

2018

Open to Public Inspection

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990PF for instructions and the latest information

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

THE MEROPS FOUNDATION 6178-01-1/6

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

Room/suite

GLENMEDE TRUST CO., N.A., 1650 MARKET ST.,

1200

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

PHILADELPHIA, PA 19103-7391

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method

☒ Cash☐ Accrual

end of year (from Part II, col (c), line

☐ Other (specify)

16) \$ 10,097,840.

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

A Employer identification number

45-6870036

B Telephone number (see instructions)

215-419-6000

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
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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)

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

4 Dividends and interest from securities

187,603.

187,603.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

624,457.

b Gross sales price for all
assets on line 6a 5,292,550.

7 Capital gain net income (from Part IV, line 2)

624,457.

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)

11 Other income (attach schedule)

-49,563.

-49,563.

STMT 6

12 Total Add lines 1 through 11

762,497.

762,497.

13 Compensation of officers, directors, trustees, etc.

50,635.

25,318.

25,318.

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

1,068.

1,068.

19 Depreciation (attach schedule) and depletion

4,750.

4,750.

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule)

24 Total operating and administrative expenses

Add lines 13 through 23

56,453.

31,136.

NONE

25,318.

25 Contributions, gifts, grants paid

567,929.

567,929.

26 Total expenses and disbursements Add lines 24 and 25

624,382.

31,136.

NONE

593,247.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

138,115.

b Net investment income (if negative, enter -0-)

731,361.

c Adjusted net income (if negative, enter -0-)

3 S
624 10ENVELOPE
POSTMARK DATE OCT 18 2019

SCANNED DEC 19 2019

NOV 18 2019

Rec in Batching/
Comes Ogden

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	434,457.	249,166.	249,166.
	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 ▶ NONE			
	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)			
	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)	9,830,630.	10,194,446.	9,848,674.	
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)	10,265,087.	10,443,612.	10,097,840.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	10,265,087.	10,443,612.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	10,265,087.	10,443,612.	
	31	Total liabilities and net assets/fund balances (see instructions)	10,265,087.	10,443,612.	

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	10,265,087.
2	Enter amount from Part I, line 27a	2	138,115.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	40,410.
4	Add lines 1, 2, and 3	4	10,443,612.
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	10,443,612.

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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 PUBLICLY TRADED SECURITIES					
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 5,292,550.		4,667,812.	624,738.		
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			624,738.		
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	624,457.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

(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	453,128.	10,483,622.	0.043222
2016	470,714.	9,743,457.	0.048311
2015	558,925.	10,247,896.	0.054540
2014	470,758.	10,844,765.	0.043409
2013	367,898.	10,377,444.	0.035452
2 Total of line 1, column (d)			2 0.224934
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 0.044987
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 10,612,959.
5 Multiply line 4 by line 3.			5 477,445.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,314.
7 Add lines 5 and 6			7 484,759.
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			8 593,247.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		7,314.
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	NONE	
3 Add lines 1 and 2	3	7,314.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE	
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	7,314.	
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	6,362.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	9,638.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	16,000.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,686.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax <input checked="" type="checkbox"/> 8,686. Refunded <input type="checkbox"/> 11	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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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 <input checked="" type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>SEE STATEMENT 10</u> Telephone no ▶ _____ Located at ▶ _____ ZIP+4 ▶ _____		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶ _____		X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
		If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
		If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE ATTACHED		50,635.	-0-	-0-

(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) Contributionsto employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
		-0-	-0-	-0-

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

Part IX-A	Summary of Direct Charitable Activities
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Expenses

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

Amount

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	10,461,341.
b	Average of monthly cash balances	1b	313,237.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,774,578.
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	NONE
3	Subtract line 2 from line 1d.	3	10,774,578.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	161,619.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,612,959.
6	Minimum investment return. Enter 5% of line 5.	6	530,648.

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	530,648.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	7,314.
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,314.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	523,334.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4.	5	523,334.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	523,334.

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	593,247.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	593,247.
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	7,314.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	585,933.

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				523,334.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			511,490.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 593,247.				
a Applied to 2017, but not more than line 2a			511,490.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2018 distributable amount.				81,757.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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.				441,577.
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)	NONE			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling

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

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

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED				567,929.
Total			3a	567,929.
b Approved for future payment NONE				
Total			3b	

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	
		14	187,603.	
	-49,563.			
		18	624,457.	
	-49,563.		812,060.	

