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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

1912

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: OVERDECK FAMILY FOUNDATION, INC.
C/O TANYA M. SHEEHAN

A Employer identification number: 26-4377643

Number and street (or P O box number if mail is not delivered to street address): 100 AVE OF THE AMERICAS, 16TH FL

Room/suite:

B Telephone number (see instructions): (212) 625-5700

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10013

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

04

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 627,465,903.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d), must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	Line	Description	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,533,890.	3,533,890.		
	4	Dividends and interest from securities	58,912,572.	541,321.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5.			
	b	Gross sales price for all assets on line 6a 5.				
	7	Capital gain net income (from Part IV, line 2)		5.		
	8	Net short-term capital gain				
	9	Income modifications			166,197.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	498,247.	37,945,947.		
	12	**Total.** Add lines 1 through 11	62,944,714.	42,021,163.	166,197.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 2	42,625.			42,625.
	b	Accounting fees (attach schedule) ATCH 3	30,801.	18,481.		12,320.
	c	Other professional fees (attach schedule) [4]	2,960,251.	4,448.		2,955,803.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [5]	1,975,000.			
	19	Depreciation (attach schedule) and depletion	4,957.			ATCH 18
	20	Occupancy				
	21	Travel, conferences, and meetings	172,229.			172,229.
	22	Printing and publications	723.			723.
	23	Other expenses (attach schedule) ATCH 6	62,938.			62,938.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	5,249,524.	22,929.		3,246,638.
	25	Contributions, gifts, grants paid	36,344,939.			36,344,939.
	26	Total expenses and disbursements Add lines 24 and 25	41,594,463.	22,929.	0.	39,591,577.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	21,350,251.			
	b	**Net investment income** (if negative, enter -0-)		41,998,234.		
	c	**Adjusted net income** (if negative, enter -0-)			166,197.	

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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		248,992.	248,992.
	2 Savings and temporary cash investments	144,651,863.	145,000,246.	145,000,246.
	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) ▶ *		* 420,736.	ATCH 7
	Less allowance for doubtful accounts ▶		420,736.	420,736.
	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 8	482,661,817.	452,054,214.	452,054,214.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9		29,732,050.	29,732,050.
	14 Land, buildings, and equipment basis ▶ 24,781.			
	Less accumulated depreciation (attach schedule) ▶ 15,116.	14,621.	9,665.	9,665.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	627,328,301.	627,465,903.	627,465,903.
Liabilities	17 Accounts payable and accrued expenses	9,404.	5,569.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ CONTRIBUTION IN TRANSIT)	1,591,263.		
	23 Total liabilities (add lines 17 through 22)	1,600,667.	5,569.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ [X] and complete lines 24, 25, 29, and 30			
	24 Net assets without donor restrictions	625,727,634.	627,460,334.	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ [ ] and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg , and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
	29 Total net assets or fund balances (see instructions)	625,727,634.	627,460,334.	
	30 Total liabilities and net assets/fund balances (see instructions)	627,328,301.	627,465,903.	

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	625,727,634.
2 Enter amount from Part I, line 27a	2	21,350,251.
3 Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1,542,809.
4 Add lines 1, 2, and 3	4	648,620,694.
5 Decreases not included in line 2 (itemize) ▶ ATCH 11	5	21,160,360.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	627,460,334.

Form 990-PF (2019)

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	5.
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	34,649,141.	552,921,876.	0.062666
2017	23,679,033.	431,910,416.	0.054824
2016	21,927,554.	336,728,622.	0.065119
2015	13,961,745.	263,424,038.	0.053001
2014	7,636,732.	196,669,110.	0.038830

2	**Total** of line 1, column (d)	2	0.274440
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	0.054888
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	627,205,133.
5	Multiply line 4 by line 3	5	34,426,035.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	419,982.
7	Add lines 5 and 6	7	34,846,017.
8	Enter qualifying distributions from Part XII, line 4	8	40,012,313.

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

3

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 ▶ [X] and enter 1% of Part I, line 27b	1	419,982.
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	419,982.
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	419,982.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 . . . 6a 1,385,619.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,385,619.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	965,637.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 965,637. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		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?	6	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	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ DE,NJ,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	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 ATCH 12	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?	13	X	

Website address ▶ HTTP://OVERDECK.ORG

14 The books are in care of ▶ TANYA M. SHEEHAN Telephone no ▶ 212-625-5700

Located at ▶ 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY ZIP+4 ▶ 10013

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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 ▶	N/A		

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	SEE	FOOTNOTE	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No	SEE	FOOTNOTE	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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		X
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	N/A	
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

*Overdeck Family Foundation received management services from Two Sigma Investments, LP ("TSI") through a management contract agreement that the Foundation has with TSI The Foundation pays TSI for professional services provided by certain TSI employees, including three that are also officers of the Foundation All such payments are for the portions of the direct compensation of such TSI employees attributable to the portions of their time for which they rendered services to the Foundation in accordance with Treasury Regulation Section 53 4941(d)-3 Nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead The Foundation receives all other such goods, services, and the use of facilities from TSI free of charge

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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions [X] 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 [X] No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		X
	Organizations relying on a current notice regarding disaster assistance, check here N/A ▶ [ ]			
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? [X] Yes [ ] No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d) ATCH 13			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	
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 [X] 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 14		384,340.	28,663.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 15		2,752,732.

