

For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019

Name of foundation GEORGE R WALLACE FOUNDATION		A Employer identification number 04-6130518	
Number and street (or P.O. box number if mail is not delivered to street address) GOODWIN PROCTER 100 NORTHERN AVENUE		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02210		B Telephone number (see instructions) (617) 570-1000	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here..... 2. Foreign organizations meeting the 85% test, check here and attach computation ...	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶\$ 8,175,526		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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 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 . . .	208,148	208,148		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	417,610			
	b Gross sales price for all assets on line 6a				
		1,688,908			
	7 Capital gain net income (from Part IV, line 2) . . .		417,610		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,067	2,067		
	12 Total. Add lines 1 through 11	627,825	627,825		
	13 Compensation of officers, directors, trustees, etc.	69,204	31,142		38,062
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	40,481	18,216		22,265
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	4,032	4,032		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	12,366	2,487		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	160	160		0
	24 Total operating and administrative expenses. Add lines 13 through 23	126,243	56,037		60,327
	25 Contributions, gifts, grants paid	346,400			346,400
	26 Total expenses and disbursements. Add lines 24 and 25	472,643	56,037		406,727
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	155,182			
	b Net investment income (if negative, enter -0-)		571,788		
c Adjusted net income (if negative, enter -0-) . . .					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	72,202	250,550	250,550
	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)	2,156,945	2,009,912	2,016,726
	b Investments—corporate stock (attach schedule)	2,345,619	2,469,486	5,699,930
	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)	141,830	141,830	208,320
	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)	4,716,596	4,871,778	8,175,526	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	4,716,596	4,871,778	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	0	0	
	29 Total net assets or fund balances (see instructions)	4,716,596	4,871,778	
30 Total liabilities and net assets/fund balances (see instructions) .	4,716,596	4,871,778		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	4,716,596
2 Enter amount from Part I, line 27a	2	155,182
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	4,871,778
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	4,871,778

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a See Additional Data Table			
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	417,610
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 does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	513,786	7,359,799	0.069810
2017	434,155	7,477,075	0.058065
2016	410,445	7,365,921	0.055722
2015	366,085	7,451,433	0.049129
2014	364,014	7,815,167	0.046578

2 Total of line 1, column (d)	2	0.279304
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	0.055861
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	7,627,877
5 Multiply line 4 by line 3	5	426,101
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,718
7 Add lines 5 and 6	7	431,819
8 Enter qualifying distributions from Part XII, line 4	8	406,727

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	11,436
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	11,436
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	11,436
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	6,020
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	6,020
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	5,416
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 2020 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>GOODWIN PROCTER LLP</u> Telephone no. ► <u>(617) 570-1355</u>			

Located at ► 100 NORTHERN AVENUE BOSTON MA ZIP+4 ► 02210

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 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	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	No
	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 2019?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2019 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 2019.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes	☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions			5b	
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?			6b	No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			☐ Yes	☒ No
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	
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 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, 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
REGINA M PISA	TRUSTEE 1.00	29,204	0	0
GOODWIN PROCTER LLP 100 NORTHERN AVENUE BOSTON, MA 02210				
MARTIN F CONNORS JR	TRUSTEE 5.00	20,000	0	0
170 JAMESTOWN ROAD LEOMINSTER, MA 01453				
ANDRE GELINAS	TRUSTEE 5.00	20,000	0	0
GOODWIN PROCTER LLP 100 NORTHERN AVENUE BOSTON, MA 02210				
GOODWIN PROCTER LLP	LEGAL FEE 0.50	40,481	0	0
100 NORTHERN AVENUE BOSTON, MA 02210				
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. 				0

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. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0

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	7,571,004
b	Average of monthly cash balances.	1b	173,034
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,744,038
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	7,744,038
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	116,161
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,627,877
6	Minimum investment return. Enter 5% of line 5.	6	381,394

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	381,394
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	11,436
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	11,436
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	369,958
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	369,958
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	369,958

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	406,727
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	406,727
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	406,727

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				369,958
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				53,211
d From 2017.				64,561
e From 2018.				157,834
f Total of lines 3a through e.	275,606			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 406,727				
a Applied to 2018, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2019 distributable amount.				369,958
e Remaining amount distributed out of corpus	36,769			
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	312,375			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	312,375			
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				53,211
c Excess from 2017.				64,561
d Excess from 2018.				157,834
e Excess from 2019.				36,769

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling.

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

		Prior 3 years				(e) Total
		(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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

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).)

