

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.

OMB No. 1545-0052

2019

Open to Public Inspection

For calendar year 2019, or tax year beginning 01-01-2019

, and ending 12-31-2019

Name of foundation T-Mobile USA Foundation		A Employer identification number 46-1629033	
% BROADY HODDER			
Number and street (or P.O. box number if mail is not delivered to street address) 12920 SE 38th Street	Room/suite	B Telephone number (see instructions) (425) 383-4000	
City or town, state or province, country, and ZIP or foreign postal code Bellevue, WA 98006		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 change		D 1. Foreign organizations, check here..... ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ... ▶ ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 6,255,348	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	5,000,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2)				
	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)				
	12 Total. Add lines 1 through 11	5,000,000	0		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	135,509			134,437
	24 Total operating and administrative expenses. Add lines 13 through 23	135,509	0		134,437
	25 Contributions, gifts, grants paid	6,354,714			6,354,714
	26 Total expenses and disbursements. Add lines 24 and 25	6,490,223	0		6,489,151
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,490,223			
	b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	7,745,571	6,255,348	6,255,348
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,745,571	6,255,348	6,255,348	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	7,745,571	6,255,348	
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	7,745,571	6,255,348		
30 Total liabilities and net assets/fund balances (see instructions) .	7,745,571	6,255,348		

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	7,745,571
2 Enter amount from Part I, line 27a	2	-1,490,223
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	6,255,348
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	6,255,348

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

2 Capital gain net income or (net capital loss)	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	4,989,274	9,255,485	0.539061
2017	3,912,188	7,112,389	0.550053
2016	1,954,799	5,743,986	0.340321
2015	335,212	3,987,961	0.084056
2014	936,841	4,484,530	0.208905

2 Total of line 1, column (d)	1.722396
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	0.344479
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	7,428,179
5 Multiply line 4 by line 3	2,558,852
6 Enter 1% of net investment income (1% of Part I, line 27b)	0
7 Add lines 5 and 6	2,558,852
8 Enter qualifying distributions from Part XII, line 4	6,489,151

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14	The books are in care of ► <u>BROADY HODDER</u> Telephone no. ► <u>(425) 383-4000</u>			
	Located at ► <u>12920 SE 38TH STREET BELLEVUE WA</u> ZIP+4 ► <u>98006</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 ☐			
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ► _____	16	Yes No	No No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions 1b ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? 1c No		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2019 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.) 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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

5a	During the year did the foundation pay or incur any amount to:		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	
	Organizations relying on a current notice regarding disaster assistance check here. 	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	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		7b	
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 during the year?	☐ Yes ☒ No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
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
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
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.

Organizations and other documents covered/endorsements received/research papers produced, etc.	
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Partnerships and other program-related investments made by the foundation during the tax year or within 2 years after		Amount
1		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		

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	0
b	Average of monthly cash balances.	1b	7,541,298
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,541,298
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	0
3	Subtract line 2 from line 1d.	3	7,541,298
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	113,119
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,428,179
6	Minimum investment return. Enter 5% of line 5.	6	371,409

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	371,409
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	0
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	371,409
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	371,409
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	371,409

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	6,489,151
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,489,151
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	6,489,151

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				371,409
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			0	
b Total for prior years: 2017, 2016, 2015		0		
3 Excess distributions carryover, if any, to 2019:				
a From 2014.	491,432			
b From 2015.	135,814			
c From 2016.	1,667,600			
d From 2017.	3,556,569			
e From 2018.	4,526,500			
f Total of lines 3a through e.	10,377,915			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>6,489,151</u>				
a Applied to 2018, but not more than line 2a			0	
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.				371,409
e Remaining amount distributed out of corpus	6,117,742			
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	16,495,657			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount—see instructions.		0		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).	491,432			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.	16,004,225			
10 Analysis of line 9:				
a Excess from 2015.	135,814			
b Excess from 2016.	1,667,600			
c Excess from 2017.	3,556,569			
d Excess from 2018.	4,526,500			
e Excess from 2019.	6,117,742			

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	6,354,714
b <i>Approved for future payment</i>				
Total			▶ 3b	

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					
4 Dividends and interest from securities. . . .					
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					
9 Net income or (loss) from special events:					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). . .					
13 Total. Add line 12, columns (b), (d), and (e).					