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE FOUNDATION PROVIDED A LOW-INTEREST RATE LOAN TO AN EXEMPT 501(C)(3) ORGANIZATION TO FURTHER THE FOUNDATION'S CHARITABLE PURPOSES.	420,736.
2	
All other program-related investments See instructions	
3 N/A	
Total. Add lines 1 through 3 . . . . ▶	420,736.

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	636,687,508.
b	Average of monthly cash balances	1b	68,972.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	636,756,480.
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	636,756,480.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,551,347.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	627,205,133.
6	**Minimum investment return.** Enter 5% of line 5	6	31,360,257.

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	31,360,257.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	419,982.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	419,982.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	30,940,275.
4	Recoveries of amounts treated as qualifying distributions			4	166,197.
5	Add lines 3 and 4			5	31,106,472.
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	31,106,472.

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	39,591,577.
b	Program-related investments - total from Part IX-B	1b	420,736.
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	40,012,313.
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	419,982.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	39,592,331.

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				31,106,472.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years 20 17 ,20 16 ,20 15				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015 690,183.				
c From 2016 6,080,376.				
d From 2017 3,708,248.				
e From 2018 10,053,321.				
f Total of lines 3a through e	20,532,128.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 40,012,313.				
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				31,106,472.
e Remaining amount distributed out of corpus	8,905,841.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	29,437,969.			
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	29,437,969.			
10 Analysis of line 9				
a Excess from 2015 690,183.				
b Excess from 2016 6,080,376.				
c Excess from 2017 3,708,248.				
d Excess from 2018 10,053,321.				
e Excess from 2019 8,905,841.				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon . .					
a "Assets" alternative test - enter (1) Value of all assets. . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

JOHN A. OVERDECK

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 16				36,344,939.
Total . . . . . . ▶ **3a**				36,344,939.
b *Approved for future payment*				
ATTACHMENT 17				12,907,497.
Total . . . . . . ▶ **3b**				12,907,497.

Part XVI-A Analysis of Income-Producing Activities

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	3,533,890.	
4 Dividends and interest from securities			14	58,912,572.	
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			18	5.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 19				498,247.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				62,944,714.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 62,944,714.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/11/2020 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL SALES	[signature]	10/7/2020		P01770943
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 99 WOOD AVENUE SOUTH ISELIN, NJ 08830			Phone no 732-516-4200	

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)	
		CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
5.							5.	
TOTAL GAIN(LOSS)							5.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUBPART F INCOME-THOMPSON STRATEGIES LTD		37,613,897.
INCOME FROM BEDROCK CREDIT PARTNERS, LP	332,050.	332,050.
RETURN OF PRIOR YEAR GRANT	166,197.	
TOTALS	498,247.	37,945,947.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DAVIS WRIGHT TREMAINE LLP	42,625.			42,625.
TOTALS	42,625.			42,625.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	30,801.	18,481.		12,320.
TOTALS	30,801.	18,481.		12,320.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TSI SERVICE COSTS*	2,699,932.	4,448.	2,695,484.
CONSULTING FEES	159,632.		159,632.
RECRUITMENT	39,156.		39,156.
COMMUNICATIONS	23,160.		23,160.
WEBSITE DEVELOPMENT	20,744.		20,744.
SOCIAL MEDIA	9,400.		9,400.
ADVISORY EXPENSES	7,000.		7,000.
ADVERTISING FEES	1,227.		1,227.
TOTALS	2,960,251.	4,448.	2,955,803.

*The amount above paid in 2019 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2019 to TSI is for services performed during 2018 and the first three quarters of 2019 by such TSI employees.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAXES PAID	1,975,000.
TOTALS	1,975,000.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL DEVELOPMENT	21,425.	21,425.
SOFTWARE	17,674.	17,674.
OFFICE EXPENSE	15,161.	15,161.
LICENSES AND FEES	3,828.	3,828.
POSTAGE	1,731.	1,731.
MEMBERSHIP DUES	1,457.	1,457.
BOOKS AND SUBSCRIPTIONS	984.	984.
EQUIPMENT AND SUPPLIES	678.	678.
TOTALS	62,938.	62,938.