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

LUCIA B THOMPSON
GOODWIN PROCTER 100 NORTHERN AVENUE
BOSTON, MA 02210
(617) 570-1355
LTHOMPSON@GOODWINLAW.COM

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

THERE IS NO SET FORM OF APPLICATION BUT APPLICATIONS SHOULD CONTAIN A CONCISE STATEMENT OF THE PURPOSE FOR WHICH THE GRANT IS SOUGHT. IF THE GRANT IS TO BE FOR A SPECIFIC PROGRAM, THE STAFF AND BUDGET FOR THE PROGRAM MUST BE DESCRIBED. IN ADDITION, ALL APPLICANTS SHOULD INCLUDE THE FOLLOWING: THE CURRENT YEAR'S OPERATING BUDGET; THE MOST RECENT AUDITED FINANCIAL STATEMENTS; A LIST OF BOARD MEMBERS; AND A COPY OF THE IRS DETERMINATION LETTER. IF POSSIBLE, ALL MATERIALS SHOULD BE SUBMITTED ELECTRONICALLY.

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	346,400
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	208,148	
5 Net rental income or (loss) from real estate:					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	2,067	
8 Gain or (loss) from sales of assets other than inventory			18	417,610	
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .		0		627,825	0
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)			13		627,825

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2020-07-13	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00710567
	DEBORA L POWELL				
	Firm's name ▶ GOODWIN PROCTER LLP				Firm's EIN ▶ 04-1378465
	Firm's address ▶ 100 NORTHERN AVENUE BOSTON, MA 02210				Phone no. (617) 570-1667

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
250,000 US TREAS NTS 2.750% 02/15/19	P		2019-02-15
35,000 US TREAS NTS 1.375% 02/28/19	P		2019-02-25
215,000 US TREAS NTS 1.375% 02/28/19	P		2019-02-28
.855 SHS WABTEC CORP CASH IN LIEU	P		2019-03-12
5,000 SHS GENERAL ELECTRIC CORP	P		2019-05-29
26 SHS WABTEC CORP	P		2019-05-29
500 SHS EMERSON ELECTRIC CORP	P		2019-06-13
1,000 SHS INTEL CORP	P		2019-06-13
1,500 SHS SYSCO CORP	P		2019-06-13
250,000 US TREAS NTS 1.625% 07/31/19	P		2019-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
250,000		250,984	-984
34,978		35,079	-101
215,000		215,483	-483
61			61
47,199		10,844	36,355
1,699			1,699
31,824		10,958	20,866
46,728		24,077	22,651
108,775		41,910	66,865
250,000		251,525	-1,525

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			-984
			-101
			-483
			61
			36,355
			1,699
			20,866
			22,651
			66,865
			-1,525

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
800 SHS NOVARTIS AG SPONS ADR	P		2019-10-07
800 SHS CATERPILLAR INC	P		2019-10-07
300,000 US TREAS NTS 3.375% 11/15/19	P		2019-11-15
500 SHS UNILEVER	P		2019-12-10
200 SHS APPLE INC	P		2019-12-10
1000 SH EMERSON ELECTRIC CORP	P		2019-12-10
500 SHS MERCK & CO	P		2019-12-10
300 SHS PROCTER & GAMBLE	P		2019-12-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
67,759		38,794	28,965
94,086		25,408	68,678
300,000		302,062	-2,062
29,884		16,733	13,151
54,033		23,850	30,183
75,008		21,917	53,091
44,501		1,056	43,445
37,373		618	36,755

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			28,965
			68,678
			-2,062
			13,151
			30,183
			53,091
			43,445
			36,755

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
APPLEWILD SCHOOL 120 PROSPECT STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	10,000
CLINTON HISTORICAL SOCIETY 210 CHURCH STREET CLINTON, MA 01510	NONE	PUBLIC CHARITY	SUPPORT	25,000
CUSHING ACADEMY39 SCHOOL STREET ASHBURHAM, MA 01430	NONE	PUBLIC CHARITY	SUPPORT	20,000
Total ▶ 3a				346,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
DECISERO KAREN'S CLOSET ENDOWMENT 649 JOHN FITCH HIGHWAY FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	20,000
EASTER SEALS MASSACHUSETTS 89 SOUTH STREET 1ST STREET BOSTON, MA 02111	NONE	PUBLIC CHARITY	SUPPORT	25,000
FITCHBURG ART MUSEUM 25 MERRIAM PARKWAY FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	5,000
Total ▶ 3a				346,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
FITCHBURG EDUCATIONAL CENTER - COMMUNITY FOUNDATION OF NCENTRAL MA 376 SOUTH STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	17,500
FITCHBURG HISTORICAL SOCIETY 50 GROVE STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	50,000
HABITAT FOR HUMANITY 637 LANCASTER STREET LEOMINSTER, MA 01453	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	10,000
Total ▶ 3a				346,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HEALTH ALLIANCE HOSPITAL 275 NICHOLS STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	10,000
HEYWOOD HEALTHCARE 242 GREEN STREET GARDNER, MA 01440	NONE	PUBLIC CHARITY	SUPPORT	25,000
INDIAN HILL MUSIC36 KING STREET LITTLETON, MA 01460	NONE		SUPPORT	10,000
Total ▶ 3a				346,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MONTACHUSETT INTERFAITH HOSPITALITY 758 MAIN STREET LEOMINSTER, MA 01453	NONE	PUBLIC CHARITY	SUPPORT	15,000
MONTACHUSETTS REGIONAL VOCATIONAL TECHNICAL SCHOOL 1050 WESTMINSTER STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT FOR CURRENT PROGRAMS	25,000
NORTHSTAR FAMILY SERVICES INC 758 MAIN STREET LEOMINSTER, MA 01453	NONE		SUPPORT	10,000
Total ▶ 3a				346,400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ST BERNARD'S ELEMENTARY SCHOOL 254 SUMMER STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	40,000
UNITED NEIGHBORS OF FITCHBURG INC 18 FAIRMONT STREET FITCHBURG, MA 01420	NONE	PUBLIC CHARITY	SUPPORT	28,900
Total ▶ 3a				346,400

