

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

OMB No 1545-0047

2019Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

THE EDUCATIONAL FOUNDATION OF AMERICA

A Employer identification number

13-3424750

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

Room/suite

B Telephone number (see instructions)

~FOUNDATION SOURCE 501 SILVERSIDE RD

(800) 839-1754

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

WILMINGTON, DE 19809-1377

C If exemption application is pending, check here. ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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

J Accounting method ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

16) ▶ \$ 210,961,787.

☐ 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)

		(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	115,737.	115,737.		
	4 Dividends and interest from securities	1,555,760.	1,555,760.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,849,315.			
	b Gross sales price for all assets on line 6a	26,168,421.			
	7 Capital gain net income (from Part IV, line 2)		10,842,645.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATTCH. 1	684,878.	677,940.		
	12 Total. Add lines 1 through 11	13,205,690.	13,192,082.		
	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	607,454.			607,454.
	15 Pension plans, employee benefits	150,500.			150,500.
	16a Legal fees (attach schedule) ATTCH. 2	79,965.			79,965.
	b Accounting fees (attach schedule) ATTCH. 3	22,847.			22,847.
	c Other professional fees (attach schedule) [4]	1,047,727.	908,604.		139,123.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5]	267,505.	99,555.		
	19 Depreciation (attach schedule) and depletion	1,623.			
	20 Occupancy	51,489.			51,489.
	21 Travel, conferences, and meetings	254,012.	2,217.		251,793.
	22 Printing and publications	150.			150.
	23 Other expenses (attach schedule) ATTCH. 6	1,005,501.	842,174.		161,851.
	24 Total operating and administrative expenses. Add lines 13 through 23.	3,488,773.	1,852,550.		1,465,172.
	25 Contributions, gifts, grants paid	7,192,560.			7,192,560.
	26 Total expenses and disbursements. Add lines 24 and 25	10,681,333.	1,852,550.	0.	8,657,732.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,524,357.			
	b Net investment income (if negative, enter -0-)		11,339,532.		
	c Adjusted net income (if negative, enter -0-)				

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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		12,269,642.	6,642,753.	6,642,753.
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 7		68,257,422.	72,962,200.	101,921,461.
	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) ATCH 8		79,018,120.	82,299,544.	102,127,597.
	14 Land, buildings, and equipment basis ▶ 18,061.				ATCH 9
	Less: accumulated depreciation (attach schedule) ▶ 16,552.		3,132.	1,509.	1,509.
	15 Other assets (describe ▶ ATCH 10)		101,800.	268,467.	268,467.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		159,650,116.	162,174,473.	210,961,787.
	17 Accounts payable and accrued expenses		127.	127.	
	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)		127.	127.	
	24 Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.				
Net Assets or Fund Balances	25 Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30				
	26 Capital stock, trust principal, or current funds				
	27 Paid-in or capital surplus, or land, bldg, and equipment fund				
	28 Retained earnings, accumulated income, endowment, or other funds		159,649,989.	162,174,346.	
	29 Total net assets or fund balances (see instructions)		159,649,989.	162,174,346.	
	30 Total liabilities and net assets/fund balances (see instructions)		159,650,116.	162,174,473.	

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	159,649,989.
2 Enter amount from Part I, line 27a	2	2,524,357.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	162,174,346.
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 29	6	162,174,346.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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	10,842,645.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2018	9,618,444.	183,354,721.	0.052458
2017	11,205,967.	186,121,930.	0.060208
2016	9,732,531.	161,719,727.	0.060181
2015	8,655,384.	172,200,206.	0.050263
2014	8,827,688.	174,949,504.	0.050458
2 Total of line 1, column (d)			2 0.273568
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 0.054714
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 200,724,561.
5 Multiply line 4 by line 3.			5 10,982,444.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 113,395.
7 Add lines 5 and 6.			7 11,095,839.
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 8,824,399.

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	226,791.
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	226,791.
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	226,791.
6 Credits/Payments			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	176,901.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	66,900.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	243,801.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	162.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,848.	
11 Enter the amount of line 10 to be Credited to 2020 estimated tax ☐ 16,848. 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 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		X
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? If "Yes," attach a detailed description of the activities		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions ☐ CT, NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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 2019 or the tax year beginning in 2019? 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.	11	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.	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X
14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754 Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15 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	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. Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 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 Form 4720, Schedule C, 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	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 2019?	4b	X

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)	ATCH 11	
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 12		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		568,242.	103,919.	0.

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 14		846,778.

Total number of others receiving over \$50,000 for professional services **5.00**

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 PRIME IMPACT - IN SUPPORT OF EARLY-STAGE HARD TECH CLIMATE VENTURES.	166,667.
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 **166,667.**

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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	94,637,659.
b	Average of monthly cash balances	1b	7,145,086.
c	Fair market value of all other assets (see instructions).	1c	101,998,535.
d	Total (add lines 1a, b, and c)	1d	203,781,280.
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	203,781,280.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,056,719.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	200,724,561.
6	Minimum investment return. Enter 5% of line 5	6	10,036,228.

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	10,036,228.
2a	Tax on investment income for 2019 from Part VI, line 5 2a		226,791.
b	Income tax for 2019 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b.	2c	226,791.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	9,809,437.
4	Recoveries of amounts treated as qualifying distributions.	4	30,000.
5	Add lines 3 and 4	5	9,839,437.
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	9,839,437.

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	8,657,732.
b	Program-related investments - total from Part IX-B.	1b	166,667.
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	8,824,399.
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	8,824,399.

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				9,839,437.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.				
b Total for prior years 20 <u>17</u> , 20 <u>16</u> , 20 <u>15</u>				
3 Excess distributions carryover, if any, to 2019				
a From 2014	181,774.			
b From 2015	386,510.			
c From 2016	1,802,665.			
d From 2017	2,224,494.			
e From 2018	830,522.			
f Total of lines 3a through e	5,425,965.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>8,824,399.</u>				
a Applied to 2018, 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 2019 distributable amount.				8,824,399.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	1,015,038.			1,015,038.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,410,927.			
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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020.				
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 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	4,410,927.			
10 Analysis of line 9				
a Excess from 2015	1,355,911.			
b Excess from 2016	2,224,494.			
c Excess from 2017	830,522.			
d Excess from 2018				
e Excess from 2019				

Part XV **Supplementary Information** *(continued)***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 Paid during the year ATCH 16				
Total ▶ 3a				7,192,560.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .				14	115,737.	
4 Dividends and interest from securities				14	1,555,760.	
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						
8 Gain or (loss) from sales of assets other than inventory		525990	6,670.	18	10,842,645.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 17 _____			6,910.		677,968.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			13,580.		13,192,110.	
13 Total. Add line 12, columns (b), (d), and (e)						13,205,690.

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

[illegible]

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

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

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.

Sign Here  11/6/2020 **PRESIDENT**

Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 10/22/2020	Check ☐ if self-employed	PTIN P01345770
	Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
	Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

ATTACHMENT 1PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG. DATE	END DATE	DAYS	%	PENALTY
<u>QUARTER 2, RATE PERIOD 1 (06/15/2019 - 06/30/2019)</u>						
	14,053.	06/15/2019	06/30/2019	15	6	<u>35.</u>
TOTAL TO FORM 2220, LINE 22, COLUMN B						<u>35.</u>
<u>QUARTER 2, RATE PERIOD 2 (06/30/2019 - 12/31/2019)</u>						
09/04/2019	14,053.	06/30/2019	09/04/2019	66	5	<u>127.</u>
TOTAL TO FORM 2220, LINE 24, COLUMN B						<u>127.</u>
TOTAL UNDERPAYMENT PENALTY						<u>162.</u>

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 25,906,369	\$ 20,226,427	\$ 5,679,942
Generation IM Clmt Dist Exceeding Basis COP						\$ 4,904,306
SPV (In Voluntary Liquidation)	12/31/2011	Purchased	10/30/2019	\$ 262,052	\$ 112,405	\$ 108,750
Total included in Part IV				<u>\$ 26,168,421</u>	<u>\$ 20,338,832</u>	<u>\$ 10,842,645</u>
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 6,670
Part I, Line 6a Total						<u><u>\$ 10,849,315</u></u>