..... 13
762,497

(See worksheet in line 13 instructions to verify calculations)

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

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

NOT APPLICABLE

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

[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

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.

Yong

10/17/2019
Date

► V.P.
Title

May the IRS discuss this return with the preparer shown below?

See instructions ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check <input type="checkbox"/> if self-employed	PTIN
-------------------------------------------------	------

Firm's name

Firm's EIN ▶

Firm's address

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AES CORP.	61.	61.
AQR STYLE PREMIA ALTERNATIVE FUND	927.	927.
AT&T INC	135.	135.
AT&T INC. DTD 2/9/2016 4.125% 2/17/2026	254.	254.
ABBVIE INC DTD 5/6/2013 2.9% 11/6/2022	286.	286.
ALASKA AIR GROUP	24.	24.
AMERICAN BEACON SOUND PT FLOATING RATE D	9,990.	9,990.
AMERICAN EXPRESS CREDIT CORPORATION DTD	207.	207.
AMERICAN TOWER CORP	22.	22.
AMERIPRISE FINANCIAL INC	47.	47.
AMGEN	61.	61.
ANHEUSER BUSCH INBEV WORLDWIDE INC DTD 4	210.	210.
ANHEUSER-BUSCH INC DTD 1/25/2016 3.65% 2	216.	216.
APPLE COMPUTER INC.	38.	38.
APPLE INC DTD 2/23/2016 2.85% 2/23/2023	244.	244.
APPLIED MATERIALS INC	17.	17.
BANK OF AMERICA CORPORATION DTD 4/1/2014	427.	427.
BANK OF NEW YORK MELLON CORP	22.	22.
BANK OF NEW YORK MELLON CORPORATION DTD	163.	163.
BRIXMOR PPTY GROUP INC	77.	77.
CMS ENERGY CORP	29.	29.
CVS CORP	26.	26.
CVS HEALTH CORP DTD 3/9/2018 4.1% 3/25/2	223.	223.
CELANESE CORP	18.	18.
CENTERPOINT ENERGY INC	53.	53.
CHEVRON CORP	77.	77.
CHURCH & DWIGHT INC DEL COM	37.	37.
CISCO SYSTEMS	75.	75.
CITIGROUP INC DTD 10/21/2016 3.2% 10/21/	283.	283.
CITIZENS FINANCIAL GROUP INC	47.	47.
COGNIZANT TECH SOLUTIONS CRP	25.	25.
COMCAST CORP-CL A	33.	33.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COMCAST CORPORATION DTD 2/23/2016 3.15%	292.	292.
COMERICA INC.	35.	35.
CONSTELLATION BRANDS INC A	21.	21.
DFA INTERNATIONAL SUSTAINABILITY CORE	12,452.	12,452.
DFA US SUSTAINABILITY CORE ONE PORT	6,654.	6,654.
DFA EMERG MKTS CORE EQUITY	7,044.	7,044.
DFA US LARGE CAP EQUITY PORTFOLIO	2,284.	2,284.
JOHN DEERE CAPITAL CORPORATION DTD 3/4/2	260.	260.
EAST WEST BANCORP INC	28.	28.
EASTMAN CHEMICAL CO.	47.	47.
PARAMETRIC COMMODITY STRATEGY FUND	854.	854.
FIFTH THIRD BANK	47.	47.
FIRST TR NORTH AMERICAN ENERGY INFRA ETF	4,569.	4,569.
FORTUNE BRANDS HOME & SECURITY INC	19.	19.
GMO QUALITY FUND III	7,367.	7,367.
GENERAL ELECTRIC COMPANY DTD 1/7/2011 4.	568.	568.
GLENMEDE FUND INC-CORE FIXED INCOME PORT	1,984.	1,984.
GLENMEDE FUND INC-INTERNATIONAL PORT	11,275.	11,275.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	7,763.	7,763.
GLENMEDE RESPONSIBLE ESG	5,098.	5,098.
GLENMEDE WOMEN IN LEADERSHIP	4,969.	4,969.
GLENMEDE SECURED OPTIONS	2,280.	2,280.
GLENMEDE FUND INC-LARGE CAP VALUE PORT	6,545.	6,545.
GOLDMAN SACHS GROUP INC DTD 1/26/2017 3%	284.	284.
GS FS GOVERNMENT FUND DTD 6/1/2016	6,221.	6,221.
