & UNRESTRICTED	5,000
CATALYST MIAMI INC 3000 BISCAYNE BLVD STE 210 MIAMI, FL 33137	N/A PC	GENERAL & UNRESTRICTED	10,000
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC	PROGRAM TO MITIGATE THE EFFECTS OF POPULATION GROWTH ON BIOLOGICAL DIVERSITY AND CLIMATE CHANGE	2,000
CENTER FOR WOMEN & THEIR WORK INC 1710 LAVACA ST AUSTIN, TX 78701	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
CHAPMAN PARTNERSHIP INC 1550 N MIAMI AVE 2 FLR ADMIN MIAMI, FL 33136	N/A PC	GENERAL & UNRESTRICTED		10,000
CHICAGO ABORTION FUND 333 W N AVE STE 267 CHICAGO, IL 60610	N/A PC	ABORTION SERVICES AND POST ABORTION LARCS		5,000
CHILDRENS HOME SOCIETY OF FLORIDA 800 NW 15TH ST MIAMI, FL 33136	N/A PC	GENERAL & UNRESTRICTED		1,000
CLINIC FOR THE REHABILITATION OF WILDLIFE INC PO BOX 150 SANIBEL, FL 33957	N/A PC	GENERAL & UNRESTRICTED		2,000
COLORADO ALLIANCE FOR ENVIRONMENTAL EDUCATION 1536 WYNKOOP ST STE 314 DENVER, CO 80202	N/A PC	GENERAL & UNRESTRICTED		10,000.
COLORADO ASSOCIATION OF FUNDERS PO BOX 48149 DENVER, CO 80204	N/A PC	GENERAL & UNRESTRICTED		1,700

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND R PO BOX 40991 DENVER, CO 80204	N/A	PC	REPRODUCTIVE RIGHTS PROJECT	5,000
COLORADO ROCKY MOUNTAIN SCHOOL 1493 106 RD CARBONDALE, CO 81623	N/A	PC	GENERAL & UNRESTRICTED	1,000
COMMON CAUSE EDUCATION FUND 805 15TH ST NW STE 800 WASHINGTON, DC 20005	N/A	PC	FLORIDA PROGRAM	20,000
COMMON CAUSE EDUCATION FUND 805 15TH ST NW STE 800 WASHINGTON, DC 20005	N/A	PC	VOTER REGISTRATION AND GENERAL FUND	2,000
COMPASSION AND CHOICES P O BOX 485 ETNA, NH 03750	N/A	PC	GENERAL & UNRESTRICTED	1,105
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129	N/A	PC	CLIMATE AND ENERGY FUNDERS GROUP	2,400

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CRADLES TO CRAYONS INC 155 N BEACON ST BRIGHTON, MA 02135	N/A PC		GENERAL & UNRESTRICTED	7,500
DEEDS NOT WORDS 902 E 5TH ST STE 204 AUSTIN, TX 78702	N/A PC		TO PROMOTE COMPREHENSIVE REPRODUCTIVE HEALTHCARE AND TO MAKE CONTRACEPTIVES AND ABORTION AVAILABLE AND AFFORDABLE	5,000
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	N/A PC		PROTECT ELEPHANTS PROGRAM	2,000
DEMOCRACY NORTH CAROLINA 1821 GREEN ST DURHAM, NC 27705	N/A PC		GENERAL & UNRESTRICTED	20,650
DISABLED SPORTS EASTERN SIERRA PO BOX 7275 MAMMOTH LAKES, CA 93546	N/A PC		GENERAL & UNRESTRICTED	20,000
DORSET THEATRE FESTIVAL PO BOX 510 DORSET, VT 05251	N/A PC		GENERAL & UNRESTRICTED	1,351

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DORSET VILLAGE PUBLIC LIBRARY ASSOCIATION INC PO BOX 38 DORSET, VT 05251		N/A PC		GENERAL & UNRESTRICTED	500
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111		N/A PC		EARTHDAY FUND TO FIGHT CLIMATE CHANGE WITH A FOCUS ON FLORIDA	3,500
EAST CHAPEL HILL ROTARY CLUB FOUNDATION PO BOX 2254 CHAPEL HILL, NC 27515		N/A PC		TEACHER'S STORE PROJECT	1,000
EB RESEARCH PARTNERSHIP INC 132 E 43RD ST NO 432 NEW YORK, NY 10017		N/A PC		GENERAL & UNRESTRICTED	5,000