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	COMMUNITY LOAN FUND OF NEW JERSEY, INC
ORIGINAL AMOUNT:	420,736.
INTEREST RATE:	2.0000 %
DATE OF NOTE:	12/20/2019
MATURITY DATE:	04/22/2031
REPAYMENT TERMS:	12 YEARS
PURPOSE OF LOAN:	TO SUPPORT THE ACQUISITION, CONSTRUCTION, DEVELOPMENT, AND PRESERVATION OF EARLY CHILDCARE FACILITIES SERVING LOW AND MODERATE-INCOME COMMUNITIES AND FAMILIES IN NEW JERSEY.

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	420,736.
ENDING FAIR MARKET VALUE	420,736.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	420,736.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	420,736.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD 500 INDEX FUND - ADMIRAL	6,938,831.	6,938,831.
THOMPSON STRATEGIES LTD.	445,115,383.	445,115,383.
TOTALS	452,054,214.	452,054,214.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BEDROCK CREDIT PARTNERS, LP	29,732,050.	29,732,050.
TOTALS	29,732,050.	29,732,050.

ATTACHMENT 10

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

DESCRIPTION		AMOUNT
VANGUARD - CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION ON INVESTMENTS		1,532,098.
JPM - CHANGE IN UNREALIZED APPRECIATION/DEPRECIATION ON INVESTMENTS		10,711.
	TOTAL	1,542,809.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
THOMPSON STRATEGIES - BOOK VERSUS TAXABLE INCOME	403,006.
THOMPSON STRATEGIES - CASH TO TAXABLE INCOME ADJUSTMENT	20,757,354.
TOTAL	21,160,360.

ATTACHMENT 12

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT	58,371,251.

CONTROLLED ENTITY'S NAME:	THOMPSON STRATEGIES LTD.
CONTROLLED ENTITY'S ADDRESS:	INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED
SECOND LINE ADDRESS:	190 ELGIN AVE, GEORGE TOWN, GRAND CAYMAN, KY1-9005 CAYMAN ISLANDS
EIN:	98-1029954
TRANSFER AMOUNT:	58,371,251.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DIVIDEND/DISTRIBUTION

THIS ENTITY IS NOT AN EXCESS BUSINESS HOLDING.

ATTACHMENT 13

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

GRANTEE'S NAME: EDUCATION FIRST CONSULTING, LLC
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 05/10/2018
GRANT AMOUNT: 194,507.
GRANT PURPOSE: TO SUPPORT RESEARCH PROJECTS ON ADVANCING THE FIELD OF FAMILY MATH IN A COORDINATED MANNER
AMOUNT EXPENDED: 194,507.
ANY DIVERSION? NO
DATES OF REPORTS: 08/30/2019
VERIFICATION DATE: 08/30/2019
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: PUBLIC IMPACT
GRANTEE'S ADDRESS: 405 E MAIN ST
CITY, STATE & ZIP: CARRBORO, NC 27510
GRANT DATE: 10/26/2018
GRANT AMOUNT: 500,000.
GRANT PURPOSE: TO SUPPORT CONTINUOUS IMPROVEMENT OF THE INITIATIVE, INCLUDING INTENSIVE DATA ANALYSIS OF TEACHERS
AMOUNT EXPENDED: 500,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/19/2019
VERIFICATION DATE: 11/19/2019
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EXPII, INC.
GRANTEE'S ADDRESS: 260 ATWOOD STREET
CITY, STATE & ZIP: PITTSBURGH, PA 15213
GRANT DATE: 05/10/2018
GRANT AMOUNT: 322,000.
GRANT PURPOSE: TO HELP DEVELOP MESSAGING THAT APPEALS STUDENTS TO VIEW MATH AS FUN, ENGAGING, AND RELEVANT TO LIVES.
AMOUNT EXPENDED: 86,480.
ANY DIVERSION? NO
DATES OF REPORTS: 04/01/2020
VERIFICATION DATE: 04/01/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: GLASS FROG
GRANTEE'S ADDRESS: PO BOX 9

