

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 T-MOBILE USA FOUNDATION		A Employer identification number 46-1629033
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (425) 383-4000
12920 SE 38TH STREET		
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98006		
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ 6 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 ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation 04 ☐ 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) ▶ \$ 7,745,571.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,899,980.			
	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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain.				
	9 Income modifications				
	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)					
12 Total Add lines 1 through 11	2,899,980.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions).				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATTACH 1	151.			
	24 Total operating and administrative expenses. Add lines 13 through 23.	151.			
	25 Contributions, gifts, grants paid	4,989,274.			4,989,274.
26 Total expenses and disbursements Add lines 24 and 25	4,989,425.			4,989,274.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,089,445.				
b Net investment income (if negative, enter -0-)		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	9,835,016.	7,745,571.	7,745,571.	
	2	Savings and temporary cash investments				
	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)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		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)	9,835,016.	7,745,571.	7,745,571.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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	9,835,016.	7,745,571.		
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	9,835,016.	7,745,571.		
	31	Total liabilities and net assets/fund balances (see instructions)	9,835,016.	7,745,571.		

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	9,835,016.
2	Enter amount from Part I, line 27a	2	-2,089,445.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,745,571.
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	7,745,571.

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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					
b					
c					
d					
e					

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	} 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	3,912,188.	7,112,389.	0.550053
2016	1,954,799.	5,743,986.	0.340321
2015	335,212.	3,987,961.	0.084056
2014	936,841.	4,484,530.	0.208905
2013	25,000.	4,922,305.	0.005079

2 Total of line 1, column (d)	2	1.188414
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	0.237683
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	9,255,485.
5 Multiply line 4 by line 3.	5	2,199,871.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	2,199,871.
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	4,989,274.

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	0.
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	0.
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	0.
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	0.
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?		X
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?		
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		
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ WA, ☐ _____		
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 ▶ N/A	X	
14 The books are in care of ▶ BROADY HODDER Telephone no ▶ 425-383-4000 Located at ▶ 12920 SE 38TH STREET BELLEVUE, WA ZIP+4 ▶ 98006		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year ▶		
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	
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

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes	☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		
Organizations relying on a current notice regarding disaster assistance, check here	☐	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
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 2		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
NONE				

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

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

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

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	
b	Average of monthly cash balances	1b	9,396,431.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,396,431.
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	9,396,431.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	140,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,255,485.
6	Minimum investment return. Enter 5% of line 5	6	462,774.

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	462,774.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	
b	Income tax for 2018 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	462,774.
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	462,774.
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	462,774.

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	4,989,274.
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	4,989,274.
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	4,989,274.

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				462,774.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20 16 , 20 15 , 20 14				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014 491,432.				
c From 2015 135,814.				
d From 2016 1,667,600.				
e From 2017 3,556,569.				
f Total of lines 3a through e	5,851,415.			
4 Qualifying distributions for 2018 from Part XII, line 4 ► \$ 4,989,274.				
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.				462,774.
e Remaining amount distributed out of corpus.	4,526,500.			
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	10,377,915.			
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(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	10,377,915.			
10 Analysis of line 9				
a Excess from 2014 491,432.				
b Excess from 2015 135,814.				
c Excess from 2016 1,667,600.				
d Excess from 2017 3,556,569.				
e Excess from 2018 4,526,500.				

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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 3				
Total			3a	4,989,274.
b Approved for future payment				
ATCH 4				
Total			3b	134,437.

Enter gross amounts unless otherwise indicated

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

[illegible]

7018 1130 0000 2238 5227

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

OMB No 1545-0047

2018▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

T-MOBILE USA FOUNDATION

Employer identification number

46-1629033

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **T-MOBILE USA FOUNDATION**Employer identification number
46-1629033**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	T-MOBILE USA, INC. 12920 SE 38TH STREET BELLEVUE, WA 98006	\$ 2,899,980.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

46-1629033

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization T-MOBILE USA FOUNDATION

Employer identification number

46-1629033

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION
BANK FEES

REVENUE
AND
EXPENSES
PER BOOKS 151.