ECOMERICA 1730 RHODE ISLAND AVE NW WASHINGTON, DC 20036		N/A PC		GENERAL & UNRESTRICTED	5,000
ECONOMIC OPPORTUNITIES COUNCIL OF INDIAN RIVER COU 2455 SAINT LUCIE AVE VERO BEACH, FL 32960		N/A PC		EARLY BIRD EDUCATION AT THE ACADEMY PROGRAM	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
EDUCATIONAL PROGRAMS FOR THE INTERNATIONAL COMMUNI PO BOX 609 AUSTIN, TX 78767	N/A	PC	GENERAL & UNRESTRICTED	20,000
EMERGENCY MEDICAL ASSISTANCE INC PO BOX 33552 PALM BCH GDNS, FL 33420	N/A	PC	ABORTION SERVICES	3,000
ENVIRONMENT AMERICA RESEARCH AND POLICY CENTER INC 218 D ST SE 2ND FL WASHINGTON, DC 20003	N/A	PC	RENEWABLE ENERGY PROJECT	1,000
ENVIRONMENT AMERICA RESEARCH AND POLICY CENTER INC 1543 WAZEE ST STE 400 DENVER, CO 80202	N/A	PC	ENVIRONMENT AMERICA AND ENVIRONMENT FLORIDA FUND	3,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A	PC	FIGHT CLIMATE CHANGE PROJECT	5,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 4000 WESTCHASE BLVD , STE 510 RALEIGH, NC 27607	N/A	PC	TO SUPPORT THE WORK OF THE SOUTHEAST OFFICE	5,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DR STE 960 NEW YORK, NY 10115	N/A	PC	GENERAL & UNRESTRICTED	3,000
ENVIRONMENTAL LEARNING CENTER INC 255 LIVE OAK DR VERO BEACH, FL 32963	N/A	PC	GENERAL & UNRESTRICTED	2,500
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A	PC	GENERAL & UNRESTRICTED	7,500
EX STUDENT'S ASSOCIATION OF THE UNIVERSITY OF TEXA P O BOX 7278 AUSTIN, TX 78713	N/A	PC	GENERAL & UNRESTRICTED	7,500
EXHALE AN AFTER-ABORTION COUNSELING TALKLINE 315 MONTGOMERY ST FL 10 SAN FRANCISCO, CA 94104	N/A	PC	GENERAL & UNRESTRICTED	1,000
FEEDING SOUTH FLORIDA INC 2501 SW 32ND TERRACE PEMBROKE PARK, FL 33023	N/A	PC	GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
FEMINIST WOMENS HEALTH CENTER INC 1924 CLIFF VALLEY WAY NE ATLANTA, GA 30329	N/A PC		ABORTION SERVICES	5,000.
FERTILITY FOUNDATION OF TEXAS 3801 N CAPITAL OF TEXAS HWY E240 AUSTIN, TX 78746	N/A PC		GENERAL & UNRESTRICTED	5,000
FLATHEAD SPAY & NEUTER TASK FORCE INC PO BOX 2095 WHITEFISH, MT 59937	N/A PC		GENERAL & UNRESTRICTED	2,700
FLORENCE FULLER CHILD DEVELOPMENT CENTERS INC 200 NE 14TH ST BOCA RATON, FL 33432	N/A PC		GENERAL & UNRESTRICTED	5,000
FLORIDA ASSOCIATION OF PLANNED PARENTHOOD AFFILIAT 736 CENTRAL AVE SARASOTA, FL 34236	N/A PC		PROTECT A WOMAN'S RIGHT TO CHOOSE PROGRAM	3,000
FLORIDA CONSERVATION VOTERS EDUCATION FUND INC 1700 N MONROE ST STE #11-286 TALLAHASSEE, FL 32303	N/A PC		GENERAL & UNRESTRICTED	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	N/A PC	TO HIRE AN ORGANIZER(C3) IN THE MIAMI, FLORIDA, AREA TO PROMOTE A BAN ON FRACKING AND TO HIGHLIGHT THE CONNECTION BETWEEN THE SUGAR INDUSTRY AND ALGAE BLOOMS		10,000
FRIENDS OF ANIMALS INC 777 POST RD STE 205 DARIEN, CT 06820	N/A PC	GENERAL & UNRESTRICTED		5,000
FRIENDS OF JOHN COLTRANE PO BOX 2392 HIGH POINT, NC 27261	N/A PC	GENERAL & UNRESTRICTED		3,000
FRIENDS OF THE EARTH 1101 15TH ST NW, 11TH FL WASHINGTON, DC 20005	N/A PC	EARTHDAY FUND TO FIGHT CLIMATE CHANGE		4,000.