CONT'D ON NEXT PAGE

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

CITY, STATE & ZIP: SKILLMAN, NJ 08558
GRANT DATE: 09/04/2018
GRANT AMOUNT: 166,000.
GRANT PURPOSE: TO COLLECT DATA, CONDUCT ANALYSES AND CARRY OUT ACTIVITIES RELATED TO STAFFING PROGRAMS
AMOUNT EXPENDED: 166,000.
ANY DIVERSION? NO
DATES OF REPORTS: 08/31/2019
VERIFICATION DATE: 08/31/2019
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: THE LEARNING AGENCY
GRANTEE'S ADDRESS: 4513 WINDOM PLACE NW
CITY, STATE & ZIP: WASHINGTON, DC 20016
GRANT DATE: 09/12/2018
GRANT AMOUNT: 300,000.
GRANT PURPOSE: LEARNING SCIENCE DISSEMINATION AND COMMUNICATIONS
AMOUNT EXPENDED: 300,000.
ANY DIVERSION? NO
DATES OF REPORTS: 04/01/2020
VERIFICATION DATE: 04/01/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: CHARTER SCHOOL GROWTH FUND
GRANTEE'S ADDRESS: 10901 W 120TH AVE, NO 450
CITY, STATE & ZIP: BROOMFIELD, CO 80021
GRANT DATE: 06/04/2018
GRANT AMOUNT: 1,000,000.
GRANT PURPOSE: IDENTIFY THE NATION'S BEST PUBLIC CHARTER SCHOOLS AND HELP INCREASE THEIR IMPACT
AMOUNT EXPENDED: 953,777.
ANY DIVERSION? NO
DATES OF REPORTS: 04/30/2020
VERIFICATION DATE: 04/30/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDUCATION FIRST CONSULTING, LLC
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 06/18/2019
GRANT AMOUNT: 189,509.

CONT'D ON NEXT PAGE

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

GRANT PURPOSE: DEVELOP NEW APPROACH TO COLLECTING, BUILDING, ANALYZING AND SHARING DATA ON INNOVATIVE SCHOOLS
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: 04/01/2020
VERIFICATION DATE: 04/01/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: EDUCATION FIRST CONSULTING, LLC
GRANTEE'S ADDRESS: P.O. BOX 22871
CITY, STATE & ZIP: SEATTLE, WA 98122
GRANT DATE: 05/24/2019
GRANT AMOUNT: 100,000.
GRANT PURPOSE: DEVELOP NEW APPROACH TO COLLECTING, BUILDING, ANALYZING AND SHARING DATA ON INNOVATIVE SCHOOLS
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 04/01/2020
VERIFICATION DATE: 04/01/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: WOLFRAM RESEARCH, INC.
GRANTEE'S ADDRESS: 255 ELM ST #201
CITY, STATE & ZIP: SOMERVILLE, MA 02144
GRANT DATE: 08/01/2019
GRANT AMOUNT: 200,000.
GRANT PURPOSE: TO SUPPORT HISTORY OF MATHEMATICS PROJECT
AMOUNT EXPENDED: 51,984.
ANY DIVERSION? NO
DATES OF REPORTS: 04/01/2020
VERIFICATION DATE: 04/01/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME: PUBLIC IMPACT
GRANTEE'S ADDRESS: 405 E MAIN ST
CITY, STATE & ZIP: CARRBORO, NC 27510
GRANT DATE: 11/05/2019
GRANT AMOUNT: 605,000.
GRANT PURPOSE: TO SUPPORT CONTINUOUS IMPROVEMENT OF THE INITIATIVE, INCLUDING INTENSIVE DATA ANALYSIS OF TEACHERS
AMOUNT EXPENDED: 209,844.

CONT'D ON NEXT PAGE

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

ANY DIVERSION? NO
DATES OF REPORTS: 03/30/2020
VERIFICATION DATE: 03/30/2020
RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

GRANTEE'S NAME:	EDUCATION FIRST CONSULTING, LLC
GRANTEE'S ADDRESS:	P.O BOX 22871
CITY, STATE & ZIP:	SEATTLE, WA 98122
GRANT DATE:	02/14/2019
GRANT AMOUNT:	20,000.
GRANT PURPOSE:	DEVELOP NEW APPROACH TO COLLECTING, BUILDING, ANALYZING AND SHARING DATA ON INNOVATIVE SCHOOLS
AMOUNT EXPENDED:	20,000.
ANY DIVERSION?	NO
DATES OF REPORTS:	04/2020
VERIFICATION DATE:	04/20/2020

RESULTS OF VERIFICATION:
TO THE KNOWLEDGE OF THE FOUNDATION, AND BASED UPON THE REPORTS FURNISHED BY THE GRANT RECIPIENT, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED PURPOSE.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN A. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/PRESIDENT 5.00	0.	0.	0.
LAURA B. OVERDECK 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	DIRECTOR/CHAIR 5.00	0.	0.	0.
TANYA M. SHEEHAN* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	TREASURER 2.00	0.	0.	0.
JAMES MARION* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	SECRETARY 10.00	0.	0.	0.
ANU MALIPATIL* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	VICE PRESIDENT 50.00	0.	0.	0.
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL NEW YORK, NY 10013	0.	384,340.	28,663.	0.
	GRAND TOTALS	384,340.	28,663.	0.