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

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

[illegible]

Part XVII

- | | | | |
|---|--|----|----|
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 ***** Signature of officer or trustee	2020-11-10 Date	***** Title
--	--	--

May the IRS discuss this return with the preparer shown below

(see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01490170
	LISA M MEYER				
	Firm's name ▶ KPMG LLP				Firm's EIN ▶
	Firm's address ▶ 1918 Eighth Avenue Suite 2900 Seattle, WA 98101				Phone no. (206) 913-4000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JOHN J LEGERE	PRESIDENT AND DIRECTOR 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
CHRISTOPHER M MILLER	VICE PRESIDENT, TAXATION 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
ELIZABETH A MCAULIFFE	VICE PRESIDENT 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
DAVID R CAREY	VICE PRESIDENT 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
DAVID A MILLER	SECRETARY AND DIRECTOR 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
J BRAXTON CARTER	TREASURER AND DIRECTOR 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
LAUREN VENEZIA	ASSISTANT SECRETARY 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
FREDERICK WILLIAMS	ASSISTANT SECRETARY 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
DAVID E CONROY	ASSISTANT SECRETARY 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				
BROADY HODDER	ASSISTANT SECRETARY 1.0	0	0	0
12920 SE 38th Street Bellevue, WA 98006				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ScholarchipsPO Box 56404 Washington, DC 20040		PC	Changemaker program	10,000
Boys & Girls Clubs of America 1275 Peachtree Street Atlanta, GA 30309		PC	General Program Support	400,000
MLK Multiservice Center 40 West 40th Street Indianapolis, IN 46208		PC	General Program Support	3,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HABITAT FOR HUMANITY NASSAU COUNTY NY 1400 OLD NORTHERN BLVD ROSLYN, NY 11576		PC	General Program Support	5,000
Social Impact Fund - I am Angel Foundation 750 W 7th Street Box 811026 Los Angeles, CA 90081		PC	General Program Support	50,000
ST JOSEPH CHILDRENS HOME 2823 FRANKFORT AVENUE LOUISVILLE, KY 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BETHANY HOUSE OF NASSAU COUNTY CORPORATION 102 Whitehouse Avenue Roosevelt, NY 11575		PC	General Program Support	5,000
CYNTHIA JENKINS SCHOOL PS37Q-The Cynthia Jenkins School Springfield Gardens, NY 11434		PC	General Program Support	5,000
GRAND LEDGE HIGH SCHOOL 820 SPRING ST GRAND LEDGE, MI 48837		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ISSAQUAH VALLEY FAMILY EDUCATION 12706 ISSAQUAH HOBART RD SE ISSAQUAH, WA 303541408		PC	General Program Support	5,000
MICHIGAN YOUTH APPRECIATION FOUNDATION 27700 HOOVER ROAD STE 200 WARREN, MI 303541408		PC	General Program Support	10,000
YOUNG MENS CHRISTIAN ASSOCIATION OF THE GREATER TW 651 Nicollet Mall Ste 500 Minneapolis, MN 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAINIER VALLEY CORPS 1225 S Weller St SEATTLE, WA 303541408		PC	General Program Support	5,000
CYNTHIA JENKINS SCHOOL PS37Q-The Cynthia Jenkins School Springfield Gardens, NY 11434		PC	General Program Support	5,000
Dallas Theater Center2400 Flora Street Dallas, TX 75201		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Federal Way National Little League 1911 SW Campus Dr 214 federal way, WA 98023		PC	General Program Support	5,000
KIA KIMA ALUMNI ASSOCIATION PO BOX 342855 MEMPHIS, TN 303541408		PC	General Program Support	5,000
Alliance for Education 509 Olive Way Suite 500 Seattle, WA 98101		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bellevue LifeSpring302 Bellevue Square Bellevue, WA 98004		PC	General Program Support	15,000
City Year SeattleKing County 2203 23rd Ave S1010 Seattle, WA 98144		PC	General Program Support	50,000
American Cancer Society 250 Williams Street NW Atlanta, GA 30303		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
City Year Inc287 Columbus Avenue Boston, MA 02116		PC	General Program Support	45,000