FRIENDS OF THE EARTH 1101 15TH ST NW, 11TH FL WASHINGTON, DC 20005	N/A PC	EFFORTS TO BAN ROUND UP FROM USE PROGRAM		1,000
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU 6705 SW 57TH AVE STE 700 CORAL GABLES, FL 33143	N/A PC	GENERAL & UNRESTRICTED		1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GIFFORD YOUTH ACHIEVEMENT CENTER INC 4875 43RD AVE VERO BEACH, FL 32967	N/A PC		GENERAL & UNRESTRICTED	1,000
GIRLS MAKE BEATS INC 6700 SANTA MONICA BLVD LOS ANGELES, CA 90038	N/A PC		AFTER SCHOOL PROGRAM	5,000
GLEN HIGHLAND FARM INC 217 PEGG RD MORRIS, NY 13808	N/A PC		GENERAL & UNRESTRICTED	1,500
GOLDEN VALLEY BANK COMMUNITY FOUNDATION 190 COHASSET RD STE 170 CHICO, CA 95926	N/A PC		CAMP FIRE RELIEF EFFORTS	1,000
GREEN CHIMNEYS CHILDRENS SERVICES INC PO BOX 719 BREWSTER, NY 10509	N/A PC		GENERAL & UNRESTRICTED	5,000
GREENPEACE FOUNDATION 1118 MAUNAWILI RD KAILUA, HI 96734	N/A PC		FOR WORK IN THE US ONLY	3,000

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
H LEE MOFFITT CANCER CENTER AND RESEARCH INSTITUTE 12902 MAGNOLIA DR TAMPA, FL 33612		N/A PC		GENERAL & UNRESTRICTED	1,000
HEART OF THE VALLEY HUMANE SOCIETY INC PO BOX 11390 BOZEMAN, MT 59719		N/A PC		GENERAL & UNRESTRICTED	5,000
HILL CENTER INC 3200 PICKETT RD DURHAM, NC 27705		N/A PC		GENERAL & UNRESTRICTED	3,000
HUMANE FARMING ASSOCIATION P O BOX 3577 SAN RAFAEL, CA 94912		N/A PC		GENERAL & UNRESTRICTED	5,000
INDIAN RIVER HOSPITAL FOUNDATION INC 1000 36TH ST VERO BEACH, FL 32960		N/A SO I		CANCER CARE PROGRAM	7,500
INDIAN RIVER LAND TRUST INC 80 ROYAL PALM POINTE STE 301 VERO BEACH, FL 32960		N/A PC		GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INSTITUTE FOR ETHNOMEDICINE INC PO BOX 3464 JACKSON, WY 83001		N/A PC		GENERAL & UNRESTRICTED	3,000
IPAS 300 MARKET ST STE 134 CHAPEL HILL, NC 27516		N/A PC		GENERAL & UNRESTRICTED	10,000
IRIE FOUNDATION INC 550 NW 42ND AVE MIAMI, FL 33126		N/A PC		GENERAL & UNRESTRICTED	3,000
IRIE FOUNDATION INC 550 NW 42ND AVE MIAMI, FL 33126		N/A PC		CULTURAL PASSPORT PROGRAM	10,000
JACKSON HEALTH FOUNDATION INC 1500 NW 12TH AVE STE 1117 MIAMI, FL 33136		N/A PC		GENERAL & UNRESTRICTED	10,000
JANES DUE PROCESS INC PO BOX 685137 AUSTIN, TX 78768		N/A PC		ABORTION ACCESS	5,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEREMIAH PROGRAM PO BOX 50590 AUSTIN, TX 78763		N/A PC		GENERAL & UNRESTRICTED	10,000
JOHNS ISLAND COMMUNITY SERVICE LEAGUE INC 660 BEACHLAND BLVD #208 VERO BEACH, FL 32963		N/A PC		GENERAL & UNRESTRICTED	3,000
LEAGUE OF WOMEN VOTERS OF FLORIDA EDUCATION FUND I PO BOX 1911 ORLANDO, FL 32802		N/A PC		GENERAL & UNRESTRICTED	4,000
MAKE A WISH FOUNDATION OF SOUTHERN FLORIDA INC 4491 S STATE RD 7 STE 201 DAVIE, FL 33314		N/A PC		ADOPT A WISH PROGRAM	18,250
MARGARET BYRD RAWSON INSTITUTE INC 122 E PATRICK ST, #106 FREDERICK, MD 21701		N/A PC		GENERAL & UNRESTRICTED	13,500
MARGARET BYRD RAWSON INSTITUTE INC 122 E PATRICK ST, #106 FREDERICK, MD 21701		N/A PC		DEVELOPMENT AND OPERATING BUDGET PROJECTS	86,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
MCCOMBS SCHOOL OF BUSINESS FOUNDATION 2110 SPEEDWAY, MAIL STOP B6006 AUSTIN, TX 78712	N/A SO I			MCCOMBS EXCELLENCE FUND	7,500
MCKEE BOTANICAL GARDEN INC 350 US HWY 1 VERO BEACH, FL 32962	N/A PC			GENERAL & UNRESTRICTED	1,000
MEMPHIS CENTER FOR REPRODUCTIVE 1726 POPLAR AVE MEMPHIS, TN 38104	N/A PC			ABORTION ACCESS	3,000
MENTAL HEALTH ASSOCIATION IN INDIAN RIVER COUNTY I 820 37TH PL VERO BEACH, FL 32960	N/A PC			GENERAL & UNRESTRICTED	12,500