*The individuals identified above are employees of Two Sigma Investments, LP ("TSI") and are paid for the services they provide to the Foundation through a services agreement the Foundation has with TSI. Payments by the Foundation for such services of these officers are made to TSI quarterly in arrears. All such payments are for the portion of the direct compensation of such officers attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2019 to TSI is for services performed during 2018 and the first 3 quarters of 2019 by the Foundation officers named above.

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

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
TWO SIGMA INVESTMENTS, LP* 100 AVE OF THE AMERICAS, 16TH FL. NEW YORK, NY 10013	PROF. SERVICES	2,699,932.
REBECCA JEAN SIEG 100 AVE OF THE AMERICAS, 16TH FL. NEW YORK, NY 10013	CONSULTING	52,800.
TOTAL COMPENSATION		2,752,732.

*The amount above paid in 2019 by the Foundation to Two Sigma Investments, LP ("TSI") is in accordance with a services agreement the Foundation has with TSI. Such services agreement stipulates payments by the Foundation to TSI for services certain TSI employees provide to the Foundation. All such payments are for the portion of the direct compensation of such TSI employees attributable to services rendered to the Foundation in accordance with Internal Revenue Code Regulation Section 53.4941(d)-3; nothing is charged by TSI to the Foundation to reimburse TSI for any of TSI's overhead. As payments are generally made quarterly in arrears, the amount reported above paid in 2019 to TSI is for services performed during 2018 and the first three quarters of 2019 by such TSI employees.

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Afterschool Alliance 1101 14th Street, NW, Suite 700 Washington, DC 20005	PC	General Operating Support	600,000
Alder Graduate School of Education 2946 Broadway, Suite B Redwood City, CA 94062	PC	Bridge funding and planning grant	25,000
All Our Kin Inc. 414A Chapel Street, Suite 100 New Haven, CT 06511	PC	Early Impact Grantee Convening; New Jersey technical assistance	15,000
American Institutes for Research 1000 Thomas Jefferson Street, NW Washington, DC 20007	PC	Station Rotation (SR) Study; Crazy 8s Coach Efficacy Study	36,231
Bipartisan Policy Center Inc. 1225 I Street NW, Suite 1000 Washington, DC 20005	PC	General Operating Support	50,000
Blue Engine Inc. 142 W 57th Street, Floor 11 New York, NY 10019	PC	Teacher Prep for Student Learning	200,000
Boston Medical Center 1 Boston Medical Center Place Boston, Ma 02118	PC	CenteringParenting RCT Year 2	255,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Bright Beginnings 3605 Martin Luther King Blvd. Denver, CO 80205	PC	Bright by Text; Early Impact Grantee Convening	603,000
Carnegie Foundation 51 Vista Lane Stanford, CA 94305	POF	2020 Summit Sponsorship	15,000
Center for Effective Philanthropy Inc. 675 Massachusetts Ave., Floor 7 Cambridge, MA 02139	PC	Grantee Perception Report	34,500
Center for Leadership and Educational Equity PO Box 9259 Providence, RI 02940	PC	General Operating Support Year 1	568,500
Centering Healthcare Institute 89 S Street, Suite 404 Boston, MA 02111	PC	Early Impact Grantee Convening; General Operating Support	503,000
Chalkbeat Inc. 1239 Broadway, #703B New York, NY 10001	PC	Newark Expansion	65,000
Charter Fund Inc. 10901 W 120th Ave., No 450 Broomfield, CO 80021	PF	Next Gen Portfolio Year 2	500,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Chiefs for Change 7 Old Wrentham Road Cumberland, RI 02864	PC	Project Support	305,000
Council Of New Jersey Grantmakers Inc. 111 W State Street Trenton, NJ 08608	PC	General Operating Support	2,490
Digital Promise 1001 Connecticut Ave. NW, Suite 935 Washington, DC 20036	PC	Learner Variability Project	300,000
Drew University 36 Madison Ave. Madison, NJ 07940	PC	New Jersey Governor's School in the Sciences	110,000
Duke University Box 90539 Durham, NC 27708	PC	Early Impact Grantee Convening	3,000
Edreports Org Inc. PO Box 7913 The Woodlands, TX 77387	PC	EE Convening; New Jersey Curricula Analysis; PL/Curriculum Planning; SDP Fellow; General Operating Support	884,315
Education Analytics, Inc. 131 W Wilson Street, Suite 200 Madison, WI 53703	PC	Rhode Island Data Cohort Phase I	118,768