HANESBRANDS INC	31.	31.
THE HOME DEPOT INC. DTD 2/12/2016 3% 4/1	320.	320.
HONEYWELL INTERNATIONAL INC	42.	42.
HUMANA INC.	14.	14.
INTEL CORP.	63.	63.
JP MORGAN CHASE & CO	65.	65.
JPMORGAN CHASE & CO DTD 7/21/2016 2.95%	320.	320.
JABIL CIRCUIT INC	11.	11.
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STATEMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KIMBERLY CLARK CORP.	68.	68.
KINDER MORGAN INC	28.	28.
LAM RESEARCH CORP	25.	25.
LEGG MASON BW GLOBAL OP BD-IS	5,951.	5,951.
ELI LILLY & CO.	34.	34.
LINCOLN NATIONAL CORP IND	19.	19.
LOWES COS INC	39.	39.
MARATHON PETROLEUM CORP	68.	68.
MARRIOTT INTERNATIONAL-CL A	10.	10.
MEDTRONIC INC DTD 9/1/2015 3.15% 3/15/20	277.	277.
METLIFE INC	45.	45.
MICROSOFT CORP.	45.	45.
MORGAN STANLEY DTD 11/17/2016 2.625% 11/	260.	260.
NETAPP INC	41.	41.
OBERWEIS FUNDS INTL OP INSTL	1,817.	1,817.
OMNICOM GROUP	60.	60.
ORACLE CORP	34.	34.
OWENS CORNING	24.	24.
PEPSICO INC.	60.	60.
PFIZER INC.	87.	87.
PIMCO ALL ASSETS AUTH -IS	5,676.	5,676.
PROGRESSIVE CORP OHIO	120.	120.
SANOFI DTD 3/29/2011 4% 3/29/2021	416.	416.
SCOTTS CO.	25.	25.
SKYWORKS SOLUTIONS INC	24.	24.
JM SMUCKER CO/THE-NEW COM WI	28.	28.
SOUTHWEST AIRLINES	11.	11.
STARBUCKS CORPORATION DTD 2/28/2018 3.5%	222.	222.
STATOIL ASA DTD 11/21/2012 2.45% 1/17/20	161.	161.
SYNCHRONY FINANCIAL	35.	35.
TARGET CORP	84.	84.
TEMPLETON GLOBAL BOND FUND	11,763.	11,763.
TEXAS INSTRUMENTS INC.	38.	38.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
THERMO ELECTRON CORP	7.	7.
TORONTO DOMINION BANK DTD 12/14/2015 2.5	368.	368.
UNITED STATES TREASURY NOTES DTD 11/15/2	94.	94.
UNITED STATES TREASURY NOTES DTD 1/31/20	387.	387.
UNITED STATES TREASURY NOTES DTD 2/28/2014	369.	369.
UNITED STATES TREASURY NOTES DTD 2/28/20	252.	252.
UNITED STATES TREASURY NOTES DTD 2/15/20	115.	115.
US TREASURY N/B DTD 11/15/2011 2% 11/15/	524.	524.
US TREASURY N/B DTD 5/2/2012 1.75% 5/15/	10.	10.
UNITED STATES TREASURY NOTES DTD 9/30/20	275.	275.
UNITED STATES TREASURY NOTES DTD 11/30/2	593.	593.
UNITED STATES TREASURY NOTES DTD 2/15/20	329.	329.
UNITED STATES TREASURY NOTES DTD 5/31/20	6.	6.
UNITED STATES TREASURY NOTES DTD 10/31/2	452.	452.
UNITED STATES TREASURY NOTES DTD 5/15/20	740.	740.
UNITED STATES TREASURY NOTES DTD 3/31/20	27.	27.
UNITED STATES TREAS NTS DTD 5/15/2015 2.	12.	12.
UNITED HEALTH GROUP INCORPORATED DTD 3/8	286.	286.
UNUMPROVIDENT CORP	46.	46.
VALERO ENERGY CORP	96.	96.
VANGUARD PRIMECAP FUND ADMIRAL SHARES	10,044.	10,044.
VANGUARD SHORT TERM INFL PROTECTED FUND	4,138.	4,138.
VANGUARD GLOBAL EX US REAL ESTATE	9,395.	9,395.
VANGUARD FTSE ALL-WORLD EX-U	14,663.	14,663.
VANGUARD MARKET NEUTRAL FUND	1,022.	1,022.
VANGUARD INDEX FDS REAL ESTATE ETF	10,318.	10,318.
VERIZON COMMUNICATIONS INC DTD 9/18/2013	256.	256.
VISA INC-CLASS A SHARES	8.	8.
WAL MART STORES INC.	34.	34.
WALGREENS BOOTS ALLIANCE INC	42.	42.
WELLS FARGO CO	59.	59.
WESTERN DIGITAL CORP.	53.	53.
WESTPAC BANKING CORP DTD 11/23/2015 2.6%	367.	367.
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STATEMENT 4