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS DBL PARTNERS III LP	9,024.	9,024.
K-1 INC/LOSS GENERATION IM ASIA FUND LP	90,092.	90,092.
K-1 INC/LOSS GENERATION IM GLOBAL EQ FD	553,571.	553,571.
K-1 INC/LOSS NORTH SKY CLEANTECH VENTURE	17,898.	10,988.
CLASS ACTION LAWSUIT PROCEEDS	212.	212.
INCOME FROM PFIC	14,053.	14,053.
RESTITUTION PROCEEDS	28.	
TOTALS	<u>684,878.</u>	<u>677,940.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	79,965.			79,965.
TOTALS	<u>79,965.</u>			<u>79,965.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEES	22,847.			22,847.
TOTALS	<u>22,847.</u>			<u>22,847.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	908,604.	908,604.	137,875.
PHILANTHROPIC CONSULTING SRVCS	137,875.		1,033.
IT SUPPORT	1,033.		215.
WEBSITE DEVELOPMENT	215.		
TOTALS	<u>1,047,727.</u>	<u>908,604.</u>	<u>139,123.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2019	167,700.	
FOREIGN TAX PAID	99,555.	99,555.
STATE INCOME TAX 2018	250.	
TOTALS	<u>267,505.</u>	<u>99,555.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	121,256.		121,256.
ADR FEES	40,340.	40,340.	
CELL PHONE EXPENSE	4,604.		4,604.
COMPUTERS/ELECTRONIC DEVICES	2,156.		2,156.
FDN CREDIT CARD FEES	800.		800.
FOUNDATION DUES & MEMBERSHIPS	6,695.		6,695.
INDEMNIFICATION INSURANCE	7,638.		7,638.
INSURANCE EXPENSE	432.		432.
K-1 EXP COP SPV (IN VOLUNTARY	4,027.	4,027.	
K-1 EXP DBL PARTNERS III LP	267,448.	266,606.	
K-1 EXP GENERATION IM ASIA FUN	64,214.	64,214.	
K-1 EXP GENERATION IM GLOBAL E	390,249.	390,249.	
K-1 EXP NORTH SKY CLEANTECH VE	74,435.	74,188.	
EQUIPMENT/FURNITURE PURCHASE	1,919.		1,919.
OFFICE SUPPLIES	9,646.		9,259.
PAYROLL PROCESSING FEES	2,800.		2,800.
POSTAGE/DELIVERY SERVICE	74.		74.
STATE OR LOCAL FILING FEES	1,550.		1,550.
TRAINING & PROF. DEVELOPMENT	4,502.	2,550.	1,952.
WEBSITE HOSTING/SUPPORT	218.		218.
ADVERTISING	498.		498.
TOTALS	1,005,501.	842,174.	161,851.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCENTURE PLC	273,392.	624,761.
ACI WORLDWIDE INC	297,007.	519,623.
ACTIVISION BLIZZARD INC	474,157.	502,337.
ADIDAS AG	158,461.	220,920.
AEGON N V ORD AMER REG	214,340.	202,296.
AGILENT TECHNOLOGIES INC	231,793.	257,807.
AIA GROUP LTD ADR	464,558.	571,119.
AKAMAI TECH COM STK	97,437.	142,527.
ALCON INC	456,122.	436,155.
ALEXION PHARMACEUTICALS, INC	357,742.	321,422.
ALFA LAVAL AB	227,004.	222,791.
ALIBABA GROUP HOLDING LTD	667,981.	937,906.
ALIGN TECHNOLOGY, INC	856,645.	990,592.
ALLIANZ SE ADR	372,414.	426,290.
ALPHABET INC CL A	289,642.	661,659.
ALPHABET INC CL C	956,286.	2,214,104.
AMADEUS IT HLDS SA	170,053.	169,662.
AMAZON COM	559,556.	1,942,079.
AMBEV SA	258,575.	265,881.
AMDOCS LIMITED	68,646.	83,019.
AMER FIN GRP HLD	67,219.	101,426.
AMERICA MOVIL SA	148,846.	161,136.
AMERICAN CAMPUS COMMUNITIES	80,933.	85,830.
AMERIPRISE FINANCIAL INC	386,935.	668,152.
ANTHEM INC	377,408.	637,585.
APPLE INC	466,063.	1,176,656.
APPLIED IDNS TECH	81,759.	120,042.
APTAR GROUP INC	81,356.	138,744.
ASPEN TECHNOLOGY, INC	57,611.	178,372.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ATLAS COPCO AB A SHS ADR	308,787.	472,244.
AVERY DENNISON CORP	86,875.	153,714.
BAIDU.COM - ADR	503,525.	280,861.
BANCFIRST CORPORATION	121,883.	126,628.
BANCO BILBAO ARG SA	380,975.	324,310.
BANCO ITAU HOLDING FINANCIERA	146,128.	147,535.
BANK OF HAWAII CORP	65,125.	121,329.
BARCLAYS PLC ADR	265,845.	212,001.
BERKSHIRE HATHAWAY INC. CLASS	775,362.	1,325,251.
BGC PARTNERS INC	324,762.	296,400.
BIC	163,029.	136,001.
BLACKROCK INC	798,594.	826,942.
BOOKING HOLDINGS INC	1,275,714.	1,686,111.
BROADCOM INC	410,727.	516,693.
BROWN & BROWN INC	60,647.	149,037.
C H ROBINSON WORLDWIDE INC	74,939.	86,020.
CALAVO GROWERS, INC	155,870.	183,354.
CALBEE INC ADR	134,342.	165,433.
CAMDEN PPTY TR	119,597.	145,888.
CANADIAN NATL RAILWAY CO	510,041.	673,581.
CARMAX INC	599,212.	1,000,578.
CARREFOUR S.A	351,793.	273,455.
CBIZ, INC	169,465.	427,289.
CDK GLOBAL INC	119,408.	113,461.
CEMEX SA DE CV A ADS	277,893.	223,111.
CHARLES SCHWAB CORP	415,087.	721,628.
CHECK POINT SOFTWARE TECHNOLOG	424,799.	424,311.
CHEESECAKE FACTORY INC	123,206.	108,808.
CHEMED CORP	51,685.	164,723.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CHINA MOBILE HGK LTD	624,164.	503,774.
CHOICE HOTELS INTERNATIONAL IN	84,603.	157,731.
CHUGAI PHARMACEUTICAL CO., LTD	219,427.	292,087.
CIRCOR INTL INC	117,226.	125,172.
CISION LTD	93,697.	94,715.
CITRIX SYSTEMS INC	102,002.	102,583.
CME GROUP, INC	773,446.	881,562.
COHEN & STEERS INC	61,412.	112,968.
COHERENT INC CAL	109,987.	99,810.
COLFAX CORPORATION	335,043.	424,555.
COLUMBIA BANKING SYSTEM, INC	273,412.	342,486.
COMERICA INC	105,845.	105,831.
COMMERCE BANCSHARES, INC	50,704.	119,642.
COMMUNITY HEALTHCARE TRUST	185,563.	304,777.
COMPAGNIE DE SAINT G	219,379.	228,074.
CONAGRA FOODS INC	567,538.	563,385.
COOPER COMPANIES INC	63,718.	136,548.
CORESITE REALTY CORPORATION	71,195.	145,756.
CREDIT SUISSE GROUP ADR	414,157.	390,211.
CRH PLC - AMERICAN DEPOSITARY	124,309.	171,604.
CROWN CASTLE INTL	1,075,732.	1,456,326.
CUBESMART	74,592.	88,144.
DAI NIPPON PRINTING LTD JAPANS	105,768.	150,214.
DASSAULT SYS SA SPN ADR	234,604.	275,719.
DBS GROUP HLDGS SPON ADR	389,307.	404,010.
DELTA AIR LINES INC	474,727.	520,940.
DENNYS CORPORATION	178,540.	232,119.
DENTSPLY SIRONA INC	149,964.	154,208.
DENTSU INC	156,449.	112,273.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEXCOM, INC	162,988.	645,283.
DIAGEO PLC ADS	273,555.	291,872.
DOCUSIGN INC	695,875.	1,006,933.
DONALDSON CO. INC	154,196.	226,159.
DORMAN PRODUCTS INC	63,662.	100,329.
DUNKIN' BRANDS GROUP INC	148,404.	158,634.
EAST WEST BANCORP, INC	102,552.	125,403.
EATON VANCE CORP COM	107,996.	138,903.
EDWARDS LIFESCIENCES	280,510.	1,044,673.
EMBRAER EMPRESA BR	325,527.	301,725.
ENERSIS CHILE S.A	129,091.	154,902.
EPIROC AB	84,253.	105,731.
ESCO TECH INC	117,637.	133,293.
EXPEDITORS INTL WASH INC	111,511.	169,694.
EXTENDED STAY AMERICA INC	211,098.	171,811.
F5 NETWORKS, INC	119,306.	146,633.
FACEBOOK INC	1,341,835.	2,470,388.
FACTSET RESH SYST INC	110,417.	187,810.
FANUC LIMITED UNSPONSORED	143,061.	140,397.
FB FINANCIAL CORPORATION	185,202.	175,107.
FIDELITY NATIONAL INFORMATION	602,590.	621,593.
FIRST HAWAIIAN INC	72,402.	76,453.
FIRST MERCHANTS CORPORATION	293,797.	283,685.
FIRST PAC CO LTD SPON ADR	337,314.	130,388.
FLOWERS FOODS INC	109,649.	122,831.
FOMENTO ECONOMICO MEXICANO	217,146.	232,022.
FRANKLIN ELECTRIC CO., INC	61,704.	94,578.
FUCHS PETROLUB SE	184,564.	180,403.
FUJI MEDIA HOLDINGS ADR	162,332.	174,919.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GLAXOSMITHKLINE PLC	346,916.	414,123.
HDFC BANK LTD ADR	176,970.	214,191.
HENRY JACK & ASSOC INC	86,424.	120,178.
HENRY SCHEIN INC	95,123.	105,084.
HEXCEL CP DELAWARE	407,362.	394,994.
HIGHWOODS PRPTY INC	95,957.	108,825.
HONDA MOTOR CO LTD	271,131.	250,770.
HOST HOTELS & RESORTS INC	98,456.	100,634.
HOSTESS BRANDS INC	254,265.	263,872.
HOWARD HUGHES CORPORATION	255,463.	297,473.
HSBC HOLDINGS PLC	131,366.	131,147.
HUBBELL INCORPORATED	157,620.	218,035.
IAA INC	131,112.	286,595.
ICICI BK LTD ADS	149,698.	263,064.
IDEX CP	42,117.	124,700.
ILLUMINA INC COM	633,780.	657,840.
INFINEON TECH ADS	440,581.	429,206.
INTERPUBLIC GROUP OF COS	148,023.	146,108.
INTESA SANPAOLO SPA	185,413.	184,859.
IPG PHOTONICS CORP	113,017.	134,051.
ITRON INC	197,182.	271,578.
J SAINSBURY	284,915.	268,943.
J2 GLOBAL INC	207,927.	278,506.
JACOBS ENGINEERING GP	406,831.	586,141.
JONES LANG LASALLE	126,902.	156,681.
JP MORGAN CHASE	726,017.	1,139,316.
JUNIPER NETWORKS	102,606.	100,367.
KAMAN CORPORATION	87,397.	169,348.
KAR AUCTION SERVICES INC	237,195.	301,508.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KEYSIGHT TECHNOLOGIES INC	747,292.	760,283.
KINGFISHER PLC	376,539.	265,362.
KKR & CO INC	387,773.	424,511.
KOMATSU LTD	175,738.	164,097.
KUBOTA CORPORATION	248,251.	245,295.
L'AIR LIQUIDE ADR OTC	147,098.	185,523.
L'OREAL ADR	394,896.	478,907.
LAMAR ADVERTISING CO CL A REIT	106,435.	138,353.
LANCASTER COLONY CORPORATION	84,817.	108,068.
LIGAND PHARMACEUTICALS INC	365,683.	322,569.
LINCOLN ELECTRIC HOLDING INC	141,018.	193,460.
LINDE PLC COM	332,223.	448,580.
LITHIA MOTORS INC CL A	248,701.	377,790.
LIVENT CORPORATION	166,137.	100,163.
LONZA GROUP AG UNSP/ADR	237,465.	294,371.
LOWES COMPANIES INC	573,412.	1,188,019.
MANHATTAN ASSOCIATES INC	84,120.	137,569.
MARKS & SPENCER GRP ADR	393,464.	235,882.
MASCO CORP	95,173.	125,974.
MASIMO CORPORATION	70,014.	213,381.
MASTERCARD INC	390,524.	1,773,026.
MATCH GROUP INC ORD SHS	461,858.	515,733.
MEDICAL PROPERTIES TRUST, INC	285,116.	476,959.
MERCK & CO INC	128,685.	274,851.
MGP INGREDIENTS, INC	79,196.	78,247.
MICROSOFT CORP	866,933.	2,793,181.
MIDDLEBY CORPORATION	115,032.	104,044.
MITSUBISHI TANABE PHARMA CORPO	171,020.	206,775.
MITSUBISHI UFJ FINANCIAL GROUP	287,118.	281,589.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MOBILE TELSYS OJSC	187,292.	232,151.
MORRISON W SUPRMKT PLC	170,287.	173,644.
MS&AD INS GROUP ADR	226,009.	311,060.
NETAPP, INC	96,959.	107,381.
NETGEAR INC	67,758.	58,824.
NEWMARK GROUP INC	96,513.	126,040.
NEXSTAR MEDIA GROUP, INC	288,447.	373,324.
NIKE INC-CL B	545,291.	963,762.
NISSAN MOTOR LTD ASR	297,446.	178,814.
NOKIA	226,665.	166,646.
NOMAD FOODS LIMITED	395,708.	566,185.
NORDSON CP	115,760.	211,692.
NORDSTROM INC	104,121.	137,116.
NOVOZYMES A/S UNSP/ADR	133,861.	130,323.
NVIDIA CORP	652,164.	722,842.
OKTA INC	221,344.	305,038.
OLD DOMINION FREIGHT LINES	209,073.	396,261.
ORANGE	200,248.	184,491.
OXFORD INDUSTRIES	265,579.	284,032.
PACIFIC PREMIER BANCORP INC	264,708.	225,983.
PACKAGING CORP AMER	95,561.	111,990.
PACWEST BANCORP	361,625.	360,580.
PAYPAL HOLDINGS, INC	523,586.	1,633,799.
PERKIN ELMER INC	101,736.	152,933.
PING AN INSURANCE GROUP ADR	192,881.	201,848.
POLARIS INDUSTRIES	85,502.	91,530.
POSCO	76,435.	80,941.
PROGRESS SOFTWARE CORP	76,222.	79,984.
PROOFPOINT INC	762,274.	833,991.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROVIDENCE SERVICE CORP	149,172.	138,304.
PTC INC	364,097.	342,172.
PUBLICIS GROUPE S.A	335,151.	240,641.
RENAULT SA	149,456.	132,379.
ROCHE HOLDING LTD ADR	474,610.	617,788.
ROCKWELL AUTOMATION INC	604,365.	601,727.
RPM INTERNATIONAL INC	115,617.	172,710.
S&P GLOBAL INC COM	896,439.	1,292,619.
SALESFORCE.COM	718,509.	1,359,019.
SANOFI-AVENTIS SPONSORED ADR	350,819.	431,067.
SAP AKTIENGESSELL ADS	427,426.	508,626.
SBA COMMUNICATIONS CORP	334,367.	487,764.
SCHNEIDER ELEC UNSP/ADR	405,394.	452,982.
SEI INVESTMENTS	117,616.	178,433.
SENSATA TECHNOLOGIES HOLDINGS	87,320.	107,740.
SGS SA UNSP ADR	144,498.	150,582.
SHINHAN FINL GROUP CO LTD	103,612.	105,264.
SIGNATURE BANK	125,771.	150,271.
SILGAN HOLDINGS, INC	302,932.	469,308.
SILICON MOTION TECHNOLOGY CORP	332,245.	400,153.
SMITH A O CORP DEL COM	101,745.	98,853.
SONOVA HOLDING AG AD	196,521.	248,065.
SPIRE INC	6,348.	6,665.
SPLUNK INC	363,483.	432,835.
SPOTIFY TECHNOLOGY SA	446,148.	426,068.
STERIS PLC	105,077.	182,904.
SUMITOMO MITSUI TR HOLDINGS SP	222,767.	253,961.
SVB FINANCIAL GROUP	98,929.	156,900.
SWATCH GROUP AG	251,248.	213,248.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SWISS RE LTD ADR	138,259.	169,929.
SYMRISE AG UNSPONSORED	244,055.	292,802.
SYMEX CORP UNSP ASDR	238,415.	206,074.
TAISHO PHARMACEUTICAL	188,719.	176,003.
TAIWAN SEMICONDUCTOR MFG CO LT	797,956.	1,197,615.
TAKEDA PHARMACEUTICAL CO LTD	389,966.	333,240.
TECH DATA CORP	35,579.	57,440.
TELECOM ITALIA ADR	301,296.	268,020.
TELEDYNE TECH INC	55,743.	198,914.
TELEFONICA BRASIL, S.A	68,055.	106,426.
TENCENT HOLDINGS LIMITED	207,806.	225,311.
TESCO PLC S ADR	158,003.	227,274.
TEXAS ROADHOUSE, INC	62,462.	105,600.
THE HAIN CELESTIAL GROUP, INC	191,012.	200,437.
THE JM SMUCKER COMPANY	109,929.	106,733.
THE WENDY'S CO	101,489.	128,574.
THERMO FISHER SCIENTIFIC INC	350,855.	957,392.
TIFFANY & CO	60,759.	106,920.
TJX COMPANIES INC	157,172.	292,477.
UBS AG	224,800.	264,318.
UMB FINANCIAL CORPORATION	77,893.	99,528.
UNICHARM CORP - SPN ADR	155,141.	158,838.
UNIFIRST CP	98,217.	181,782.
UNILEVER PLC AMER	322,216.	330,843.
UNITED RENTALS INC	161,174.	380,236.
UNITEDHEALTH GROUP INC	1,047,779.	1,731,835.
VARIAN MEDICAL SYSTEMS INC	110,248.	184,613.
VERINT SYSTEMS INC	6,296.	6,366.
VERISK ANALYTICS, INC	668,792.	892,157.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VERRA MOBILITY CORPORATION	221,457.	235,256.
VISA INC	1,010,205.	3,709,521.
WALT DISNEY HOLDINGS CO	1,166,680.	1,588,470.
WATERS CORP	154,941.	181,079.
WEX, INC	61,068.	151,859.
WILLIAMS SONOMA INC	102,929.	123,012.
WM MORRISON SUPERMARKETS	74,840.	33,112.
WPP PLC	414,934.	344,562.
YANDEX N V	130,886.	196,575.
TOTALS	<u>72,962,200.</u>	<u>101,921,461.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS SUSTAI	15,256,271.	16,111,771.
DBL PARTNERS III LP	5,524,017.	8,343,762.
RESPONSIBLE EMERGING MKTS EQUI	6,382,715.	8,786,992.
GENERATION IM ASIA FUND LP	5,697,749.	6,440,053.
GENERATION IM CLIMATE SOLUTION		736,021.
GENERATION IM CLIMATE SOL II	6,347,075.	11,522,005.
GENERATION IM GLOBAL EQ FD LLC	38,683,819.	47,686,463.
GENERATION IM SS FD III B LP	1,025,000.	935,588.
NORTH SKY CLEANTECH VENTURES L	3,382,898.	1,564,942.
TOTALS	<u>82,299,544.</u>	<u>102,127,597.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 9FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
OFFICE EQUIPMENT	SL	6,700			6,700		6,700
OFFICE EQUIPMENT	SL	11,361			8,229	1,623	9,852
TOTALS		<u>18,061</u>			<u>14,929</u>		<u>16,552</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI - CADENCE HEALTH	100,000.	100,000.
PRI - PRIME IMPACT	166,667.	166,667.
SECURITY DEPOSIT	1,800.	1,800.
TOTALS	<u>268,467.</u>	<u>268,467.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25906369.		PUBLICLY-TRADED SECURITIES 20226427.					5,679,942.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)					4,904,306.	
262,052.		COP SPV (IN VOLUNTARY LIQUIDATION) 112,405.				P	12/31/2011 149,647.	10/30/2019
		GENERATION IM CLMT DIST EXCEEDING BASIS					108,750.	
TOTAL GAIN(LOSS)							<u>10842645.</u>	