TOTALS

151.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		

JOHN J. LEGERE
12920 SE 38TH STREET
BELLEVUE, WA 98006

PRESIDENT AND DIRECTOR
1.00

0.

CHRISTOPHER M. MILLER
12920 SE 38TH STREET
BELLEVUE, WA 98006

VICE PRESIDENT, TAXATION
1.00

0.

ELIZABETH A. MCAULIFFE
12920 SE 38TH STREET
BELLEVUE, WA 98006

VICE PRESIDENT
1.00

0.

DAVID R. CAREY
12920 SE 38TH STREET
BELLEVUE, WA 98006

VICE PRESIDENT
1.00

0.

DAVID A. MILLER
12920 SE 38TH STREET
BELLEVUE, WA 98006

SECRETARY AND DIRECTOR
1.00

0.

J. BRAXTON CARTER
12920 SE 38TH STREET
BELLEVUE, WA 98006

TREASURER AND DIRECTOR
1.00

0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2 (CONT'D)

<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>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LAUREN VENEZIA 12920 SE 38TH STREET BELLEVUE, WA 98006	ASSISTANT SECRETARY 1.00	0.		
FREDERICK WILLIAMS 12920 SE 38TH STREET BELLEVUE, WA 98006	ASSISTANT SECRETARY 1.00	0.		
DAVID E. CONROY 12920 SE 38TH STREET BELLEVUE, WA 98006	ASSISTANT SECRETARY 1.00	0.		
BROADY HODDER 12920 SE 38TH STREET BELLEVUE, WA 98006	ASSISTANT SECRETARY 1.00	0.		
GRAND TOTALS		0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALPHA SUPPORTED LIVING SERVICES 16030 JUANITA WOODINVILLE WAY NE BOTHELL, WA 98011	PC		2017 GIVING THROUGH SONG ANNUAL BENEFIT DINNER	10,000
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC		MATCHING GIFT PAYMENT - DECEMBER 2017	368,910
CHIEF SEATTLE COUNCIL 3120 RAINIER AVE S SEATTLE, WA 98144	PC		SUPPORT BOY SCOUTS OF AMERICA	25,000
CITY YEAR, INC 287 COLUMBUS AVENUE BOSTON, MA 02116	PC		MLK VOLUNTEER EVENTS - NE REGION	60,000
YEAR UP, INC 45 MILK STREET, 9TH FLOOR BOSTON, MA 02109	PC		GENERAL PROGRAM SUPPORT	20,000
GLSEN 110 WILLIAM STREET, 30TH FLOOR NEW YORK, NY 10038	PC		GENERAL PROGRAM SUPPORT	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPECIAL OLYMPICS OF WASHINGTON 1809 SEVENTH AVE, SUITE 1509 SEATTLE, WA 98101	PC	GENERAL PROGRAM SUPPORT	20,000
THE MISSION CONTINUES 1141 SOUTH 7TH STREET ST LOUIS, MO 63104	PC	GENERAL PROGRAM SUPPORT	20,000
YWCA USA, INC 1020 19TH STREET NW, SUITE 750 WASHINGTON, DC 20036	PC	GENERAL PROGRAM SUPPORT	40,000
LENNY WILKENS FOUNDATION PO BOX 684 MEDINA, WA 98039	PC	GENERAL PROGRAM SUPPORT	10,000
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC	MATCHING GIFT PAYMENT - JANUARY 2018	177,371
CAROLINA YOUTH DEVELOPMENT CENTER 5055 LACKAWANNA BLVD NORTH CHARLESTON, SC 29405	PC	GENERAL PROGRAM SUPPORT	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
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236		PC		MATCHING GIFT PAYMENT - FEBRUARY 2018	105,203
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236		PC		MATCHING GIFT PAYMENT - MARCH 2018	147,392
BELLEVUE LIFESPRIING PO BOX 53203 BELLEVUE, WA 98105		PC		GENERAL PROGRAM SUPPORT	15,000
THE NATURE CONSERVANCY 322 8TH AVENUE NEW YORK, NY 10001		PC		GENERAL PROGRAM SUPPORT	50,000
CITY YEAR, INC 287 COLUMBUS AVENUE BOSTON, MA 02116		PC		SEATTLE RIPPLES OF HOPE GALA	50,000
CITY YEAR, INC 287 COLUMBUS AVENUE BOSTON, MA 02116		PC		NEW YORK GALA	25,000