MENTAL HEALTH ASSOCIATION IN INDIAN RIVER COUNTY I 820 37TH PL VERO BEACH, FL 32960	N/A PC			DR ROBERT BRUGNOLI ENDOWMENT FUND	2,000
MI FAMILIA VOTA EDUCATION FUND 1710 E INDIAN SCHOOL DR PHOENIX, AZ 85016	N/A PC			GOTV PROGRAM, TARGETING THE PUERTO RICAN COMMUNITY IN FLORIDA	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
MIAMI CHILDRENS HEALTH SYSTEM FOUNDATION INC 3100 SW 62ND AVE MIAMI, FL 33155	N/A PC	GENERAL & UNRESTRICTED	15,000	
MIAMI CHILDRENS HEALTH SYSTEM FOUNDATION INC 3100 SW 62ND AVE MIAMI, FL 33155	N/A PC	FASHION GIVES BACK INITIATIVE	2,500	
MIAMI CHILDRENS MUSEUM INC 980 MACARTHUR CSWY MIAMI, FL 33132	N/A PC	VIP PROGRAM	5,000	
MIAMI CITY BALLET INC 2200 LIBERTY AVE MIAMI BEACH, FL 33139	N/A PC	GENERAL & UNRESTRICTED	5,500	
MISSOURI ORGANIZING AND VOTER ENGAGEMENT COLLABORA 4526 PASEO BLVD KANSAS CITY, MO 64110	N/A PC	MISSOURI DEMOCRACY PROJECT	20,000	
MOHAWK AND HUDSON RIVER HUMANE SOCIETY 3 OAKLAND AVE MENANDS, NY 12204	N/A PC	GENERAL & UNRESTRICTED	4,000	

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

RECIPIENT NAME AND ADDRESS			RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MONTANA FOOD BANK NETWORK INC 5625 EXPY MISSOULA, MT 59808	N/A PC				GENERAL & UNRESTRICTED	5,000
NARAL PRO CHOICE MARYLAND FUND INC 1323 N CALVERT ST STE A BALTIMORE, MD 21202	N/A PC				MOBILIZATION OF PRO CHOICE VOTERS	5,000
NARAL PRO-CHOICE AMERICA FOUNDATION 1725 EYE ST NW STE 900 WASHINGTON, DC 20006	N/A PC				GENERAL & UNRESTRICTED	10,000
NARAL PRO-CHOICE ARIZONA FOUNDATION 4141 N 32ND ST STE 105 PHOENIX, AZ 85018	N/A PC				ABORTION FUND OF ARIZONA	5,000
NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN ST STE 800 DENVER, CO 80203	N/A PC				ABORTION ACCESS	10,000
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AN 747 3RD AVE RM 33C NEW YORK, NY 10017	N/A PC				GENERAL & UNRESTRICTED	1,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NATIONAL ASSOCIATION OF WOMEN JUDGES 1001 CONNECTICUT AVE NW STE 1138 WASHINGTON, DC 20036	N/A PC		INFORMED VOICES AN EDUCATION AND OUTREACH PROJECT INFORMED VOTERS, FAIR JUDGES PROJECT	10,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC		GENERAL & UNRESTRICTED	2,250
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC		DR TILLER FUND	10,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC		FONDO DE ABORTO PARA LA JUSTICIA SOCIAL MARIA	5,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	N/A PC		ABORTION ACCESS	5,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 684949 AUSTIN, TX 78768	N/A PC		ABORTION ACCESS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 473 EAU CLAIRE, WI 54702	N/A PC	ABORTION ACCESS		5,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 7389 RICHMOND, VA 23221	N/A PC	ABORTION ACCESS		6,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 770141 NEW ORLEANS, LA 70117	N/A PC	ABORTION ACCESS		5,000
NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI PO BOX 536522 ORLANDO, FL 32853	N/A PC	ABORTION AND CONTRACEPTIVE COUNSELING		1,000
NATIONAL NETWORK OF ABORTION FUNDS - CENTRAL FLORI PO BOX 536522 ORLANDO, FL 32853	N/A PC	ABORTION SERVICES AND POST ABORTION LARCS		5,000
NATIONAL NETWORK OF ABORTION FUNDS - FUND TEXAS CH 3005 S LAMAR BLVD D-109 111 AUSTIN, TX 78704	N/A PC	ABORTION ACCESS		5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NATIONAL NETWORK OF ABORTION FUNDS-- FREEDOM FUND PO BOX 92 MARSHFIELD, WI 54449	N/A	PC	ABORTION SERVICES	5,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON, VA 20190	N/A	PC	TO PROTECT THE ENVIRONMENT IN ORDER TO PROTECT ENDANGERED ANIMALS	2,000