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Education Development Center Inc. 43 Foundry Ave. Waltham, MA 02453	PC	Young Mathematicians In Worcester Year 1	372,905
Education First Consulting LLC PO Box 22871 Seattle, WA 98122	NC	Teacher Prep Funders Convening; Family Math Roadmap Implementation; Data Funders Collaborative	309,509
Education Northwest 100 SW Main Street, Suite 500 Portland, OR 97204	PC	Scaling OST STEM	85,000
Education Reform Now Inc. 22 Broadway, Floor 19 New York, NY 10038	PC	Teacher Prep project	100,000
Education Resource Strategies Inc. 480 Pleasant Street, Suite C-200 Watertown, MA 02472	PC	General Operating Support	205,000
Envision Excellence in STEM Education 2108 Lamberton Road Cleveland Heights, OH 44118	PC	SFN; STEM Learning Ecosystems	310,000
Expanded Schools Inc. 11 W 42nd Street, Floor 3 New York, NY 10036	PC	NYC STEM Education Network	33,500

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Fellowship Bmec Inc. 515 N 39th Street Philadelphia, PA 19104	PC	Black Male Educators Convening	105,000
FIRST 200 Bedford Street Manchester, NH 03101	PC	General Operating Support	500,000
Foundation for Educational Administration 12 Centre Drive Monroe Township, NJ 08831	PC	Connected Action Roadmap Pilot year 1	102,600
Foundations Inc. 701 E Gate Drive, Suite 300 Mount Laurel, NJ 08054	PC	Campaign for Grade Level Reading	150,000
Girlstart 1400 W Anderson Lane Austin, TX 78757	PC	Project Support	100,000
Grantmakers for Education 720 SW 5th Ave, #4000 Portland, OR 97204	PC	General Operating Support	7,500
Grantmakers for Effective Organizations 1310 L St NW, Suite 650 Washington, DC 20005	PC	General Operating Support	7,390

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Highlander Institute 166 Valley Street, Suite 101 Providence, RI 02909	PC	General Operating Support Year 1; HQ Curriculum adoption	725,000
Imentor Inc. 199 Water Street New York, NY 10038	PC	General Operating Support	5,000
Instruction Partners 604 Gallatin Ave., Suite 202 Nashville, TN 37206	PC	General Operating Support	305,000
Johns Hopkins University 3400 N Charles Street Baltimore, MD 21218	PC	CTY NJ Scholars; Zearn research	400,000
Khan Academy Inc. Po Box 1630 Mountain View, CA 94042	PC	General Operating Support	1,000,000
KnowledgeWorks Foundation 1 W 4th Street, Suite 200 Cincinnati, OH 45202	PC	Student-Centered Learning Research Collaborative	275,000
Leading Educators Inc. 1824 Oretha Castle Haley Blvd New Orleans, LA 70113	PC	EE Grantee Convening; General operating support	605,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Leland Stanford Junior University 326 Galvez Street Stanford, CA 94305	PC	Overdeck Endowment Fund for Project S year 4; PERTS project support	1,250,000
Lena Research Foundation 5525 Central Ave., Suite 100 Boulder, CO 80301	PC	LENA Start	503,000
Liberty Science Center Inc. 222 Jersey City Blvd. Jersey City, NJ 07305	PC	General Operating Support	100,000
Lift Inc. 999 N Capitol Street, NE, Suite 310 Washington, DC 20002	PC	General Operating Support	153,000
Massachusetts Institute of Technology 77 Massachusetts Ave. Cambridge, MA 02139	PC	J-PAL North America's Technology Education + Opportunity Initiative	250,000
Math for America 915 Broadway, Floor 16 New York, NY 10010	PC	New Jersey STEM Innovation Fellowship	50,000
MEB Alliance for Educator Diversity Inc. PO Box 92405 Austin, TX 78709	PC	Project Support	105,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Mind Research Institute 111 Academy Drive, Suite 100 Irvine, CA 92617	PC	General Operating Support	300,000
National Museum Of Mathematics 134 West 26th Street, 4th Floor New York, NY 10001	PC	General Operating Support	500,000
National Public Education Support Fund 1900 L Street, NW, Suite 520 Washington, DC 20036	PC	Grantmakers for Thriving Youth	20,000
New England Basecamp 150 Main Street Pawtucket, RI 02860	PC	General Operating Support	300,000
New Leaders 30 W 26th Street, Floor 10 New York, NY 10001	PC	General Operating Support	205,000
New Schools Fund 1616 Franklin Street, Floor 2 Oakland, CA 94612	PC	General Operating Support year 2	700,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
New York University 227 E 30th Street, Floor 1 New York, NY 10016	PC	ADRF and Education Course Development; Collaboration grant (Sparkler); EI Grantee Convening; ParentCorps General Operating Support year 2	1,518,000
Nurse Family Partnership 1900 Grant Street, Suite 400 Denver, CO, 80203	PC	General Operating Support; Early Impact Grantee Convening	453,000
Parentstogether Foundation 1875 Connecticut Ave., NW, Suite 650 Washington, DC 20009	PC	Project Support; Early Impact Grantee Convening	101,776
Pingry Corporation 131 Martinsville Road Basking Ridge, NJ 07920	PC	Physics suite years 3 & 4	480,000
Powermylearning Inc. 520 8th Ave., Floor 10 New York, NY 10018	PC	STEM Family Playlists	300,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
President And Fellows Of Harvard University 1033 Massachusetts Ave., Floor 5 Cambridge, MA 02138	PC	Harvard Center on the Developing Child GOS; Opportunity Insights' American Opportunity Study Year 1; Opportunity Insights General Operating Support Year 2; RIDE Strategic Data Fellow	2,099,000
Public Impact 405A E Main Street Carrboro, NC 27510	NC	General Operating Support	605,000
Public Media Group Of Southern California 3080 Bristol Street, Suite 400 Costa Mesa, CA 92626	PC	Compton Family Math Initiative Year 1	325,095
Rand Corporation PO Box 2138 Mailslot M3ADM Santa Monica, CA 90407	PC	Curriculum survey year 1	382,619
Reading Partners 499 7th Ave., Floor 20 North Tower New York, NY 10018	PC	Project based support for Reading Partners New York	100,000
Rector & Visitors of UVA Ruffner Hall 262, PO Box 400265 Charlottesville, VA 22904	PC	Nudge4 Solutions Lab: Interagency State Partnership Project	300,000