Part VII-A, Line 3 (990-PF) – Change not yet reported

AMENDED AND RESTATED BYLAWS

of

THE EDUCATIONAL FOUNDATION OF AMERICA

ARTICLE I. GENERAL

ARTICLE 1.1 Purpose. These bylaws supplement the provisions of the certificate of incorporation of The Educational Foundation of America (the “Corporation”) and the New York Not-for-Profit Corporation Law, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

ARTICLE 1.2 Offices of Corporation. The Corporation’s board of directors (the “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

ARTICLE 1.3 Membership. The Corporation shall have no members

ARTICLE II. BOARD OF DIRECTORS

ARTICLE 2.1 Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, a self-perpetuating Board, subject to any limitations set forth in the certificate of incorporation

ARTICLE 2.2 Number. The Corporation shall have not less than three and not more than seventeen directors. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors appointed at the most recently held meeting of the Board for such purpose. No decrease in the number of directors shall

shorten the term of any incumbent director.

ARTICLE 2.3 Qualification. A majority of all directors shall at all times be individuals who are either (i) direct lineal descendants of Richard P. Ettinger and his wife, Elsie Ettinger ("Descendants") or (ii) present spouses of Descendants (such Descendants and spouses collectively, "Family Members"). Descendants shall include adopted children and the biological or adopted descendants of such children. Spouses of Descendants shall be included as Family Members until their divorce or legal separation from a Descendant or death of the Descendant to whom the spouse is married. Prior to election of a Family Member to the Board, he or she shall have served on the Adjunct Committee and be duly nominated by the Nominating Committee.

ARTICLE 2.4 Board Composition. No single branch of Family Members may alone comprise more than one-half of the Board. For these purposes, a branch of Family Members shall mean the direct lineal descendants and adopted children, and the biological or adopted descendants of such children, and current spouses of the foregoing, of each of Elaine P. Hapgood, Virginia P. Andrews, or Richard P. Ettinger, Jr. In the event of an imbalance in the composition of the Board of directors under this provision, the Board shall correct the imbalance within twelve (12) months after the date on which the Board is notified, during a Board meeting, of the imbalance.

During that period in which the Board composition does not conform to the requirements of this provision, the majority family branch will select one of its members to be non-voting on all matters except decisions on grants. The non-voting member shall otherwise have access to the privileges of a Board member. However, a non-voting member shall not be considered a serving director for the purposes of attendance or establishing a quorum at a Board meeting. There shall be at no time more than one non-voting Board member under this provision.

ARTICLE 2.5 Election and Terms of Office. At least annually, the then acting directors shall elect directors to succeed those whose terms are then expiring. Directors shall be elected by the affirmative vote of no less than three-fourths of all directors present at a meeting of the Board at which quorum is present. Each director shall hold office for a term of one year and until his or her successor is duly elected except that the term of any director appointed to an officer position with a two year term shall automatically have their term as a director extended

to a second year to match the term of their officer position. There shall be no limit upon the number of successive one-year terms (or two year terms as the case may be), which may be served by a director.

ARTICLE 2.6 Vacancies. Any vacancy or vacancies occurring on the Board may be filled until the next meeting at which directors are elected by the affirmative vote of the remaining directors in office at any duly held meeting of the Board, though such remaining directors are fewer than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until that vacancy occurs.

ARTICLE 2.7 Meetings and Notices. Annual meetings of the Board shall be held at such places as may be directed by the President. The Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing officers for the ensuing year, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least ten business days before the annual meeting.

The Board shall hold at least one regular meeting in addition to the annual meeting. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Corporation shall require. Notice of any regular meeting shall be in writing and shall be transmitted to all directors at least ten business days before the meeting. Special meetings of the directors shall be held whenever called by the President or by the Secretary or as determined by the Board. At least two business days written notice stating the date, time and place of special meetings shall be given to each director. Notice required to be given to directors or to its committee members hereunder may, without limitation, be issued by regular mail, hand delivery, or electronic means.