NATIONAL WOMENS HEALTH NETWORK INC 4TH FL WASHINGTON, DC 20005	N/A	PC	PLAN C INITIATIVE	10,000
NATURAL RESOURCES DEFENSE COUNCIL INC 40 W 20TH ST NEW YORK, NY 10011	N/A	PC	TO FIGHT CLIMATE CHANGE	5,000
NEADS INC PO BOX 1100 PRINCETON, MA 01541	N/A	PC	GENERAL & UNRESTRICTED	2,000
NEW ERA COLORADO FOUNDATION PO BOX 181153 DENVER, CO 80218	N/A	PC	2018 YOUNG VOTER MOBILIZATION CAMPAIGN	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW FLORIDA MAJORITY EDUCATION FUND INC 10800 BISCAYNE BLVD STE 1050 MIAMI, FL 33161	N/A	PC		GENERAL & UNRESTRICTED	15,000
NEW JERSEY STATE FEDERATION OF WOMENS CLUBS - WOMA PO BOX 262 HAWORTH, NJ 07641	N/A	PC		SPRING HOUSE SCHOLARSHIP FUND	500
NEW MEXICO RELIGIOUS COALITION FOR REPRODUCTIVE CH PO BOX 66433 ALBUQUERQUE, NM 87193	N/A	PC		INDIGENOUS WOMEN RISING PROJECT	3,000
NORTH CAROLINA COASTAL FEDERATION INC 3609 N C 24 NEWPORT, NC 28570	N/A	PC		GENERAL & UNRESTRICTED	7,000
NORTH CAROLINA COMMUNITY FOUNDATION INC 3737 GLENWOOD AVE STE 460 RALEIGH, NC 27612	N/A	PC		NC LOCAL NEWS LAB FUND	10,000
NORTH CAROLINA COMMUNITY FOUNDATION INC 3737 GLENWOOD AVE STE 460 RALEIGH, NC 27612	N/A	PC		NC NETWORK OF GRANTMAKERS	3,000

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTH CAROLINA CONSERVATION NETWORK 234 FAYETTEVILLE ST RALEIGH, NC 27601		N/A PC		GENERAL & UNRESTRICTED	10,000
NORTH SHORE ANIMAL LEAGUE AMERICA INC 25 DAVIS AVE PORT WASHINGTON, NY 11050		N/A PC		GENERAL & UNRESTRICTED	5,000
NORTH VALLEY ANIMAL DISASTER GROUP PO BOX 441 CHICO, CA 95927		N/A PC		GENERAL & UNRESTRICTED	2,800
NORTH VALLEY COMMUNITY FOUNDATION 240 MAIN ST CHICO, CA 95928		N/A PC		CAMP FIRE EVACUATION RELIEF FUND OR THE BUTTE COUNTY SCHOOLS FIRE RELIEF FUND	2,850
OHIO STATE UNIVERSITY 1480 W LN AVE COLUMBUS, OH 43221		N/A GOV		GENERAL & UNRESTRICTED	2,000
OHIO STATE UNIVERSITY FOUNDATION 1480 W LN AVE COLUMBUS, OH 43221		N/A PC		WOMEN & PHILANTHROPY AT THE OHIO STATE UNIVERSITY	5,000

ATTACHMENT 13 (CONT'D)

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ORANGE COUNTY PARTNERSHIP FOR YOUNG CHILDREN 120 PROVIDENCE RD STE 101 CHAPEL HILL, NC 27514	N/A PC		TRANSPLANTING TRADITIONS COMMUNITY FARM PROGRAM	2,000
PATHWAYS INC 175 MILBANK AVE GREENWICH, CT 06830	N/A PC		GENERAL & UNRESTRICTED	500
PITTELLOVE RESCUE INC PO BOX 3532 FRAMINGHAM, MA 01705	N/A PC		GENERAL & UNRESTRICTED	1,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC		PROTECTING THE REPRODUCTIVE RIGHT TO CONTRACEPTION AND ABORTION PROGRAM	20,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC		AFFILIATE AWARDS AND GENERAL SUPPORT FOR PPFA	30,000
PLANNED PARENTHOOD OF MARYLAND INC 330 N HOWARD ST BALTIMORE, MD 21201	N/A PC		GENERAL & UNRESTRICTED	50,000

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PLANNED PARENTHOOD OF NORTHERN CENTRAL AND SOUTHERN 196 SPEEDWELL AVE MORRISTOWN, NJ 07960	N/A	PC	ABORTION ACCESS	1,500
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DR STE 110 COLCHESTER, VT 05446	N/A	PC	GENERAL & UNRESTRICTED	5,000
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DR STE 110 COLCHESTER, VT 05446	N/A	PC	LAURA FUND	4,000
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURY 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A	PC	TO PROTECT THE RIGHT TO CHOOSE PROGRAM	9,395.