City Year Inc287 Columbus Avenue Boston, MA 02116		PC	General Program Support	15,000
BOYS & GIRLS CLUBS OF KING COUNTY 603 Stewart St Ste 300 Seattle, WA 98101		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Holy Rosary School 4142 42nd Avenue Southwest Seattle, WA 303541408		PC	General Program Support	5,000
The Children's Center of Wayne County Inc 79 W Alexandrine Street DETROIT, MI 303541408		PC	General Program Support	10,000
LINCOLN LITTLE LEAGUE INC 6 BLACKSTONE VALLEY PL STE 401 LINCOLN, RI 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHOOSE 1807728 RAINIER AVE S SEATTLE, WA 981184139		PC	General Program Support	5,000
Interfaith Family ShelterPO BOX 12824 EVERETT, WA 303541408		PC	General Program Support	5,000
Muscular Dystrophy Association 161 N Clark Street Suite 3550 Chicago, IL 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JACKSON Y-CENTER INC 127 W WESLEY ST JACKSON, MI 303541408		PC	General Program Support	5,000
CHILDRENS CANCER FUND OF NEW MEXICO 112 14TH ST SW ALBUQUERQUE, NM 871022822		PC	General Program Support	5,000
Montour School District223 Clever Road McKees Rocks, PA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANDSON INC 11920 SOUTHERN HIGHLANDS PKWY STE 1 LAS VEGAS, NV 89141		PC	General Program Support	5,000
American Heart Association 7272 Greenville Ave Dallas, TX 75231		PC	General Program Support	25,000
GLSEN110 William Street 30th Floor New York, NY 10038		PC	General Program Support	20,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Special Olympics Washington 2815 2nd Ave Suite 370 Seattle, WA 98121		PC	General Program Support	25,000
The Mission ContinuesPO Box 776792 Chicago, IL 60677		PC	General Program Support	20,000
Year UP45 Milk St 9th Floor Boston, MA 02109		PC	General Program Support	20,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
1Million Project Foundation 6550 Sprint Parkway Overland Park, KS 66251		PC	General Program Support	50,000
Girl Scouts of Western Washington 5601 6th Avenue South Suite 150 Seattle, WA 98108		PC	General Program Support	20,000
The Urban League of Seattle 105 14th Ave Seattle, WA 98122		PC	General Program Support	20,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHAMBLISS CENTER FOR CHILDREN 315 GILLESPIE RD CHATTANOOGA, TN 374113105		PC	General Program Support	5,000
DYNAMIC URBAN OPPORTUNITIES PO BOX 28461 SEATTLE, WA 981188656		PC	General Program Support	5,000
FAMILY PROMISE OF GRAND RAPIDS 516 Cherry Street GRAND RAPIDS, MI 495034899		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF SERRANIA INCPO BOX 784 WOODLAND HILLS, CA 913650784		PC	General Program Support	5,000
Howard Brown Health Center 4025 N Sheridan Rd Chicago, IL 303541408		PC	General Program Support	5,000
LADY WHEELCHAIR MAVERICKS DALLAS VA BASKETBALL ASS 2701 CEDAR VIEW CT ARLINGTON, TX 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LORDS GYM INCPO BOX 619048 ROSEVILLE, CA 303541408		PC	General Program Support	5,000
OUR LADY OF PERPETUAL HELP CATHOLIC CHURCH 2619 CEDAR ST EVERETT, WA 303541408		PC	General Program Support	5,000
SPECIAL OLYMPICS SOUTHERN CALIFORNIA 1600 Forbes Way Suite 200 LONG BEACH, CA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE TALENTED YOUTH 815 Seattle Blvd S 124 Seattle, WA 303541408		PC	General Program Support	5,000
YMCA of Greater Seattle909 Fourth Ave Seattle, WA 303541408		PC	General Program Support	5,000
PNW SPORTS INC 5945 SHORE PARKWAY apt 4C BROOKLYN, NY 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Bellevue Art Museum 510 Bellevue Way NE Bellevue, WA 98004		PC	General Program Support	25,000
HopeLink8990 154th Ave Northeast Redmond, WA 98052		PC	General Program Support	25,000
Lenny Wilkens FoundationPO Box 684 Medina, WA 98039		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARTPASS933 NE KNOTT ST PORTLAND, OR 97212		PC	General Program Support	5,000
BOYS & GIRLS CLUBS OF GREATER KALAMAZOO INC 915 LAKE ST KALAMAZOO, MI 49001		PC	General Program Support	5,000
H U G S FOR HAWAIIIS SERIOUSLY ILL CHILDREN AND THE 3636 KILAUEA AVE HONOLULU, HI 968162318		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KAPKA COOPERATIVE SCHOOL 510 N 49TH ST SEATTLE, WA 303541408		PC	General Program Support	5,000