ARTICLE 2.8 Quorum, Action by Board of Directors and Adjournment. A majority of the directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the

act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Act. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE 2.9 Action Without a Meeting. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

ARTICLE 2.10 Meeting by Conference Telephone. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

ARTICLE 2.11 Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept. Failure of a director to attend two meetings over a thirteen-month period, without an approved leave of absence or proper excuse, as determined by the Executive Committee, shall be deemed cause for removal. The thirteen-month period begins to run with the first absence.

ARTICLE 2.12 Removal of Directors. Any director may be removed at any time without cause by the affirmative vote of a no less than two-thirds of all directors, provided notice of said proposed action shall have been transmitted to all directors at least ten business days before said meeting.

ARTICLE 2.13 Compensation. No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the

manner and to the extent that the Board shall determine. Directors may not receive compensation for services performed in other capacities for or on behalf of the Corporation.

ARTICLE III. COMMITTEES OF THE BOARD

ARTICLE 3.1 General. At least annually, by the affirmative vote of a majority of all directors then serving, the Board shall appoint an Adjunct Committee, Budget Committee, Audit Committee, Investment Committee, Governance Committee, Nominating Committee, and one or more Grant Committees. In addition to these, there shall be an Executive Committee established as set forth below. The Executive Committee and Audit Committee shall be Board Committees that have the authority to act on behalf of the Corporation. The Adjunct Committee, Budget Committee, Investment Committee, Governance Committee, Nominating Committee, and all Grant Committees shall be advisory in nature and shall not have authority to act on behalf of the Corporation. Consistent with the Act, persons who are not members of the Board may not be appointed to any committee that has authority to act on behalf of the Corporation, but may be invited to attend Board committee meetings as visitors as outlined herein.

The Board may appoint such other committees as it from time to time may consider necessary or advisable, and except as specifically authorized by the affirmative vote of a majority of all directors then serving, such additional committees shall be advisory in nature and shall not have authority to act on behalf of the Corporation.

The Board shall appoint the chairman of each committee unless an *ex-officio* chairman has been designated below. The duties of each committee shall be as hereinafter set forth, and as may from time to time be determined by the Board.

Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at its next meeting.

ARTICLE 3.2 Quorum and Action. At all Board committee meetings, a quorum for the

transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee.

ARTICLE 3.3 Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary and Treasurer. The President shall serve *ex-officio* as chairman of the Executive Committee. Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board, and its actions shall have the same force and effect of action of the Board, provided, however, the Executive Committee may not: (1) fill vacancies on the Board or any committee of the Board; (2) adopt, amend or repeal bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation; (5) approve a proposal to dissolve; or (6) take any other action prohibited to be taken by a Board committee pursuant to Section 712 of the Act. The Executive Committee shall report any actions and recommendations to the Board.

ARTICLE 3.4 Adjunct Committee. The Adjunct Committee may consist of Family Members who are not currently serving as directors of the Corporation, and such other individuals, as may be appointed by the Board. The Adjunct Committee may nominate individuals for service on the Adjunct Committee. The Adjunct Committee shall nominate one of its members for appointment by the Board as chairman of the Adjunct Committee. The Adjunct Committee shall recommend grants for approval by the Board pursuant to an annual budget approved by the Board.

ARTICLE 3.5 Budget. The Budget Committee shall consist of not less than three directors. Individuals who are not directors may be invited to attend meetings of the Budget Committee, but shall not be entitled to vote on matters that bind the Corporation. The committee shall be responsible for formulating and proposing for adoption by the Board an annual operating and grant-making budget. The committee shall periodically monitor the Corporation's actual performance in comparison to such budget and shall advise the Board as to such comparison. The Budget Committee shall engage its best efforts to assure that all federal and state tax requirements have been satisfied.

ARTICLE 3.6 Audit. The Audit Committee shall consist of not less than three directors who qualify as “independent directors” within the meaning of the Act.¹ Individuals who are not directors may be invited to attend meetings of the Audit Committee, but shall not be entitled to vote on matters that bind the Corporation. The committee shall (i) oversee the accounting and financial reporting processes of the Corporation; (ii) appoint, as independent auditors of the Corporation, a certified public accountant or a firm of certified public accountants, who shall audit or cause to be audited the books and accounts of the Corporation on an annual basis; (iii) work with such auditors in designing the scope and planning of such annual audits before the commencement of the annual audit; (iv) review such auditors’ opinion on the annual financial statements with respect to the Corporation as well as any related management letter, review any recommendations resulting from the auditors’ work, and address such other matters as fall within the scope of the independent auditors’ responsibilities; (v) upon completion of the audit, review and discuss with the auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor’s activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the Corporation’s accounting and financial reporting processes, (vi) annually consider the performance and independence of the auditor, (vii) oversee the adoption of, implementation of, and compliance with the Corporation’s conflict of interest policy and whistleblower policy; (ix) periodically report to the Board regarding the committee’s activities; and (x) institute review of specific activities when deemed appropriate by the chairman of the Audit Committee.

ARTICLE 3.7 Nominating Committee. The Nominating Committee shall consist of not less than three directors plus one member of the Adjunct Committee. The Committee shall recommend (i) persons for election to the Board, and (ii) a slate of directors for election to a one-year term at the

¹ The Act defines an “independent director” as a director who. (I) is not, and has not been within the last three years, an employee of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key employee of the corporation or an affiliate of the corporation, (II) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (A) of Section 202 (General and Special Powers)); and (III) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity’s consolidated gross revenues.” The Act notes that “payment” in this definition does not include charitable contributions.

Annual Meeting of the Board. Nominations shall be issued to each member of the Board at least ten (10) days prior to the Annual Meeting of the Board issued by regular mail, hand delivery, or electronic means. The Nominating Committee may also recommend to the Board persons to fill vacancies as soon as practicable after they may occur

ARTICLE 3.8 Investment Committee. The Investment Committee shall consist of not less than three directors and such other individuals as the Board may appoint. The primary role of the Investment Committee is to assist the Board in fulfilling its responsibility for the prudent investment of the Corporation's funds. The Investment Committee's responsibilities shall include: recommending the formulation of or revision to the Corporation's investment goals and policies; and reporting on and making recommendations as appropriate with respect to monitoring the performance of the Corporation's investments in relation to performance of financial markets. The Investment Committee shall advise the Board on the selection and engagement or replacement of an investment manager or managers, and monitor and report to the Board on the performance of such investment manager or managers.

ARTICLE 3.9 Governance Committee. There shall be a Governance Committee which shall consist of no fewer than three directors. The Governance Committee may oversee the annual self-evaluation of members of the Board and generally review and make recommendations on matters of corporate governance.

ARTICLE 3.10 Grant Committees. Each Grant Committee shall consist of not less than three directors and such other individuals as the Board may appoint. Each Grant Committee shall (i) advise the Board on matters of grant-making policy; (ii) solicit and review grant proposals relating to one or more areas of grant-making priority as the Board may determine from time to time; and (iii) recommend grants for approval by the Board.

ARTICLE IV. EXECUTIVE DIRECTOR

ARTICLE 4.1 Executive Director. The Board, by the affirmative vote of two-thirds of all directors may appoint an Executive Director to serve at the pleasure of the Board. The Executive

Director shall be the chief executive of the Corporation, subject to the control and direction of the Board. The Executive Director may attend meetings of the Board at its invitation, and shall submit regular reports to the President and to the Board on the operations of the Corporation.

The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board in accordance with applicable law. The Executive Director may be removed with or without cause by the affirmative vote of two-thirds of the directors, but without prejudice to the Executive Director's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least ten business days before such action.

ARTICLE V. OFFICERS

ARTICLE 5.1 Officers, Appointment, Term and Vacancies. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be members of the Board. The directors shall elect all of the foregoing officers and may elect such other officers as they shall deem appropriate. Any person may simultaneously hold multiple offices, except that no individual shall simultaneously hold the office of President and Secretary.

Officers shall be elected at the annual meeting of the Board for a term of *two* years extending until the next succeeding annual meeting of the Board and until his or her qualified successor has been elected. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the affirmative vote of the remaining directors in office at any meeting of the Board, though such remaining directors are fewer than a quorum.

ARTICLE 5.2 President. The President shall lead the Board in setting the mission and strategic direction of the Corporation, and overseeing the effective implementation thereof by management. The President shall work to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its purpose and mission as set forth in the certificate of incorporation and these bylaws, and as otherwise determined from time to time by the Board. The President shall work to maintain an effective relationship between the Board and management and, in so doing,

will be the liaison between the Board and management. The President shall, if present, preside over all meetings of the Board. The President shall also perform such other duties as may be assigned to him or her by the Board.

ARTICLE 5.3 Vice President The Vice President, in the absence of the President, shall perform the President's duties. The Vice President shall also perform such other duties as may be assigned to him or her by the Board or the President

ARTICLE 5.4 Secretary. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep (or cause to be kept) minutes of the proceedings of the meetings of the Corporation and of the Board, and shall ensure that all records and reports of the Corporation and of the Board shall be retained. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Board or the President.

ARTICLE 5.5 Treasurer. The Treasurer shall ensure that timely and accurate financial information is presented to the Board, and that financial records shall be available for inspection by any director. The Treasurer shall ensure that all reports and records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned to him or her by the Board or the President.

ARTICLE 5.6 Removal of Officers. Any officer of the Corporation may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors, but without prejudice to such officer's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least ten business days before said meeting.

ARTICLE VI. GENERAL PROVISIONS

ARTICLE 6.1 Gender. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

ARTICLE 6.2 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

ARTICLE 6.3 Fee for Services. In the event the Corporation receives fees for services performed, the Corporation may make an incidental profit. Such incidental profit shall be applied to the maintenance, expansion or operation of the activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Corporation's members, directors, or officers.

ARTICLE 6.4 Real Property. The Board may, by the vote required under Section 509 of the Act, authorize on behalf of the Corporation the purchase, sale, mortgage or lease of real property.

ARTICLE 6.5 Waiver of Notice. Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Corporation and filed with the minutes or corporate records. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

ARTICLE 6.6 Electronic Signatures. Any written signature required under these bylaws or the Corporation's certificate of incorporation or by New York law may be evidenced by manual or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

ARTICLE 6.7 Indemnification. Except as may be specifically provided in this Section 6.7, the Corporation shall, to the fullest extent permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person

(i) was a director, officer, or trustee of an employee benefit plan of the Corporation, or (ii) is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise; provided, however, that no indemnification shall be made to or on behalf of any such person if a judgment or other final

adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any action or proceeding initiated by such person against the Corporation or a director or officer of the Corporation, other than to enforce the terms of this Section 6.7, unless such action or proceeding was authorized by the Board. Further, no indemnification shall be made with respect to any settlement or compromise of any action or proceeding unless and until the Corporation has consented to such settlement or compromise. The Corporation, in the Board's discretion, may indemnify employees and agents of the Corporation to the same extent required with respect to directors, officers and trustees of employee benefit plans. The Corporation may also procure insurance as it deems reasonable to meet its responsibilities under this Section 6.7 or to provide greater indemnification as may be permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal proceeding may be paid by the Corporation, in the Board's discretion, in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the director, officer, trustee of an employee benefit plan, employee or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

ARTICLE 6.8 Amendment. These bylaws may be amended at the annual meeting at which a quorum is present by vote of two-thirds of all directors then serving; provided notice of the proposed amendment is provided to all directors at least ten business days before such meeting.