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURY 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A	PC	CHARITABLE EVENT	10,500
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A	PC	GENERAL & UNRESTRICTED	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC		TO FUND ABORTION AND QUALIFY FOR 'GIVING TUESDAY' MATCH	1,500
PLANNED PARENTHOOD SOUTH ATLANTIC 100 S BOYLAN AVE RALEIGH, NC 27603	N/A PC		GENERAL & UNRESTRICTED	8,000
POPULATION CONNECTION 2120 L ST NW STE 500 WASHINGTON, DC 20037	N/A PC		GENERAL & UNRESTRICTED	21,000
POPULATION CONNECTION 2120 L ST NW STE 500 WASHINGTON, DC 20037	N/A PC		EARTH DAY MATCH FUND	1,000
POPULATION MEDIA CENTER INC 30 KIMBALL AVE STE 302 S BURLINGTON, VT 05403	N/A PC		GENERAL & UNRESTRICTED	10,000
PRINCETON INTERNSHIPS IN CIVIC SERVICE INC PO BOX 261 PRINCETON, NJ 08542	N/A PC		GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PROGRESS FLORIDA EDUCATION INSTITUTE 1010 CENTRAL AVE, STE 209 ST PETERSBURG, FL 33705	N/A PC		DEVELOPMENT OF A WEBSITE FOR VOTER REGISTRATION AND GOTV PROJECT	20,000
PROGRESS TEXAS INSTITUTE 1023 SPRINGDALE RD UNIT 11D AUSTIN, TX 78721	N/A PC		GENERAL & UNRESTRICTED	25,000
PROJECT READY FOR SCHOOL INC 9858 CLINT MOORE RD STE C111 # 185 BOCA RATON, FL 33496	N/A PC		GENERAL & UNRESTRICTED	3,000
PROVIDE INC PO BOX 410164 CAMBRIDGE, MA 02141	N/A PC		GENERAL & UNRESTRICTED	5,000
PUPPIES BEHIND BARS INC 263 W 38 ST, 4TH FL NEW YORK, NY 10018	N/A PC		GENERAL & UNRESTRICTED	2,000
REPRESENT US EDUCATION FUND PO BOX 60008 FLORENCE, MA 01062	N/A PC		TO PROTECT DEMOCRACY	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
REPRODUCTIVE HEALTH ACCESS PROJECT INC PO BOX 21191 NEW YORK, NY 10025	N/A	PC		GENERAL & UNRESTRICTED	5,000
RIVERSIDE THEATRE INC 3250 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A	PC		GENERAL & UNRESTRICTED	3,000
ROCKY MOUNTAIN INSTITUTE 2490 JCT PL STE 200 BOULDER, CO 80302	N/A	PC		GENERAL & UNRESTRICTED	5,000
ROCKY MOUNTAIN PLANNED PARENTHOOD INC 7155 E 38TH AVE DENVER, CO 80207	N/A	PC		ABORTION ACCESS	5,000
SIERRA CLUB FOUNDATION 2101 WEBSTER ST STE 1250 OAKLAND, CA 94612	N/A	PC		EARTHDAY FUND TO FIGHT CLIMATE CHANGE WITH AN EMPHASIS ON FLORIDA	4,000
SOLAR UNITED NEIGHBORS 1115 MASSACHUSETTS AVE NW WASHINGTON, DC 20005	N/A	PC		COLORADO PROGRAM	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
SOLAR UNITED NEIGHBORS 1115 MASSACHUSETTS AVE NW WASHINGTON, DC 20005	N/A	PC		FLORIDA CHAPTER	10,000
SOUL DOG RESCUE PO BOX 270534 ST LOUIS, MO 63126	N/A	PC		GENERAL & UNRESTRICTED	5,000
SOUTHERN COALITION FOR SOCIALJUSTICE 1415 W HWY 54 STE 101 DURHAM, NC 27707	N/A	PC		FAIR SCHOOLS REDISTRICTING	20,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902	N/A	PC		GENERAL & UNRESTRICTED	15,600