ATTACHMENT 3 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHILDREN'S CENTER OF WAYNE COUNTY 79 W ALEXANDRINE ST DETROIT, MI 48201	PC		GENERAL PROGRAM SUPPORT	10,000
PROPEL SCHOOLS FOUNDATION 3447 E CARSON ST PITTSBURGH, PA 15203	PC		GENERAL PROGRAM SUPPORT	15,000
WASHINGTON ALLIANCE FOR BETTER SCHOOLS 18560 1ST AVE NE SHORELINE, WA 98155	PC		GENERAL PROGRAM SUPPORT	46,000
YOUTH VENTURE 1700 N MOORE ST, STE 2000 ARLINGTON, VA 22209	PC		GENERAL PROGRAM SUPPORT	174,357
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC		MATCHING GIFT PAYMENT - APRIL & MAY 2018	365,537
ALPHA SUPPORTED LIVING SERVICES 16030 JUANITA WOODINVILLE WAY NE BOTHELL, WA 98011	PC		2018 GIVING THROUGH SONG ANNUAL BENEFIT DINNER	10,000

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

ATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TUTORING CHICAGO 2145 N HALSTED ST CHICAGO, IL 60614	PC		GENERAL PROGRAM SUPPORT	15,000
YEAR UP PUGET SOUND, INC 45 MILK STREET, 9TH FLOOR BOSTON, MA 02109	PC		GENERAL PROGRAM SUPPORT	20,000
UNITED WAY OF KING COUNTY 720 SECOND AVENUE SEATTLE, WA 98104	PC		GENERAL PROGRAM SUPPORT	25,000
HOPELINK 10675 WILLOWS ROAD NE REDMOND, WA 98052-2530	PC		GENERAL PROGRAM SUPPORT	25,000
YOUTH VENTURE 1700 N MOORE ST, STE 2000 ARLINGTON, VA 22209	PC		GENERAL PROGRAM SUPPORT	62,858
WARSTLER PTO 2500 SCHNEIDER SR NE CANTON, OH 44721	PC		GENERAL PROGRAM SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
MILWAUKEE PUBLIC SCHOOLS FOUNDATION 234 WEST GALENA STREET MILWAUKEE, WI 53212	PC	GENERAL PROGRAM SUPPORT		10,000
URBAN LEAGUE OF CLEVELAND 2930 PROSPECT AVE CLEVELAND, OH 44115	PC	GENERAL PROGRAM SUPPORT		10,000
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC	MATCHING GIFT PAYMENT - JUNE 2018		164,989
RYTHER 2400 NE 95TH ST SEATTLE, WA 98115	PC	GENERAL PROGRAM SUPPORT		10,000
YOUTH VENTURE 1700 N MOORE ST, STE 2000 ARLINGTON, VA 22209	PC	GENERAL PROGRAM SUPPORT		59,000
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC	MATCHING GIFT PAYMENT - JULY & AUGUST 2018		272,303