PHOENIX CHILDRENS HOSPITAL FOUNDATION 2929 E Camelback Rd Suite 122 Phoenix, AZ 303541408		PC	General Program Support	5,000
The LAGRANT FOUNDATION 633 W 5th Street 48th Floor Los Angeles, CA 303541408		PC	General Program Support	5,000
Total ► 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
USA PARENT TO PARENTPO Box 9054 Austin, TX 303541408		PC	General Program Support	5,000
WINNING FUTURES 27500 COSGROVE DR WARREN, MI 303541408		PC	General Program Support	5,000
YOUNG MENS CHRISTIAN ASSOCIATION OF THE PIKES PEAK 316 N Tejon Street COLORADO SPGS, CO 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SNOQUALMIE VALLEY COMMUNITY NETWORK PO BOX 910 CARNATION, WA 303541408		PC	General Program Support	5,000
HOLY ROSARY SCHOOL770 Aloha St EDMONDS, WA 303541408		PC	General Program Support	5,000
SOCCER WITHOUT BORDERS 281 Summer St Boston, MA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOSEPH CHILDRENS HOME 2823 FRANKFORT AVENUE LOUISVILLE, KY 303541408		PC	General Program Support	5,000
CENTER FOR MULTICULTURAL HEALTH 1120 E TERRACE ST STE 200 SEATTLE, WA 981225558		PC	General Program Support	5,000
CLEAN LOVE PROJECT INC 20596 MIDDLEBELT RD ROMULUS, MI 481749417		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Chickasaw Council Boy Scouts of America 171 S HOLLYWOOD ST MEMPHIS, TN 38112		PC	General Program Support	5,000
DEPEW-LANCASTER BOYS & GIRLS CLUB 60 Preston St Depew, NY 14043		PC	General Program Support	5,000
SUMMER IN THE CITY1655 CLARK ST DETROIT, MI 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE TALENTED YOUTH 815 Seattle Blvd S 124 Seattle, WA 303541408		PC	General Program Support	5,000
THREADS OF CHANGE4650 NE 3RD LN RENTON, WA 303541408		PC	General Program Support	5,000
Downtown Day Service Center 1313 New York Ave NW Washington, DC 20005		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
After School All Stars New Jersey 50 Park Place Suite 1020 Newark, NJ 07102		PC	General Program Support	5,000
Big Brothers Big Sisters of Greater Birmingham 1901 14th Ave S Birmingham, AL 35205		PC	General Program Support	7,500
Boys & Girls Clubs of Greater Gaston 310 S Boyd St Gastonia, NC 28052		PC	General Program Support	5,000
Total ► 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys and Girls Club of Greater Houston 2411 Canal St Houston, TX 77003		PC	General Program Support	15,000
Boys and Girls Clubs of Metropolitan Baltimore 1201 S Sharp St 302 Baltimore, MD 21230		PC	General Program Support	5,000
Community Food Bank of Eastern Oklahoma 1304 N Kenosha Ave Tulsa, OK 74106		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Covenant Care107 19th St Panama City, FL 32405		PC	General Program Support	3,000
Habitat for Humanity in Nassau County NY 1400 OLD NORTHERN BLVD ROSLYN, NY 11576		PC	General Program Support	5,000
Habitat for Humanity of Hillsborough County Florid 509 E Jackson St Tampa, FL 33602		PC	General Program Support	5,500
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hillsborough County Public Schools Town & Country 6025 Hanley Rd Tampa, FL 33634		PC	General Program Support	3,000
Hillsborough Education Foundation 2306 N Howard Ave Tampa, FL 33607		PC	General Program Support	3,500
Humane Society of North Texas 1840 E Lancaster Ave Fort Worth, TX 76103		PC	General Program Support	15,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Little Brothers Friends of the Elderly 355 N Ashland Ave Chicago, IL 60607		PC	General Program Support	7,000
Marion Sterling Wrap Around School 3033 Central Ave Cleveland, OH 44115		PC	General Program Support	12,000
Milwaukee Public Schools Foundation 5225 W Vliet St Milwaukee, WI 53208		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Northern Illinois Food Bank 273 Dearborn Courty Geneva, IL 60134		PC	General Program Support	5,000
Plain Local Schools Warstler Elementary 2500 Schneider St NE Canton, OH 44721		PC	General Program Support	10,000
PMJ FoundationPO Box 6812 Ellicott City, MD 21042		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Propel Schools Foundation 3447 East Carson St Suite 200 Pittsburgh, PA 15203		PC	General Program Support	12,000