SOUTHERN VERMONT ARTS CENTER INCORPORATED PO BOX 617 MANCHESTER, VT 05254	N/A	PC		GENERAL & UNRESTRICTED	1,000
SPCA OF WESTCHESTER INC 590 N STATE RD BRIARCLIFF, NY 10510	N/A	GOV		GENERAL & UNRESTRICTED	10,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST STEPHENS EPISCOPAL SCHOOL 6500 ST STEPHENS DR AUSTIN, TX 78746	N/A PC		EMERGING SCHOLARS PROGRAM	10,000
STONE BARN RESTORATION CORP 630 BEDFORD RD TARRYTOWN, NY 10591	N/A PC		GENERAL & UNRESTRICTED	1,000
STRONG CITY BALTIMORE 3503 N CHARLES ST BALTIMORE, MD 21218	N/A PC		STEP UP MD'S IMPLEMENTATION OF THE NEW LEADER COLLECTIVE PROJECT	35,000
SUNDARI FOUNDATION INC 217 NW 15TH ST MIAMI, FL 33136	N/A PC		WORKING CLASSROOM KITCHEN PROJECT	10,000
SUSTAINABLE FOOD CENTER INC 2921 E 17TH ST BLDG C AUSTIN, TX 78702	N/A PC		GENERAL & UNRESTRICTED	15,000
THE FOOD BANK OF WESTERN MASSACHUSETTS INC 97 N HATFIELD RD HATFIELD, MA 01038	N/A PC		GENERAL & UNRESTRICTED	7,900

ATTACHMENT 13 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE INTERNATIONAL WILDERNESS LEADERSHIP FOUNDATION 717 POPLAR AVE BOULDER, CO 80304	N/A	PC	THE HUMAN ELEMENT PROGRAM	5,000
THE LEARNING ALLIANCE INC PO BOX 643446 VERO BEACH, FL 32964	N/A	PC	GENERAL & UNRESTRICTED	1,500
THE LITTLE LIGHTHOUSE FOUNDATION INC 100 BISCAYNE BLVD STE 1607 MIAMI, FL 33132	N/A	PC	GENERAL & UNRESTRICTED	7,500
THE LITTLE LIGHTHOUSE FOUNDATION INC 100 BISCAYNE BLVD STE 1607 MIAMI, FL 33132	N/A	PC	FIT CLUB PROGRAM	15,000
THE MOTIVATIONAL EDGE INC 2103 SW CORAL WAY 2ND FL MIAMI, FL 33145	N/A	PC	GENERAL & UNRESTRICTED	2,000
THE NATIONAL ORGANIZATION FOR WOMEN FOUNDATION INC P O BOX 1848 MERRIFIELD, DC 22116	N/A	PC	GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NATURE CONSERVANCY - VERMONT CHAPTER 575 STONE CUTTERS WAY MONTPELIER, VT 05602	N/A PC	GENERAL & UNRESTRICTED	1,000
THE RISE SCHOOL OF AUSTIN 4800 MANOR RD BLDG J AUSTIN, TX 78723	N/A PC	GENERAL & UNRESTRICTED	5,000
THIRTY PERCENT COALITION 1231 HIGHLAND AVE FT WASHINGTON, PA 19034	N/A PC	GENERAL & UNRESTRICTED	15,000
TIDES CENTER P O BOX 29907 SAN FRANCISCO, CA 94129	N/A PC	TIDES CENTER - CHAPEL HILL-CARRBORO YOUTH FORWARD PROGRAM	5,000
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	N/A PC	FLORIDA RIGHTS RESTORATION COALITION EDUCATION FUND	20,000
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	N/A PC	REPRODUCTIVE HEALTH INVESTORS ALLIANCE TO SUPPORT THE CIRCLE BIOMEDICAL RESEARCH	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	N/A	PC	COLORADO RISING, CENTER FOR WORKING FAMILIES FUND	27,500
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	N/A	PC	FLORIDA RIGHTS RESTORATION COALITION	3,000
TRUST WOMEN FOUNDATION INC 5107 E KELLOGG DR WICHITA, KS 67218	N/A	PC	ABORTION ACCESS	5,000
TRUSTEES OF THE SMITH COLLEGE 33 ELM ST NORTHAMPTON, MA 01063	N/A	PC	SUSTAINABLE SMITH FUND	5,000