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

ATTACHMENT 15

Name and Address	Charitable Status	Grant Purpose	Amount
Research & Development Council of NJ 127 Main Street Chatham, NJ 07928	PC	NJSPN and Ecosystems	250,000
Roadtrip Nation 1626 Placentia Ave. Costa Mesa, CA 92627	PC	Teacher Retention Roadtrip	175,000
Robin Hood Foundation 826 Broadway, 9th Floor New York, NY 10003	PC	FUEL year 4; General Operating Support Years 5 & 1	4,000,000
Rockefeller Philanthropy Advisors Inc. 6 West 48th Street, Floor 10 New York, NY 10036	PC	Early Futures Conference sponsorship; EI Grantee Convening; Family Math Roadmap Implementation; Promise Venture Studio's Demo Week sponsorship	173,295
Room to Grow National Inc. 7 W 30th Street, Floor 3 New York, NY 10001	PC	General Operating Support	253,000
Saga Innovations 10 Laudholm Road Newton, MA 02458	PC	Implementation of the tech-enabled half-dosage study model year 2	558,500

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Silicon Schools Fund Inc. 5858 Horton Street, Suite 451 Emeryville, CA 94608	PC	General Operating Support year 3	300,000
Silicon Valley Community Foundation 2440 W El Camino Real, Suite 300 Mountain View, CA 94040	PC	Pediatrics Supporting Parents Initiative	250,000
Springboard Collaborative 2 Penn Center, Suite 1315, 1500 JFK Blvd Philadelphia, PA 19102	PC	General operating support	300,000
SRI International 333 Ravenswood Ave. Menlo Park, CA 94025	PC	Mobile Messaging Research	250,000
Students 2 Science 66 Deforest Ave. East Hanover, NJ 07936	PC	General Operating Support	200,000
Teach for America Inc. 25 Broadway, 12th Floor New York, NY 10004	PC	Planning grant (National alumni impact research); TFA NY Corps Member Experience Research	225,000
Teachers College Columbia University 525 W 120th Street, Suite 309 New York, NY 10027	PC	CTSC Fun Factor Study; CTSC Professional Development Technical Assistance Project for Fun Factor	232,450

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Teaching Lab PO Box 73008 Washington, DC 20056	PC	General Operating Support	405,000
Teach-Org Inc. 174 Hermann Street San Francisco, CA 94102	PC	Data Infrastructure; EE Grantee Convening	405,000
The Art of Problem Solving Foundation 55 Exchange Place, Suite 603 New York, NY 10005	PC	BEAM Scaling	10,000
The Center for Child & Family Health Inc. 1121 W Chapel Hill Street, Suite 100 Durham, NC 27701	PC	Family Connects National Dissemination Initiative	250,000
Tides Center PO Box 29907 San Francisco, CA 94129	PC	Abriendo Puertas/Opening Doors General Operating Support; Project Evident	503,000
Tides Foundation PO Box 29903 San Francisco, CA 94129	PC	Early Impact Grantee Convening	1,791
Tntp Inc. 500 7th Avenue, 8th Floor New York, NY 10018	PC	Rigor, Relevance, and Responsiveness Study; EE Grantee Convening	355,000