The foregoing bylaws were adopted by the Board on October 18, 2019.

The Educational Foundation of America
EIN: 13-3424750
Taxable Year Ending December 31, 2019

Part VII-A, Line 3 (990-PF) – Declaration re Amended Bylaws

I, HEIDI ETTINGER, PRESIDENT of The Educational Foundation
Officer Name Officer Title

of America (the "Foundation"), hereby declare that I am an authorized officer of the Foundation,
and I certify that the conformed copy of the Foundation's amended bylaws attached hereto is a
complete and accurate copy of the original document

Signed

X Heidi Ettinger PS

Date

11/16/2020

ATTACHMENT 11FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ETTINGER FOUNDATION, INC.
GRANTEE'S ADDRESS: C/O RTC NA PO BOX 5016
CITY, STATE & ZIP: NEW YORK, NY 10185
GRANT DATE: 03/12/2015
GRANT AMOUNT: 1,084,482.
GRANT PURPOSE: CAPITAL ENDOWMENT GRANT
AMOUNT EXPENDED: 1,084,482.
ANY DIVERSION? NO
DATES OF REPORTS: 5/21/16, 6/14/17, 9/8/19
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

GRANTEE'S NAME: TARA HEALTH FOUNDATION
GRANTEE'S ADDRESS: 1818 OLIVER AVENUE SOUTH
CITY, STATE & ZIP: MINNEAPOLIS, MN 55405
GRANT DATE: 07/14/2017
GRANT AMOUNT: 30,000.
GRANT PURPOSE: TO SUPPORT THE UNITED STATES REPRODUCTIVE HEALTH
INVESTMENT CASE PROJECT
AMOUNT EXPENDED: 30,000.
ANY DIVERSION? NO
DATES OF REPORTS: 9/25/19
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

Part VII-B, Line 5c (990-PF) – Expenditure Responsibility

Pursuant to IRC Regulation 53.4945-5(d)(2), The Educational Foundation of America provides the following information for one program related investment:

- | | | | | | | | | | | | | |
|-----------------------|------------------------------------|---|-----------------------|----------------|------------|------------|------------|------------|------------|------------|------------------|------------|
| (i) | PRI Recipient: | Cadence Health, Inc.
926 Arlington Avenue
Berkeley, CA 94707 | | | | | | | | | | |
| (ii) | Date and Amount of PRI | 12/21/2016 \$100,000 | | | | | | | | | | |
| (iii) | Purpose of PRI: | To promote the goals of reproductive health and justice program, which is committed to securing contraception for all. | | | | | | | | | | |
| (iv) & (vi) | Reports of Amounts Expended | Recipient has submitted a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a statement that it has complied with the terms of the investment for each of its fiscal years indicated below:
<table border="0" style="margin-left: 40px;"><tr><td><u>Date of Report</u></td><td><u>For FYE</u></td></tr><tr><td>07/14/2017</td><td>12/31/2016</td></tr><tr><td>06/22/2018</td><td>12/31/2017</td></tr><tr><td>09/26/2019</td><td>12/31/2018</td></tr><tr><td>Expected in 2020</td><td>12/31/2019</td></tr></table> | <u>Date of Report</u> | <u>For FYE</u> | 07/14/2017 | 12/31/2016 | 06/22/2018 | 12/31/2017 | 09/26/2019 | 12/31/2018 | Expected in 2020 | 12/31/2019 |
| <u>Date of Report</u> | <u>For FYE</u> | | | | | | | | | | | |
| 07/14/2017 | 12/31/2016 | | | | | | | | | | | |
| 06/22/2018 | 12/31/2017 | | | | | | | | | | | |
| 09/26/2019 | 12/31/2018 | | | | | | | | | | | |
| Expected in 2020 | 12/31/2019 | | | | | | | | | | | |
| | | This investment remained on the Foundation's books as of 12/31/2019. | | | | | | | | | | |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made. | | | | | | | | | | |
| (vii) | Verification: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. | | | | | | | | | | |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JERRY BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *TRANSITIONED FROM POSITION VIA ELECTION	DIR, PRES* 1.00	0.	0.	0.
LYNN P BABICKA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
JAMES BOHART JR FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, TREAS 1.00	0.	0.	0.
CHRISTIAN ETTINGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
HEIDI P ETTINGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *TRANSITIONED FROM POSITION VIA ELECTION	DIR, VP*, PRES 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MATTHEW ETTINGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC 1.00	0.	0.	0.
WENDY W P ETTINGER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
BARBARA HAPGOOD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
MATTHEW HAPGOOD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
BARBARA P HUSEBY FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377 *TRANSITIONED FROM POSITION VIA ELECTION	DIR, SEC*, VP 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (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>
SVEN HUSEBY FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
JOHN POWERS FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
TREVOR RENNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
LAUREN ZUSKIN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<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>
MELISSA BECK C/O FOUNDATION SOURCE 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	EXECUTIVE DIRECTOR 40.00	225,872.	49,059.
DAVID STOCKS C/O FOUNDATION SOURCE 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	PROGRAM DIRECTOR 40.00	135,903.	23,513.
LAURA NIXON C/O FOUNDATION SOURCE 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	PROGRAM OFFICER 40.00	105,960.	20,889.
DAVID MONSMA, J.D. C/O FOUNDATION SOURCE 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	PROGRAM DIRECTOR 40.00	100,507.	10,458.
	TOTAL COMPENSATION	<u>568,242.</u>	<u>103,919.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RBC WEALTH MANAGEMENT 345 CALIFORNIA STREET, 29TH FLOOR SAN FRANCISCO, CA 94104	INVESTMENT MGT	345,975.
GRANITE INVESTMENT PARTNERS, LLC 2121 ROSECRANS AVE, SUITE 2360 EL SEGUNDO, CA 90245	INVESTMENT MGT	182,093.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	121,256.
BROWN ADVISORY, INC. 12 E 49TH ST 35TH FLOOR NEW YORK, NY 10017	INVESTMENT MGT	117,485.
ROBINSON & COLE LLP 111 WASHINGTON AVENUE, 3RD FL ALBANY, NY 12210	LEGAL SERVICES	79,964.
TOTAL COMPENSATION		<u>846,778.</u>

ATTACHMENT 15FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.THEEFA.ORG

FORM IN WHICH APPLICATION SHOULD BE SUBMITTED AND INFORMATION THEY
SHOULD INCLUDE:

WWW.THEEFA.ORG

SUBMISSION DEADLINES:

WWW.THEEFA.ORG

RESTRICTIONS OR LIMITATIONS ON AWARDS:

WWW.THEEFA.ORG

EFA WILL, FROM TIME TO TIME, ISSUE REQUESTS FOR PROPOSALS THAT ARE
LIMITED IN SCOPE BY GEOGRAPHY OR SUBJECT.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
52ND STREET PROJECT INC 789 10TH AVE NEW YORK, NY 10019	N/A PC		GENERAL OPERATING SUPPORT	10,000
ABBOTT HOUSE 100 N BROADWAY IRVINGTON, NY 10533	N/A PC		GENERAL OPERATING SUPPORT	40,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST, STE 100 DENVER, CO 80202	N/A PC		GENERAL OPERATING SUPPORT	60,000
ALLIANCE FOR YOUTH ORGANIZING 915 5TH ST NW WASHINGTON, DC 20001	N/A PC		ENGAGE MIAMI CIVIC FUND	50,000
AMALGAMATED CHARITABLE FOUNDATION INC 1825 K ST NW WASHINGTON, DC 20006	N/A PC		LATINX RESEARCH INSIGHTS	50,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION INC 125 BROAD ST, 18TH FL NEW YORK, NY 10004	N/A PC		REPRODUCTIVE FREEDOM PROJECT	100,000