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF THE MIDLANDS 2610 HAMILTON STREET OMAHA, NE 68131		PC	GENERAL PROGRAM SUPPORT	7,500
BOYS & GIRLS CLUB OF GREATER SACRAMENTO 5212 LEMON HILL AVE SACRAMENTO, CA 95824		PC	GENERAL PROGRAM SUPPORT	7,500
BOYS & GIRLS CLUB OF PORTLAND 8203 SE 7TH AVENUE PORTLAND, OR 97202		PC	GENERAL PROGRAM SUPPORT	7,500
BOYS & GIRLS CLUB OF HAWAII 345 QUEEN ST SUITE 900 HONOLULU, HI 96813		PC	GENERAL PROGRAM SUPPORT	10,000
BOYS & GIRLS CLUB OF GREATER SALT LAKE 244 E MYRTLE AVE SALT LAKE CITY, UP 84107		PC	GENERAL PROGRAM SUPPORT	15,000
BOYS & GIRLS CLUB OF GREATER HOUSTON 815 CROSBY ST HOUSTON, TX 77019		PC	GENERAL PROGRAM SUPPORT	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
BOYS & GIRLS CLUB OF GREATER DALLAS 4816 WORTH STREET DALLAS, TX 75246	PC			GENERAL PROGRAM SUPPORT	15,000
BOYS & GIRLS CLUB OF OAKLAND PO BOX 18770 OAKLAND, CA 94619	PC			GENERAL PROGRAM SUPPORT	15,000
HOUSTON FOOD BANK 535 PORTWALL ST HOUSTON, TX 77029	PC			GENERAL PROGRAM SUPPORT	20,000
MARINE TOYS FOR TOTS FOUNDATION 628 BUTLER AVE WINCHESTER, VA 22601	PC			GENERAL PROGRAM SUPPORT	20,000
HILLSBOROUGH EDUCATION FOUNDATION 2306 N HOWARD AVENUE TAMPA, FL 33607	PC			GENERAL PROGRAM SUPPORT	5,000
VETSPORTS 150 MORNINGSIDE DRIVE SE GRAND RAPIDS, MI 49506	PC			GENERAL PROGRAM SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (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 PIKES PEAK REGION PO BOX 2078 COLORADO SPRINGS, CO 80901	PC	GENERAL PROGRAM SUPPORT	5,000
UNITED WAY OF NORTHEAST FLORIDA 40 E ADAMS ST STE 200 JACKSONVILLE, FL 32202	PC	GENERAL PROGRAM SUPPORT	10,000
THE SKILLS CENTER 2445 3RD AVE S SEATTLE, WA 98134	PC	GENERAL PROGRAM SUPPORT	10,000
HEART OF FLORIDA UNITED WAY 1940 TRAYLOR BLVD ORLANDO, FL 32804	PC	GENERAL PROGRAM SUPPORT	10,000
ST MARY'S FOOD BANK ALLIANCE 2831 N 31ST AVE PHOENIX, AZ 85009	PC	GENERAL PROGRAM SUPPORT	10,000
BOYS & GIRLS CLUB OF DENVER 2017 WEST 9TH AVENUE DENVER, CO 80204	PC	GENERAL PROGRAM SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AG GASTON BOYS & GIRLS CLUB 2900 S PARK DR SW BIRMINGHAM, AL 35211		PC		GENERAL PROGRAM SUPPORT	15,000
BOYS & GIRLS CLUB OF GREATER KANSAS CITY 4001 BLUE PARKWAY NO 102 KANSAS CITY, MO 64132		PC		GENERAL PROGRAM SUPPORT	15,000
BOYS & GIRLS CLUB OF SOUTHERN NEVADA 2850 S LINDELL RD LAS VEGAS, NV 89146		PC		GENERAL PROGRAM SUPPORT	20,000
VOLUNTEERS OF AMERICA OF LOS ANGELES 3600 WILSHIRE BLVD SUITE 1500 LOS ANGELES, CA 90010		PC		GENERAL PROGRAM SUPPORT	20,000
BOYS & GIRLS CLUBS OF GREATER REDLANDS-RIVERSIDE 1251 CLAY STREET REDLANDS, CA 92374		PC		GENERAL PROGRAM SUPPORT	20,000
UNITED WAY OF BROWARD COUNTY 1300 S ANDREWS AVE FORT LAUDERDALE, FL 33316		PC		GENERAL PROGRAM SUPPORT	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC		MATCHING GIFT PAYMENT - SEPTEMBER 2018	211,195
WAKE COUNTY BOYS & GIRLS CLUBS 701 N RALEIGH BOULEVARD RALEIGH, NC 27610	PC		GENERAL PROGRAM SUPPORT	6,650
THE SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22314	PC		GENERAL PROGRAM SUPPORT	6,650
GASTON COUNTY EDUCATIONAL FOUNDATION PO BOX 1397 GASTONIA, NC 28053	PC		GENERAL PROGRAM SUPPORT	6,700
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PL MEMPHIS, TN 38105	PC		GENERAL PROGRAM SUPPORT	10,000
BOYS & GIRLS CLUBS OF METRO ATLANTA 1275 PEACHTREE STREET NE, SUITE 500 ATLANTA, GA 30309	PC		GENERAL PROGRAM SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)RECIPIENT NAME AND ADDRESS
RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ISAAC EDUCATIONAL FOUNDATION
3348 W MCDOWELL RD
PHOENIX, AZ 85009