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Transcend Inc. 159 Lincoln Ave. Hastings on Hudson, NY 10706	PC	General Operating Support	500,000
Trustees Of Princeton University 41 William Street Princeton, NJ 08540	PC	Overdeck Education Innovation Fund year 2; Program in Teacher Preparation; General Operating Support	449,615
University Of Chicago 6054 S Drexel Ave., Suite 300 Chicago, IL 60637	PC	Low-SES BTM Study year 2; Family Math Attitudes Project year 2; Early Impact Grantee Convening	429,416
University of Oregon Foundation 1720 E 13th Ave., Suite 410 Eugene, OR 97403	PC	University of Oregon's Center for Translational Neuroscience P3M Repository and measurement TA	303,000
University of Washington Campus Box 354882 Seattle, WA 98195	PC	I-LABS GOS year 2; Family Math Attitudes Project year 2; Early Impact Grantee Convening	1,128,000
Urban Institute 500 L'Enfant SW Plz Washington, DC 20024	PC	Project support	360,625

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

ATTACHMENT 16

Name and Address	Charitable Status	Grant Purpose	Amount
Urban Teacher Center 1800 Washington Blvd., Suite 411 Baltimore, MD 21230	PC	Bridge Funding and Planning Grant	100,000
Valor Collegiate Academies 4527 Nolensville Pike Nashville, TN 37211	PC	Compass General Operating Support year 2	600,000
Waterford Institute Inc. 1590E 9400 S Sandy, UT 84093	PC	Early Impact Grantee Convening; UPSTART year 1	503,000
WestEd 730 Harrison Street San Francisco, CA 94107	PC	Crazy 8s Coach Efficacy Study Phase II	100,000
Wolfram Research Fund Inc. 100 Trade Center Drive Champaign, IL 61820	NC	History of Math Artifacts	200,000
Woodrow Wilson National Fellowship Foundation 5 Vaughn Drive, Suite 300 Princeton, NJ 08540	PC	STEM teacher-training	81,600
Zearn Inc. 261 W 35th Street, Floor 15 New York, NY 10001	PC	General Operating Support	480,000

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

ATTACHMENT 15

Name and Address	Charitable Status	Grant Purpose	Amount
Zero to Three 1255 23rd Street, NW, Suite 350 Washington, DC 20037	PC	Early Impact Grantee Convening; Collaboration grant (PT)	14,949
		Total	36,344,939

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

ATTACHMENT 17

Name and Address	Charitable Status	Grant Purpose	Amount
Center for Leadership and Educational Equity PO Box 9259 Providence, RI 02940	PC	General Operating Support Year 2	767,000
Education Analytics, Inc. 131 W Wilson Street, Suite 200 Madison, WI 53703	PC	Rhode Island Data Cohort Phase II	118,609
Education Development Center Inc. 43 Foundry Ave. Waltham, MA 02453	PC	Young Mathematicians in Worcester year 2	372,905
Foundation For Educational Administration 12 Centre Drive Monroe, NJ 08831	PC	Connected Action Roadmap (CAR) Pilot years 2-3	508,650
Harvard University Massachusetts Hall Cambridge Cambridge, MA 02138	PC	Opportunity Insights' American Opportunity Study years 2-3	750,000
Highlander Institute 166 Valley Street, Suite 101 Providence, RI 02909	PC	General Operating Support Year 2	800,000

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

ATTACHMENT 17

Name and Address	Charitable Status	Grant Purpose	Amount
Public Media Group Of Southern California 3080 Bristol Street, Suite 400 Costa Mesa, CA 92626	PC	Compton Family Math Initiative year 2	325,095
Rand Corporation PO Box 2138 Mailslot M3ADM Santa Monica, CA 90407	PC	Curriculum survey years 2-3	765,238
Robin Hood Foundation 826 Broadway, 9th Floor New York, NY 10003	PC	General Operating Support years 2-5	8,000,000
Waterford Institute Inc. 1590E 9400 S Sandy, UT 84093	PC	UPSTART year 2	500,000
		Total	12,907,497

FORM 990PF, PARTS I AND II - DEPRECIATION

ATTACHMENT 18

Fixed Assets Date	Purchase Amount	2019 Beginning Book Value	Purchases	Depreciation Expense	Accumulated Depreciation	2019 Ending Book Value
08/31/2015	6,369	2,123	-	1,274	5,559	849
05/11/2016	1,499	725	-	300	1,075	425
09/21/2016	1,299	714	-	260	845	454
02/21/2017	3,014	1,859	-	603	1,758	1,256
09/26/2017	12,600	9,240	-	2,520	5,880	6,720
Total	24,781	14,661	-	4,957	15,117	9,704

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
INCOME FROM BEDROCK CREDIT PARTNERS, LP			01	332,050.	
RETURN OF GRANTS			01	166,197.	
TOTALS				498,247.	