Regional Food Bank of Oklahoma 3355 S Purdue Ave Oklahoma City, OK 73179		PC	General Program Support	5,000
Soldier's Angels 2895 NE Interstate 410 Loop 107 San Antonio, TX 78218		PC	General Program Support	15,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Soldier's Angels 2895 NE Interstate 410 Loop 107 San Antonio, TX 78218		PC	General Program Support	15,000
The Children's Center 79 W Alexandrine St Detroit, MI 48201		PC	General Program Support	10,000
The Mission ContinuesPO Box 776792 Chicago, IL 60677		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Tulsa Public Schools 3027 S New Haven Ave Tulsa, OK 74114		PC	General Program Support	13,000
Variety Childrens Charity of Buffalo 6114 Broadway Lancaster, NY 14086		PC	General Program Support	10,000
Women's Housing and Economic Development Corporati 50 E 168th St The Bronx, NY 10452		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA of Greater Williamson County 1812 N Mays St Round Rock, TX 78664		PC	General Program Support	15,000
A Kid's Place of Tampa Bay Inc 1715 Lithia Pinecrest Rd Brandon, FL 33511		PC	General Program Support	10,000
Alpha Living Services 16030 Juanita Woodinville Way NE Bothell, WA 98011		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Animals as Natural Therapy 721 Van Wyck Rd Bellingham, WA 98226		PC	General Program Support	6,000
Art 180114 W Marshall St RICHMOND, VA 23220		PC	General Program Support	5,000
Boys & Girls Clubs of Greater Salt Lake 179 E 5065 S Murray, UT 84107		PC	General Program Support	12,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys & Girls Club of Greater Sacramento 5212 Lemon Hill Ave Sacramento, CA 95824		PC	General Program Support	6,000
Boys & Girls Club of Nampa 316 Stampede Dr Nampa, ID 83687		PC	General Program Support	5,000
Boys & Girls Club of Oakland920 24th St Oakland, CA 94607		PC	General Program Support	12,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Boys & Girls Club of Salem 1395 Summer St NE Salem, OR 97301		PC	General Program Support	5,000
Boys & Girls Clubs of Greater Redlands-Riverside 1251 Clay St Redlands, CA 92374		PC	General Program Support	6,000
Boys & Girls Clubs of Southwest Washington 1111 Main St Vancouver, WA 98660		PC	General Program Support	6,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Capable Kids Foundation 1223 E Hackberry Ave McAllen, TX 78501		PC	General Program Support	10,000
Communities in Schools AugustaRichmond County 3570 Wheeler Rd Augusta, GA 30909		PC	General Program Support	3,000
Conservation Northwest 1829 10th Ave W Suite B Seattle, WA 98105		PC	General Program Support	7,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Family Building Blocks 2425 Lancaster Dr NE Salem, OR 97305		PC	General Program Support	5,000
Greater Albuquerque Habitat for Humanity 4900 Menaul Blvd NE ALBUQUERQUE, NM 87110		PC	General Program Support	6,000
Habitat for Humanity Greater Fresno Area 4991 E McKinley Ave 123 Fresno, CA 93727		PC	General Program Support	2,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Habitat for Humanity of Greater Nashville 414 Harding Pl 100 NASHVILLE, TN 37211		PC	General Program Support	7,875
Junior Achievement of Washington 1610 Perimeter Rd Auburn, WA 98001		PC	General Program Support	10,000
Kansas Humane Society of Wichita 3313 N Hillside St Wichita, KS 67219		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Keep Colorado Springs Beautiful 724 S Tejon Suite A Colorado Springs, CO 80903		PC	General Program Support	20,000
Music Changing LivesPO Box 6160 Moreno Valley, CA 92554		PC	General Program Support	6,000
Paws and Stripes617 Truman St NE ALBUQUERQUE, NM 87110		PC	General Program Support	7,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Quantum Leap Farm 10401 Woodstock Rd Odessa, FL 33556		PC	General Program Support	5,000
Ronald McDonald House of Dallas 4707 Bengal Street Dallas, TX 75235		PC	General Program Support	15,000
Safe Homes of AugustaPO Box 3187 Augusta, GA 30914		PC	General Program Support	4,000
Total ▶ 3a				6,354,714