PC

GENERAL PROGRAM SUPPORT

10,000

MARINE TOYS FOR TOTS FOUNDATION
628 BUTLER AVE
WINCHESTER, VA 22601

PC

GENERAL PROGRAM SUPPORT

20,000

AMERICAN ONLINE GIVING FOUNDATION
5700 DARROW ROAD
HUDSON, OH 44236

PC

MATCHING GIFT PAYMENT - OCTOBER 2018

198,589

CHILDREN'S CENTER OF WAYNE COUNTY
79 W ALEXANDRINE ST
DETROIT, MI 48201

PC

GENERAL PROGRAM SUPPORT

2,000

ST MARY'S CHILD CENTER
901 DR MARTIN LUTHER KING JR STREET
INDIANAPOLIS, IN 46202

PC

GENERAL PROGRAM SUPPORT

2,500

LITTLE BROTHERS FRIENDS OF THE ELDERLY
5530 COLERAIN AVENUE
CINCINNATI, OH 45239

PC

GENERAL PROGRAM SUPPORT

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
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N KENOSHA AVE TULSA, OK 74106	PC		GENERAL PROGRAM SUPPORT	3,500
OHIO NEWSBOYS ASSOCIATION 4300 INDIANOLA AVE COLUMBUS, OH 43214	PC		GENERAL PROGRAM SUPPORT	3,500
SOS CHILDREN'S VILLAGES 1620 I STREET NW #900 WASHINGTON, DC 20006	PC		GENERAL PROGRAM SUPPORT	4,000
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN CT GENEVA, IL 60134	PC		GENERAL PROGRAM SUPPORT	4,000
REGIONAL FOOD BANK OF OKLAHOMA 3355 S PURDUE ST OKLAHOMA CITY, OK 73179	PC		GENERAL PROGRAM SUPPORT	4,500
BOYS & GIRLS CLUBS OF THE TWIN CITIES 690 JACKSON ST ST PAUL, MN 55130	PC		GENERAL PROGRAM SUPPORT	7,500

ATTACHMENT 3 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 3 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF KING COUNTY 603 STEWART STREET NO 300 SEATTLE, WA 98101	PC		GENERAL PROGRAM SUPPORT	15,000
YOUTH VENTURE 1700 N MOORE ST, STE 2000 ARLINGTON, VA 22209	PC		GENERAL PROGRAM SUPPORT	58,000
AFTER SCHOOL ALL-STARS 5900 WILSHIRE BLVD, SUITE 2000 LOS ANGELES, CA 90036	PC		GENERAL PROGRAM SUPPORT	400,000
BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	PC		GENERAL PROGRAM SUPPORT	400,000
AMERICAN ONLINE GIVING FOUNDATION 5700 DARROW ROAD HUDSON, OH 44236	PC		MATCHING GIFT PAYMENT - NOVEMBER 2018	815,570
TOTAL CONTRIBUTIONS PAID				<u>4,989,274</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 4

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ASHOKA

1700 NORTH MOORE STREET #2000
ARLINGTON, VA 22209

PC

GENERAL PROGRAM SUPPORT

134,437

TOTAL CONTRIBUTIONS APPROVED

134,437