UMLAUF SCULPTURE GARDEN & MUSEUM 605 ROBERT E LEE AUSTIN, TX 78704	N/A	PC	GENERAL & UNRESTRICTED	10,000
UNC ESHELMAN SCHOOL OF PHARMACY FOUNDATION 194 FINLEY GOLF COURSE RD STE 106 CHAPEL HILL, NC 27517	N/A	PC	CLIFF & LINDA BUTLER SCHOLARSHIP FUND	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE, FL 32604	N/A	PC	COMMUNITY PSYCHIATRY VERO BEACH	1,000
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL ARTS AND 523 E FRANKLIN ST CHAPEL HILL, NC 27514	N/A	PC	PLAYMAKERS PROGRAM	15,000
VERMONT ETV INC DBA VERMONT PUBLIC TELEVISION 204 ETHAN ALLEN AVE COLCHESTER, VT 05446	N/A	PC	GENERAL & UNRESTRICTED	1,000
VERMONT PUBLIC INTEREST RESEARCH & EDUCATION FUND 141 MAIN ST MONTPELIER, VT 05602	N/A	PC	GENERAL & UNRESTRICTED	3,000
VERO BEACH MUSEUM OF ART INC 3001 RIVERSIDE PARK DR VERO BEACH, FL 32963	N/A	PC	MEMBERSHIP SUPPORT	500
VNA HOSPICE OF INDIAN RIVER COUNTY INC 1110 35TH LN VERO BEACH, FL 32960	N/A	PC	CHARITABLE EVENT	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTCAVE PRESERVE CORPORATION DBA WESTCAVE OUTDOOR 603 W 13TH ST, STE 2D AUSTIN, TX 78701		N/A PC	GENERAL & UNRESTRICTED	6,000
WILDERNESS FINDERS INC MARIN COUNTY SHERIFFS DEPT 248 FERNWOOD DR MORAGA, CA 94556		N/A PC	TO SUPPORT WILDERNESS FINDERS SEARCH DOG TEAMS (WOOF) FOR SEARCH AND RESCUE IN THE CALIFORNIA FIRES	1,000
WMHT EDUCATIONAL TELECOMMUNICATIONS INC 4 GLOBAL VIEW TROY, NY 12180		N/A PC	GENERAL & UNRESTRICTED	1,000
WOMEN HAVE OPTIONS INC PO BOX 1611 COLUMBUS, OH 43216		N/A PC	ABORTION SERVICES OR LARCS	5,000
WOMENS EMERGENCY NETWORK INC PO BOX 566392 MIAMI, FL 33256		N/A PC	ABORTION ACCESS	5,000
WOMENS HEALTH PROJECT INC 227 N DUBUQUE ST IOWA CITY, IA 52245		N/A PC	ABORTION ACCESS	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
WOMENS MEDICAL FUND INC PO BOX 248 MADISON, WI 53701	N/A PC	ABORTION ACCESS		5,000
WOMENS REPRODUCTIVE RIGHTS ASSISTANCE PROJECT WRRR 2934 1/2 BEVERLY GLEN CIR, #169 LOS ANGELES, CA 90077	N/A PC	ABORTION ACCESS		5,000
WORLD WILDLIFE FUND INC 1250 24TH ST N W WASHINGTON, DC 20037	N/A PC	TO FIGHT CLIMATE CHANGE AND PROTECT ENDANGERED SPECIES		2,500
WWW PILOTSNPAWS ORG INCORPORATED 4651 HOWE RD LANDRUM, SC 29356	N/A PC	GENERAL & UNRESTRICTED		1,000
WXEL PUBLIC BROADCASTING CORPORATION 3401 S CONGRESS AVE BOYNTON BEACH, FL 33426	N/A PC	GENERAL & UNRESTRICTED		1,000
YELLOWHAMMER FUND PO BOX 1565 TUSCALOOSA, AL 35403	N/A PC	GENERAL & UNRESTRICTED		3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YELLOWHAMMER FUND PO BOX 1565 TUSCALOOSA, AL 35403	N/A PC	MONTGOMERY AREA REPRODUCTIVE JUSTICE COALITION, POWER HOUSE PROJECT	3,000
ZACHARY AND ELIZABETH M FISHER CENTER FOR ALZHEIME 110 E 42ND ST 16TH FL NEW YORK, NY 10017	N/A PC	GENERAL & UNRESTRICTED	1,000
TOTAL CONTRIBUTIONS PAID			<u>1,831,100</u>