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
AMERICAN CIVIL LIBERTIES UNION OF KENTUCKY FOUNDAT 325 W MAIN ST STE 2210 LOUISVILLE, KY 40202	N/A PC		REPRODUCTIVE FREEDOM PROJECT	80,000
AMERICAN DOCUMENTARY INC 20 JAY ST STE 940 BROOKLYN, NY 11201	N/A PC		POV PROJECT	12,000
ANIMAL LEGAL DEFENSE FUND 525 E COTATI AVE COTATI, CA 94931	N/A PC		LITIGATION ENVIRONMENTAL PROJECTS	40,000
APPALACHIAN COMMUNITY DEVELOPMENT CORE INC 420 MAIN ST HAZARD, KY 41701	N/A SO I		GROWING FOOD SECURITY IN EASTERN KENTUCKY	35,000
APPALACHIAN RESEARCH & DEFENSE FUND OF KY INC 120 N FRONT AVE PRESTONSBURG, KY 41653	N/A PC		SNAP OUTREACH AND ADVOCACY	25,000
APPALSHOP INC 91 MADISON AVE WHITESBURG, KY 41858	N/A PC		APPALSHOP STRATEGIC PLANNING PROJECT	17,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
APPALSHOP INC 91 MADISON AVE WHITESBURG, KY 41858	N/A PC	SUPPORTING APPALSHOP'S NEXT GENERATION OF ARTISTS		235,000
ARTSREVIVE COMMUNITY DEVELOPMENT CORPORATION PO BOX 2548 SELMA, AL 36702	N/A PC	COMPLETION OF THE CREATE SPACE, COMMUNAL ARTISTS WORK SPACE (TRUTH BOOTH) PROJECT		50,000
ARTSREVIVE COMMUNITY DEVELOPMENT CORPORATION PO BOX 2548 SELMA, AL 36702	N/A PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT		1,500
ATHLETE ALLY INC 601 W 26TH ST RM 325-43 NEW YORK, NY 10001	N/A PC	GENERAL OPERATING SUPPORT		25,000
AUSTIN THEATRE ALLIANCE PO BOX 1566 AUSTIN, TX 78767	N/A PC	LITERACY FOR LIFE		15,000
AUSTIN YOUTH & COMMUNITY FARM INC DBA URBAN ROOTS 4900 GONZALES ST AUSTIN, TX 78702	N/A PC	CAPITAL CAMPAIGN - URBAN ROOTS GROWTH CAMPAIGN		40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BARD COLLEGE PO BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	N/A PC		TO PILOT A CAPACITY-BUILDING INITIATIVE IN COMMUNITY OUTREACH	15,000
BEREA COLLEGE LINCOLN HALL 220 BEREA, KY 40404	N/A PC		GENERAL OPERATING SUPPORT FOR GROW APPALACHIA AND THE APPALACHIAN FUND	14,500
BEREA COLLEGE LINCOLN HALL 220 BEREA, KY 40404	N/A PC		GROW APPALACHIA GARDEN GRANTS	60,000
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH ST N BIRMINGHAM, AL 35203	N/A PC		2019 CONSORTIUM PERSONNEL AND POP UP EXHIBITION PLANNING	150,000
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH ST N BIRMINGHAM, AL 35203	N/A PC		ALABAMA CIVIL RIGHTS TOURISM	95,000
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH ST N BIRMINGHAM, AL 35203	N/A PC		BCRI BRANDING AND GRAPHICS	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BIRMINGHAM CIVIL RIGHTS INSTITUTE 520 16TH ST N BIRMINGHAM, AL 35203	N/A PC		SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500
BLACKBELT BENEFIT GROUP 910 LANDLINE RD SELMA, AL 36701	N/A PC		NEW EXECUTIVE DIRECTOR PROJECT	70,000
BLACKBELT BENEFIT GROUP 910 LANDLINE RD SELMA, AL 36701	N/A PC		SOUTH AND APPALACHIA PLACEMAKING LEADERSHIP SUMMIT	1,500
BLUEPRINT NORTH CAROLINA 3125 POPLARWOOD CT STE 300 RALEIGH, NC 27604	N/A PC		VOTER EDUCATION IN EASTERN NORTH CAROLINA	50,000
BUSHWICK STARR 207 STARR ST STE 2-2 BROOKLYN, NY 11237	N/A PC		GENERAL OPERATING SUPPORT	10,000
CAPITAL REGION YOUTH TENNIS FOUNDATION INC (DBA 1 785 WASHINGTON AVE ALBANY, NY 12206	N/A PC		GENERAL OPERATING SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR REPRODUCTIVE RIGHTS INC 199 WATER ST 22ND FL NEW YORK, NY 10038	N/A PC		ENGAGING THE BUSINESS COMMUNITY TO SUPPORT REPRODUCTIVE RIGHTS PROJECT	100,000
CENTER FOR REPRODUCTIVE RIGHTS INC 199 WATER ST 22ND FL NEW YORK, NY 10038	N/A PC		GENERAL OPERATING SUPPORT FOR U S LEGAL PROGRAM	100,000
CERES INC 99 CHAUNCEY ST 6TH FLR BOSTON, MA 02111	N/A PC		DEFENDING SHAREHOLDER RIGHTS	30,000
CHICKEN & EGG PICTURES INC 55 WASHINGTON ST STE 307 BROOKLYN, NY 11201	N/A PC		GENERAL OPERATING SUPPORT	18,000
CLEAN ENERGY WORKS 1624 14TH ST NW WASHINGTON, DC 20009	N/A PC		RURAL ELECTRIC COOP CLEAN ENERGY ACCESSIBILITY	75,000
CLEAN WATER FUND 1444 EYE ST NW NO 400 WASHINGTON, DC 20005	N/A PC		MASSACHUSETTS CAMPAIGN FOR A CLEAN ENERGY FUTURE	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CLEVELAND FESTIVAL OF ART AND TECHNOLOGY INC 5401 HAMILTON AVE CLEVELAND, OH 44114	N/A PC		RE-MAKING INGENUITY COMMUNITY, CAPACITY, AND STRATEGY PROJECT	75,000
CLIMATE XCHANGE EDUCATION AND RESEARCH INC 31 SAINT JAMES AVE FL 6 FL6 BOSTON, MA 02116	N/A PC		STATE CARBON POLICY NETWORK SUPPORT	50,000
COALFIELD DEVELOPMENT CORPORATION PO BOX 1133 WAYNE, WV 25570	N/A PC		FOOD ACCESS RESOURCES & EMPLOYMENT (FARE)	65,000
COALFIELD DEVELOPMENT CORPORATION PO BOX 1133 WAYNE, WV 25570	N/A PC		WESTEDGE FACTORY COMMUNITY REVITALIZATION THROUGH CREATIVITY AND ENTREPRENEURISM	15,000
COLEMAN CENTER FOR THE ARTS 630 AVE A YORK, AL 36925	N/A PC		SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500
COLUMBIA LAND CONSERVANCY INC 49 MAIN ST CHATHAM, NY 12037	N/A PC		GENERAL OPERATING SUPPORT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMON CAUSE EDUCATION FUND 805 15TH ST NW STE 800 WASHINGTON, DC 20005	N/A PC	GENERAL OPERATING SUPPORT	5,000
COMMON CAUSE EDUCATION FUND - NORTH CAROLINA 907 GLENWOOD AVE RALEIGH, NC 27605	N/A PC	STRENGTHENING DEMOCRACY AND BOOSTING CITIZEN ENGAGEMENT	75,000
COMMUNITY AGRICULTURAL AND NUTRITIONAL ENTERPRISES PO BOX 211 WHITESBURG, KY 41858	N/A PC	2019 SUSTAINABLE AGRICULTURE AND FOOD SYSTEMS FUNDER CONFERENCE TRAVEL FUND	1,500
COMMUNITY CONNECTIONS INC 215 S WALKER ST PRINCETON, WV 24740	N/A PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500
COMMUNITY FARM ALLIANCE INC PO BOX 130 BEREA, KY 40403	N/A PC	HEALTHY COMMUNITIES INITIATIVE	50,000
COMMUNITY FOUNDATION OF THE LOWCOUNTRY INC PO BOX 23019 HILTON HEAD ISLAND, SC 29925	N/A PC	CAMPBELL CHAPEL HISTORIC PRESERVATION	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
COWAN COMMUNITY ACTION GROUP INC PO BOX 268 WHITESBURG, KY 41858	N/A	PC	ORGANIZATIONAL CAPACITY-BUILDING	20,000
DEMOCRACY NORTH CAROLINA 1821 GREEN ST DURHAM, NC 27705	N/A	PC	GENERAL OPERATING SUPPORT	85,000
DEMOS A NETWORK FOR IDEAS AND ACTION LTD 80 BROAD ST 4TH FL NEW YORK, NY 10004	N/A	PC	GENERAL OPERATING SUPPORT	10,000
EARTHJUSTICE 50 CALIFORNIA ST, STE 500 SAN FRANCISCO, CA 94111	N/A	PC	PARTNERING WITH COMMUNITIES TO HOLD POLLUTERS ACCOUNTABLE	50,000
EASTER SEALS SOUTH FLORIDA INC 1475 NW 14TH AVE MIAMI, FL 33125	N/A	PC	GENERAL OPERATING SUPPORT	40,000
ECOAMERICA 1730 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	6,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ECONOMIC OPPORTUNITIES COUNCIL OF INDIAN RIVER COU 2455 SAINT LUCIE AVE VERO BEACH, FL 32960	N/A PC		EARLY BIRD PROGRAM AT DODGERTOWN ELEMENTARY SCHOOL	10,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC		STATE CARBON POLICY	50,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 4000 WESTCHASE BLVD , STE 510 RALEIGH, NC 27607	N/A PC		SUPPORT FOR WORK IN NORTH CAROLINA	25,000
EXHALE AN AFTER-ABORTION COUNSELING TALKLINE PO BOX 14562 SAN FRANCISCO, CA 94114	N/A PC		GENERAL OPERATING SUPPORT	5,000
FAITH IN PUBLIC LIFE INC 1990 M ST NW STE 740 WASHINGTON, DC 20036	N/A PC		FLORIDA VOTER EDUCATION	50,000
FEEDING KENTUCKY INC PO BOX 5522 FRANKFORT, KY 40602	N/A PC		KY KIDS EAT - KENTUCKY-GROWN FRUIT AND VEGETABLE INCENTIVE PROGRAM (K-VIP)	30,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
FLORIDA IMMIGRANT COALITION INC 2800 BISCAYNE BLVD STE 200 MIAMI, FL 33137	N/A PC		FLIC CIVIC ENGAGEMENT	50,000
FLORIDA INSTITUTE FOR REFORM AND EMPOWERMENT INC 134 E COLONIAL DR ORLANDO, FL 32801	N/A PC		GENERAL OPERATING SUPPORT	75,000
FOUNDATION FOR APPALACHIAN KENTUCKY INC 420 MAIN ST HAZARD, KY 41701	N/A PC		EVALUATION AND STRATEGIC PLANNING	50,000
GARRISON INSTITUTE PO BOX 532 GARRISON, NY 10524	N/A PC		GENERAL OPERATING SUPPORT	7,500
GATEWAY SCHOOL 255 SWIFT ST SANTA CRUZ, CA 95060	N/A PC		MOVING CLASSROOM GARDEN TO NEW SCHOOL LOCATION	5,000
GREATER KANAWHA VALLEY FOUNDATION PO BOX 3041 CHARLESTON, WV 25331	N/A PC		APPALACHIA REPRODUCTIVE HEALTH & JUSTICE SUMMIT	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREYSTON FOUNDATION INC 21 PARK AVE YONKERS, NY 10703	N/A	PC	GENERAL OPERATING SUPPORT	6,500
GROW OHIO VALLEY INC 1006 GRANDVIEW ST WHEELING, WV 26003	N/A	PC	GROW OHIO VALLEY ACHIEVING REGIONAL FOOD SECURITY	50,000
GUTTWACHER INSTITUTE INC 125 MAIDEN LN 7TH FL NEW YORK, NY 10038	N/A	PC	GENERAL OPERATING SUPPORT	10,000
HEALTH IN THE HOOD INC 2020 N BAYSHORE DR MIAMI, FL 33137	N/A	PC	GENERAL OPERATING SUPPORT	40,000
HOMELESS CHILDRENS FOUNDATION OF INDIAN RIVER COUN 6001 HWY A1A PMB 8071 INDIAN RIVER SHORES, FL 32963	N/A	PC	GENERAL OPERATING SUPPORT	10,000
HUDSON VALLEY OLD TIME POWER ASSOCIATION INC PO BOX 13 HUDSON, NY 12534	N/A	PC	GENERAL OPERATING SUPPORT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUDSON VALLEY SHAKESPEARE FESTIVAL INC 143 MAIN ST COLD SPRING, NY 10516	N/A PC		GENERAL OPERATING SUPPORT	15,000
HUDSONIA LIMITED PO BOX 5000 ANNANDALE, NY 12504	N/A PC		GENERAL OPERATING SUPPORT	5,000
ICU BABY INC 711 CRANDON BLVD P111 KEY BISCAYNE, FL 33149	N/A PC		GENERAL OPERATING SUPPORT	40,000
INSTITUTE ON TAXATION AND ECONOMIC POLICY 1616 P ST NW WASHINGTON, DC 20036	N/A PC		LAYING THE GROUNDWORK FOR NEW RESEARCH TO ADVANCE CARBON PRICING PROJECT	20,000
INTERFAITH CENTER ON CORPORATE RESPONSIBILITY 475 RIVERSIDE DR STE 1842 NEW YORK, NY 10115	N/A PC		DEFENDING SHAREHOLDER RIGHTS	30,000
LIQUILT PARTNERSHIP INC 31 PRATT ST FL 5 HARTFORD, CT 06103	N/A PC		COMPLETING BUSHNELL GARDENS PHASE 2 DESIGN & IMPLEMENTATION PROJECT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUMPSTART INC 6701 CARNEGIE AVE STE 100 CLEVELAND, OH 44103	N/A PC		GENERAL OPERATING SUPPORT	40,000
KCF KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	N/A PC		LAUNCHING THE KENTUCKY CIVIC ENGAGEMENT TABLE PROJECT	50,000
KCF KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	N/A PC		CAPACITY BUILDING FOR THE KENTUCKY CIVIC ENGAGEMENT TABLE	5,000
KCF KENTUCKY CONSERVATION FOUNDATION INC PO BOX 1152 FRANKFORT, KY 40602	N/A PC		GENERAL OPERATING SUPPORT KENTUCKY CIVIC ENGAGEMENT TABLE	50,000
KENTUCKY COALITION INC PO BOX 1450 LONDON, KY 40743	N/A PC		GENERAL OPERATING SUPPORT	100,000
KENTUCKY HEALTH JUSTICE NETWORK INC PO BOX 4761 LOUISVILLE, KY 40204	N/A PC		CAPACITY BUILDING	10,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			ATTACHMENT 16 (CONT'D)	
RECIPIENT NAME AND ADDRESS		PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
KENTUCKY HEALTH JUSTICE NETWORK INC PO BOX 4761 LOUISVILLE, KY 40204	N/A PC	GENERAL OPERATING SUPPORT		145,000
LAUNCH PO BOX 903 CHATTANOOGA, TN 37401	N/A PC	GENERAL OPERATING SUPPORT		6,500
LESBIAN AND GAY COMMUNITY SERVICES CENTER INC 208 W 13TH ST NEW YORK, NY 10011	N/A PC	THE DEREK & ROMAINE INTERN PROGRAM		5,000
MERIDIAN INSTITUTE PO BOX 1829 DILLON, CO 80435	N/A PC	CARBON COSTS COALITION		75,000
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELO 433 CHESTNUT ST BEREA, KY 40403	N/A PC	CAN CREATIVE PLACEMAKING PROJECT		50,000
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELO 433 CHESTNUT ST BEREA, KY 40403	N/A PC	KENTUCKY CENTER FOR ECONOMIC POLICY ACCESS TO SNAP POLICY PROJECT	KENTUCKY	50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELO 433 CHESTNUT ST BEREA, KY 40403	N/A	PC	SCALING UP COMMUNITY-BASED HEALTHY FOOD SECURITY MODELS IN APPALACHIA (LOI)	70,000
MOUNTAIN ASSOCIATION FOR COMMUNITY ECONOMIC DEVELO 433 CHESTNUT ST BEREA, KY 40403	N/A	PC	APPALACHIA FUNDERS NETWORK	50,000
NATIONAL ARTS STRATEGIES INC 2000 DUKE ST STE 115 ALEXANDRIA, VA 22314	N/A	PC	CHIEF EXECUTIVE PROGRAM TUITION FUND	40,000
NATIONAL ARTS STRATEGIES INC 2000 DUKE ST STE 115 ALEXANDRIA, VA 22314	N/A	PC	GENERAL OPERATING SUPPORT	6,500
NATIONAL CAUCUS OF ENVIRONMENTAL LEGISLATORS 1228 12 31ST NW STE 110 WASHINGTON, DC 20007	N/A	PC	FOSTERING REGIONAL COLLABORATION ON CARBON REDUCTION STRATEGIES IN THE SOUTHWEST	125,000
NATIONAL CONSORTIUM FOR CREATIVE PLACEMAKING 1021 STUYVESANT AVE UNION, NJ 07083	N/A	PC	NCCP CAPACITY BUILDING	35,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			ATTACHMENT 16 (CONT'D)	
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
NATIONAL CONSORTIUM FOR CREATIVE PLACEMAKING 1021 STUYVESANT AVE UNION, NJ 07083	N/A PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500	
NEW FLORIDA MAJORITY EDUCATION FUND INC 10800 BISCAYNE BLVD STE 1050 MIAMI, FL 33161	N/A PC	GENERAL OPERATING SUPPORT	75,000	
NEW HAVEN YOUTH TENNIS INC 80 SEAVIEW TERRACE, UNIT #37 GUILFORD, CT 06437	N/A PC	GENERAL OPERATING SUPPORT	5,000	
NORTH CAROLINA BLACK ALLIANCE INC PO BOX 27886 RALEIGH, NC 27611	N/A PC	GENERAL OPERATING SUPPORT	60,000	
NORTH CAROLINA COMMUNITY FOUNDATION INC 3737 GLENWOOD AVE STE 460 RALEIGH, NC 27612	N/A PC	NORTH CAROLINA LOCAL NEWS FUND COLLABORATIVE	5,000	
NORTH CAROLINA CONSERVATION NETWORK 234 FAYETTEVILLE ST RALEIGH, NC 27601	N/A PC	GENERAL OPERATING SUPPORT	34,000	