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
XCEL ENERGY INC	38.	38.
AMDOCS LTD	33.	33.
INVESCO LTD	46.	46.
ROYAL CARIBBEAN CRUISES LTD	43.	43.
ACCRUED MARKET DISCOUNT	281.	281.
TOTAL	187,603.	187,603.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	-49,563.	-49,563.
	-----	-----
TOTALS	-49,563.	-49,563.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER EXPENSE (NON-DEDUCTIBLE)	1,068.	1,068.
	-----	-----
TOTALS	1,068.	1,068.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	3,333.	3,333.
FOREIGN TAXES ON NONQUALIFIED	1,417.	1,417.
	-----	-----
TOTALS	4,750.	4,750.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MISC COST ADJ	410.
PARTNERSHIP BASIS ADJ	40,000.

TOTAL	40,410.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: THE GLENMEDE TRUST COMPANY, N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

GLENMEDE

THE MEROPS FOUNDATION

- 6178-01-1/6

12/31/2018

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	2%	249,166 37	249,166 37	0.00	8,063.81	3.2%
Fixed Income	17%	1,713,405 67	1,771,184 62	57,778.95-	60,562.24	3.5%
Tax Exempt	0%	0 00	0 00	0 00	0 00	0.0%
Taxable	10%	1,050,735 34	1,048,344 01	2,391.33	27,717.29	2.6%
High Yield	2%	163,468 96	171,486 88	8,017.92-	10,855.75	6.6%
International	3%	333,018 48	380,065 25	47,046.77-	17,919.41	5.4%
TIPS	2%	166,182.89	171,288.48	5,105.59-	4,069.78	2.4%
Equity	55%	5,481,597 64	5,830,708 06	349,110.42-	91,475.09	1.7%
Large Cap	33%	3,305,113 40	3,482,967 42	177,854.02-	43,546.97	1.3%
Small Cap	4%	366,669 64	408,018 81	41,349.17-	926.54	0.3%
International	18%	1,809,814 60	1,939,721 83	129,907.23-	47,001.58	2.6%
Alternative Assets	26%	2,653,670 57	2,592,553 62	61,116.95	27,918.87	1.1%
Real Estate	4%	403,004 96	448,769 55	45,764.59-	18,876.47	4.7%
Private Equity	5%	542,808 27	397,000 00	145,808.27	0.00	0.0%
Absolute Return	14%	1,406,526 51	1,392,397 55	14,128.96	3,391.16	0.2%
Commodities	3%	301,330 83	354,386 52	53,055.69-	5,651.24	1.9%
Other Assets	0%	0 00	0 00	0 00	0 00	0.0%
Account Total		10,097,840 25	10,443,612.67	345,772.42-	188,020.01	1.9%
Accrued Income		8,765 18				
Grand Total		10,106,605 43				

THE MEROPS FOUNDATION
ACCOUNT #6178-01-1/6
EIN: 45-6870036
TAX YEAR ENDING 12/31/18

ATTACHMENTS PAGE 6 FORM 990-PF
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN- SATION	EXPENSE ACCT	EMPLOYEE BEN PLAN CONTRIB
1 THE GLENMEDE TRUST COMPANY, N A 1650 MARKET ST, STE 1200 PHILADELPHIA, PA 19103	TRUSTEE	5	50,635	0	0
2 DAVID LAMMOT GREENEWALT C/O THE GLENMEDE TRUST COMPANY, N A 1650 MARKET ST, STE 1200 PHILADELPHIA, PA 19103	TRUSTEE	5	0	0	0
3 BENJAMIN H TESTERMAN C/O THE GLENMEDE TRUST COMPANY, N A 1650 MARKET ST, STE 1200 PHILADELPHIA, PA 19103	TRUSTEE	5	0	0	0
4 NICHOLAS D CAHILL C/O THE GLENMEDE TRUST COMPANY, N A 1650 MARKET ST, STE 1200 PHILADELPHIA, PA 19103	TRUSTEE	5	0	0	0
TOTAL			50,635	0	0