TY 2019 Investments Corporate Stock Schedule

Name: GEORGE R WALLACE FOUNDATION
EIN: 04-6130518

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
600 SHS ACCENTURE PLC CL A	95,184	126,342
200 SHS AIR PRODUCTS & CHEMICALS INC	43,858	46,998
1600 SHS ALCON INC	81,152	90,512
35 SHS ALPHABET INC CL C	37,369	46,796
25 SHS AMAZON.COM INC	39,463	46,196
1400 SHS APPLE INC	141,366	411,110
5200 AT&T INC	148,512	203,216
1000 SHS AUTOMATIC DATA PROCESSING INC	12,686	170,500
4000 SHS CISCO SYSTEMS INC	82,092	191,840
6000 SHS COCA COLA CO	154,228	332,100
1500 SHS CVS HEALTH CORP	102,102	111,435
400 SHS ECOLAB INC	62,476	77,196
1000 SHS EXPEDITORS INTL WASH IN	36,510	78,020
2700 SHS EXXON/MOBIL CORP	9,151	188,406
4000 SHS FASTENAL CO	81,095	147,800
1000 SHS GILEAD SCIENCES INC	86,830	64,980
3000 SHS INTEL CORP	47,876	179,550
3000 SHS JOHNSON & JOHNSON	4,345	437,610
4000 SHS KINDER MORGAN INC	70,173	84,680
300 SHS MASTERCARD INC CL A	64,377	89,577
800 SHS MCCORMICK & CO INC	58,336	135,784
4500 SHS MERCK & CO	9,503	409,275
600 SHS MICROSOFT CORP	65,381	94,620
1200 SHS NOVARTIS AG SPONSORED ADR	58,191	113,628
1000 SHS PEPSICO INC	70,190	136,670
3700 SHS PROCTER & GAMBLE CO	7,623	462,130
700 SHS QUALCOMM INC	54,691	61,761
1200 SHS SCHLUMBERGER LTD	108,185	48,240
5000 SHS SOUTHERN CO	157,120	318,500
200 SHS STRYKER CORP	40,878	41,988

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1500 SHS TJX COS INC	77,880	91,590
4000 SHS UNILEVER PLC SPONSORED ADR	121,425	228,680
1000 SHS UNITED TECHNOLOGIES CORP	88,956	149,760
4600 SHS VERIZON COMMUNICATIONS	150,282	282,440

TY 2019 Investments Government Obligations Schedule**Name:** GEORGE R WALLACE FOUNDATION**EIN:** 04-6130518**US Government Securities - End
of Year Book Value:**

2,009,912

**US Government Securities - End
of Year Fair Market Value:**

2,016,726

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2019 Investments - Other Schedule

Name: GEORGE R WALLACE FOUNDATION

EIN: 04-6130518

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
3000 SHS ISHARES MSCI EAFE INDEX FUND	AT COST	141,830	208,320

TY 2019 Legal Fees Schedule**Name:** GEORGE R WALLACE FOUNDATION**EIN:** 04-6130518

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GOODWIN PROCTER LLP	40,481	18,216		22,265

TY 2019 Other Expenses Schedule**Name:** GEORGE R WALLACE FOUNDATION**EIN:** 04-6130518**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MASS FILING FEE	70	70		0
ADR FEES	90	90		0

TY 2019 Other Income Schedule

Name: GEORGE R WALLACE FOUNDATION

EIN: 04-6130518

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
26.855 SHS WABTEC CORP	2,067	2,067	2,067

TY 2019 Other Professional Fees Schedule**Name:** GEORGE R WALLACE FOUNDATION**EIN:** 04-6130518

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NICHOLS & PRATT	4,032	4,032		0

TY 2019 Taxes Schedule**Name:** GEORGE R WALLACE FOUNDATION**EIN:** 04-6130518

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,487	2,487		0
EXCISE TAXES	9,879	0		0