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTH CAROLINA JUSTICE CENTER 224 S DAWSON ST RALEIGH, NC 27601	N/A PC		NC POLICY WATCH DEFENDING DEMOCRACY INITIATIVE	25,000
NORTH CAROLINIANS FOR REDISTRICTING REFORM PO BOX 293 RALEIGH, NC 27602	N/A PC		GENERAL OPERATING SUPPORT	25,000
OCCIDENTAL COLLEGE 1600 CAMPUS RD LOS ANGELES, CA 90041	N/A PC		OMAR PAXTON SCHOLARSHIP FUND	10,000
OCEAN RESEARCH & CONSERVATION ASSOCIATION INC 1420 SEAWAY DR 2ND FL FORT PIERCE, FL 34949	N/A PC		GENERAL OPERATING SUPPORT	40,000
OHIO CAMPUS COMPACT 615 N PEARL ST GRANVILLE, OH 43023	N/A PC		GENERAL OPERATING SUPPORT FOR THE CAMPUS ELECTION ENGAGEMENT PROJECT	10,000
OLANA PARTNERSHIP PO BOX 199 HUDSON, NY 12534	N/A PC		CARRIAGE ROADS PROJECT	10,000

ATTACHMENT 16 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
OREGON ENVIRONMENTAL COUNCIL INC 222 NW DAVIS ST STE 309 PORTLAND, OR 97209	N/A	PC	CAP AND INVEST CLIMATE PROTECTION IN OREGON	250,000
OUR FAMILY COALITION 1385 MISSION ST STE 340 SAN FRANCISCO, CA 94103	N/A	PC	GENERAL OPERATING SUPPORT	25,000
PARADISE GARDEN FOUNDATION INC 200 N LEWIS ST SUMMERVILLE, GA 30747	N/A	PC	PARADISE GARDEN CAPACITY BUILDING AND STAFF EXPANSION	50,000
PARADISE GARDEN FOUNDATION INC 200 N LEWIS ST SUMMERVILLE, GA 30747	N/A	PC	GENERAL OPERATING SUPPORT	6,500
PARADISE GARDEN FOUNDATION INC 200 N LEWIS ST SUMMERVILLE, GA 30747	N/A	PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST NW STE 600 WASHINGTON, DC 20005	N/A	PC	VESSELS VOTE	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FWY HOUSTON, TX 77023	N/A PC		GENERAL OPERATING SUPPORT	5,000
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	N/A PC		GENERAL OPERATING SUPPORT	25,000
PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASU 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A PC		REPRODUCTIVE HEALTH ACCESS	5,000
PROGRESSNOW COLORADO EDUCATION 1536 WYNKOOP ST STE 300 DENVER, CO 80202	N/A PC		RECET - RURAL ELECTRIC COOPERATIVE ELECTION TOOLKIT	25,000
PROGRESSNOW COLORADO EDUCATION 1536 WYNKOOP ST STE 300 DENVER, CO 80202	N/A PC		RECET - RURAL ELECTRIC COOPERATIVE ELECTION TOOLKIT	75,000
PROTEUS FUND INC 15 RESEARCH DR STE B AMHERST, MA 01002	N/A PC		PIPER FUND	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PUBLIC POLICY AND EDUCATION FUND OF NEW YORK INC 94 CENTRAL AVE ALBANY, NY 12206		N/A PC	GENERAL OPERATING SUPPORT FOR NYCET	5,000
PUTNEY SCHOOL INC ELM LEA FARM, 418 HOUGHTON BROOK RD PUTNEY, VT 05346		N/A PC	CHALLENGE TO ANNUAL GIVING	10,000
REMOTE AREA MEDICAL 2200 STOCK CREEK BLVD ROCKFORD, TN 37853		N/A PC	MOBILE CLINICS	42,500
ROCKY MOUNTAIN INSTITUTE 2490 JCT PL STE 200 BOULDER, CO 80302		N/A PC	CO-OP ENERGY TRANSITION	50,000
ROCKY MOUNTAIN INSTITUTE 2490 JCT PL STE 200 BOULDER, CO 80302		N/A PC	SUBNATIONAL DECARBONIZATION CLEAN ENERGY PLANNING INITIATIVE	50,000
SELMA CENTER FOR NON-VIOLENCE TRUTH & RECONCILIATI 8 MULBERRY RD SELMA, AL 36703		N/A PC	MAVIS PROJECT	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
SELMA CENTER FOR NON-VIOLENCE TRUTH & RECONCILIATION 8 MULBERRY RD SELMA, AL 36703	N/A	PC	SELMA SUSTAINABLE TOURISM & BRIDGE LIGHTING PLANNING	125,000
SELMA CENTER FOR NON-VIOLENCE TRUTH & RECONCILIATION 8 MULBERRY RD SELMA, AL 36703	N/A	PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	1,500
SHANTI ORANGE COUNTY 23001 DEL LAGO DR, STE B-1 LAGUNA HILLS, CA 92653	N/A	PC	GENERAL OPERATING SUPPORT	5,000
SHREVEPORT REGIONAL ARTS COUNCIL 801 CROCKETT ST SHREVEPORT, LA 71101	N/A	PC	SOUTH AND APPALACHIA CREATIVE PLACEMAKING LEADERSHIP SUMMIT	3,000
SOLAR UNITED NEIGHBORS 1350 CONNECTICUT AVE NW WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING SUPPORT	6,500
SOPHIE GERSON HEATHLY YOUTH 505 LAGUARDIA PL NEW YORK, NY 10012	N/A	PC	SGHY DANCE PROGRAM	20,000

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
SOUTHERN COALITION FOR SOCIALJUSTICE 1415 W HWY 54 STE 101 DURHAM, NC 27707		N/A PC		SUPPORT FOR LITIGATION TO ADDRESS VOTER ID & CRIMINALIZATION OF THE BALLOT BOX	25,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902		N/A PC		COAL ASH KNOWLEDGE TRANSFER	50,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902		N/A PC		REDUCING ENERGY BURDENS IN THE RURAL SOUTH	50,000
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902		N/A PC		SUPPORT FOR WORK IN NORTH CAROLINA	30,000
SPREAD THE VOTE 8601 LINCOLN BLVD STE 180/569 LOS ANGELES, CA 90045		N/A PC		VOTER ID WORK IN EASTERN NORTH CAROLINA	50,000
ST PAUL & RAMSEY COUNTY DOMESTIC ABUSE INTERVENTIO 394 DAYTON AVE SAINT PAUL, MN 55102		N/A PC		GENERAL OPERATING SUPPORT	10,000

ATTACHMENT 16 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STATE INNOVATION EXCHANGE PO BOX 260230 MADISON, WI 53726	N/A PC	REPRODUCTIVE FREEDOM LEADERSHIP COUNCIL PROJECT	100,000
STATE VOICES 1616 P ST NW STE 220 WASHINGTON, DC 20036	N/A PC	THE FLORIDA C3 CIVIC ENGAGEMENT TABLE	50,000
STORM KING ART CENTER 1 MUSEUM RD NEW WINDSOR, NY 12553	N/A PC	GENERAL OPERATING SUPPORT	7,500
STORYVILLE CENTER FOR THE SPOKEN WORD-INC 75 BROAD ST STE 2601 NEW YORK, NY 10004	N/A PC	THE MOTH STORYTELLING IN CENTRAL APPALACHIA AND THE ALABAMA BLACK BELT	97,000
SUSTAINABLE FOOD CENTER INC 2921 E 17TH ST BLDG C AUSTIN, TX 78702	N/A PC	GENERAL OPERATING SUPPORT	40,000
TEXAS ENERGY POVERTY RESEARCH INSTITUTE 611 S CONGRESS AVE STE 125 AUSTIN, TX 78704	N/A PC	ADDRESSING HIGH ENERGY COST BURDENS IN RURAL TEXAS THROUGH CLEAN ENERGY	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
THE FLEA THEATER INC 20 THOMAS ST NEW YORK, NY 10007	N/A PC		GENERAL OPERATING SUPPORT	5,000
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED 1776 MASSACHUSETTS AVE NW STE 200 WASHINGTON, DC 20036	N/A PC		PROJECT OPPORTUNITY IMPROVING REPRODUCTIVE HEALTH IN EASTERN KENTUCKY	300,000
THE NEW PRESS INC 120 WALL ST FL 31 NEW YORK, NY 10005	N/A PC		GENERAL OPERATING SUPPORT	5,000
THE ROAD HOME PO BOX 2788 SALT LAKE CTY, UT 84110	N/A PC		RAPID RE-HOUSING	40,000
THE SCRIBE VIDEO CENTER INC PO BOX 13267 PHILADELPHIA, PA 19101	N/A PC		PLAN C FOR CIVILIZATION FILM	10,000
THE VOTER PARTICIPATION CENTER 1707 L ST NW STE 950 WASHINGTON, DC 20036	N/A PC		FOR VIRGINIA GOTV	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
THIRD SECTOR NEW ENGLAND INC LINCOLN PLZ 89 S ST NO 700 BOSTON, MA 02111	N/A PC		FOR CIVIL LIBERTIES AND PUBLIC POLICY PROGRAM'S TRANSITION	25,000
THIRTY PERCENT COALITION PO BOX 242 PARKER, CO 80134	N/A PC		GENERAL OPERATING SUPPORT	15,000
THOMAS COLE HISTORIC HOUSE 218 SPRING ST CATSKILL, NY 12414	N/A PC		EXPANDING EDUCATIONAL OPPORTUNITIES	10,000
TIDES CENTER PO BOX 29198 SAN FRANCISCO, CA 94129	N/A PC		TO SUPPORT PRO DEMOCRACY SHAREHOLDER ENGAGEMENT ACTIVITIES AT OPEN MIC	5,000
TIDES FOUNDATION PO BOX 399389 SAN FRANCISCO, CA 94139	N/A PC		REPRODUCTIVE HEALTH INVESTOR'S ALLIANCE FOR CORPORATE ACCOUNTABILITY PROJECT	270,000
TIDES FOUNDATION PO BOX 399389 SAN FRANCISCO, CA 94139	N/A PC		FLORIDA RIGHTS RESTORATION COALITION	75,000

ATTACHMENT 16 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TIDES FOUNDATION PO BOX 399389 SAN FRANCISCO, CA 94139	N/A PC	NY RENEWS EDUCATION FUND POLLUTER PENALTY / JUST TRANSITION CAMPAIGN	50,000
TRISKELES FOUNDATION 707 EAGLEVIEW BLVD STE 105 EXTON, PA 19341	N/A PC	EQUILEAP	100,000
TRUSTEES OF THE SMITH COLLEGE 23 ELM ST NORTHAMPTON, MA 01063	N/A PC	GENERAL OPERATING SUPPORT	60
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC	GENERAL OPERATING SUPPORT	10,000
UNITED AGAINST POVERTY INC 2746 US HWY 1 VERO BEACH, FL 32960	N/A PC	GENERAL OPERATING SUPPORT FOR NEW HEALTH CLINIC	30,000
UNLIMITED FUTURE INCORPORATED 1650 8TH AVE HUNTINGTON, WV 25703	N/A PC	GENERAL OPERATING SUPPORT	6,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNTVOTO LATINO FOUNDATION INC
PO BOX 35608
WASHINGTON, DC 20033N/A
PCGENERAL OPERATING SUPPORT
10,000WASHINGTON ENVIRONMENTAL COUNCIL
1402 3RD AVE STE 1400
SEATTLE, WA 98101N/A
PCGENERAL & UNRESTRICTED
100,000WEST VIRGINIA FOOD AND FARM COALITION
3820 MACCORKLE AVE SE
CHARLESTON, WV 25304N/A
PCACHIEVING FOOD SECURITY THROUGH COMMUNITIES AND
STATEWIDE SYSTEMS CHANG
70,000WEST VIRGINIA FOOD AND FARM COALITION
3820 MACCORKLE AVE SE
CHARLESTON, WV 25304N/A
PCGENERAL OPERATING SUPPORT
6,500WEST VIRGINIA FREE INCORPORATED
1114 QUARRIER ST FL 3
CHARLESTON, WV 25301N/A
PCCONTRACEPTION ACCESS AND CAPACITY-BUILDING
75,000WESTERN RESOURCE ADVOCATES
2260 BASELINE RD STE 200
BOULDER, CO 80302N/A
PCTHE CLIMATE FIX
50,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
TIDES FOUNDATION PO BOX 399389 SAN FRANCISCO, CA 94139	N/A PC		NY RENEWS EDUCATION FUND POLLUTER PENALTY / JUST TRANSITION CAMPAIGN	50,000
TRISKELES FOUNDATION 707 EAGLEVIEW BLVD STE 105 EXTON, PA 19341	N/A PC		EQUILEAP	100,000
TRUSTEES OF THE SMITH COLLEGE 23 ELM ST NORTHAMPTON, MA 01063	N/A PC		GENERAL OPERATING SUPPORT	60
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC		GENERAL OPERATING SUPPORT	10,000
UNITED AGAINST POVERTY INC 2746 US HWY 1 VERO BEACH, FL 32960	N/A PC		GENERAL OPERATING SUPPORT FOR NEW HEALTH CLINIC	30,000
UNLIMITED FUTURE INCORPORATED 1650 8TH AVE HUNTINGTON, WV 25703	N/A PC		GENERAL OPERATING SUPPORT	6,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VOTO LATINO FOUNDATION INC PO BOX 35608 WASHINGTON, DC 20033	GENERAL OPERATING SUPPORT	10,000
WASHINGTON ENVIRONMENTAL COUNCIL 1402 3RD AVE STE 1400 SEATTLE, WA 98101	GENERAL & UNRESTRICTED	100,000
WEST VIRGINIA FOOD AND FARM COALITION 3820 MACCORKLE AVE SE CHARLESTON, WV 25304	ACHIEVING FOOD SECURITY THROUGH COMMUNITIES AND STATEWIDE SYSTEMS CHANG	70,000
WEST VIRGINIA FOOD AND FARM COALITION 3820 MACCORKLE AVE SE CHARLESTON, WV 25304	GENERAL OPERATING SUPPORT	6,500
WEST VIRGINIA FREE INCORPORATED 1114 QUARRIER ST FL 3 CHARLESTON, WV 25301	CONTRACEPTION ACCESS AND CAPACITY-BUILDING	75,000
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD STE 200 BOULDER, CO 80302	THE CLIMATE FIX	50,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
WILLIAM KING MUSEUM OF ART PO BOX 2256 ABINGDON, VA 24212	N/A PC		CULTURAL CAMPUS EXPANSION PROJECT CENTER FOR STUDIO ART & EDUCATION	25,000
WOMEN HAVE OPTIONS INC PO BOX 1611 COLUMBUS, OH 43216	N/A PC		TRAVEL SUPPORT	25,000
WOMEN MAKE MOVIES INC 115 W 29TH ST STE 1200 NEW YORK, NY 10001	N/A PC		EYES TO SEE -- GENDER EQUITY IN SCIENCE	10,000
WOMENS HEALTH CENTER OF WEST VIRGINIA INC PO BOX 20580 CHARLESTON, WV 25362	N/A PC		GENERAL OPERATING SUPPORT	110,000
WORLD LITERACY CRUSADE OF FLORIDA 1600 NW 3RD AVE STE 100 MIAMI, FL 33136	N/A PC		GENERAL OPERATING SUPPORT	40,000
WORLD MONUMENTS FUND INC 350 5TH AVE STE 2412 NEW YORK, NY 10118	N/A PC		GENERAL OPERATING SUPPORT	7,500

ATTACHMENT 16 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WORLD RESOURCES INSTITUTE 10 G ST NE WASHINGTON, DC 20002	N/A PC	US ENERGY MARKET DESIGN	20,000
YOU CAN VOTE 902 BROAD ST DURHAM, NC 27705	N/A PC	GENERAL OPERATING SUPPORT	75,000
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129	N/A PC	2019 MEMBERSHIP FUND	6,500

TOTAL CONTRIBUTIONS PAID

7,192,560

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 17

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
K-1 INC/LOSS	525990	6,910.	14	663,675.
CLASS ACTION LAWSUIT PROCEEDS			01	212.
INCOME FROM PFIC			14	14,053.
RESTITUTION PROCEEDS			01	28.
TOTALS		<u>6,910.</u>		<u>677,968.</u>