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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				
Serenity Mesa - Healing Addiction in our Community 3701 Condershire Dr SW ALBUQUERQUE, NM 87121		PC	General Program Support	7,000
Special Olympics Idaho199 E 52nd St Garden City, ID 83714		PC	General Program Support	5,000
Special Olympics Nevada 2950 S Rancho Dr Ste 102 LAS VEGAS, NV 89102		PC	General Program Support	4,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Special Olympics Texas400 S Zang Blvd Dallas, TX 75208		PC	General Program Support	4,000
Susan G Komen Kansas & W Missouri 8900 State Line Rd 333 Leawood, KS 66206		PC	General Program Support	5,000
The Kitchen1630 N Jefferson Ave Springfield, MO 65803		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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a <i>Paid during the year</i>				
The Residency co Seattle Foundation 1601 5th Ave 1900 Seattle, WA 98101		PC	General Program Support	50,000
Toni Brooks Foundation 111 W 7th St Ste 502 Los Angeles, CA 90014		PC	General Program Support	12,000
Transgender Resource Center of New Mexico 5600 Domingo Rd NE ALBUQUERQUE, NM 87108		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
United Way of CSRA1765 Broad St Augusta, GA 30904		PC	General Program Support	3,000
United Way of the Mid-Willamette Valley 455 Bliler Ave NE Salem, OR 97301		PC	General Program Support	7,000
United Way of the Ozarks 320 N Jefferson Ave Springfield, MO 65802		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Whatcom Humane Society 2172 Division St Bellingham, WA 98226		PC	General Program Support	7,000
Wichita Public Schools903 S Edgemoor Wichita, KS 67218		PC	General Program Support	5,000
Women Together420 N 21st St McAllen, TX 78501		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Women's and Childrens Alliance 720 W Washington St Boise, ID 83702		PC	General Program Support	5,000
Wounded Warrior - San Antonio Chapter 12672 Silicon Drive Suite 105 San Antonio, TX 78249		PC	General Program Support	5,000
Bon Secours Richmond Healthcare Foundation 5008 Monument Avenue RICHMOND, VA 23230		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a Paid during the year				
St Mary's Child Center 901 Doctor MLK Jr St Indianapolis, IN 46202		PC	General Program Support	6,500
Ashoka Youth Venture 1700 North Moore St Suite 200 Arlington, VA 22209		PC	General Program Support	395,334
Washington Alliance for Better Schools 18560 1st Ave NE Shoreline, WA 98155		PC	General Program Support	50,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Year Up Puget Sound2607 2nd Ave Seattle, WA 98121		PC	General Program Support	20,000
Academia Cesar Chavez 1801 Lacrosse Ave St Paul, MN 55119		PC	General Program Support	13,000
Adams 12 Five Star School 1500 E 128th Ave Thornton, CO 80241		PC	General Program Support	12,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Kozminski Elementary Community Academy Gifted & 936 E 54th St Chicago, IL 60615		PC	General Program Support	13,000
BELLEVUE JC FOOTBALLPO Box 926 Bellevue, WA 98009		PC	General Program Support	5,000
Beat the Odds51 Dewey St Dorchester, MA 02125		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
CHOOSE 1807728 RAINIER AVE S SEATTLE, WA 981184139		PC	General Program Support	5,000
EVERGREEN MOUNTAIN BIKE ALLIANCE 438 NE 72ND ST SEATTLE, WA 981155409		PC	General Program Support	10,000
HAPEVILLE ELEMENTARY PTA 3440 N FULTON AVE HAPEVILLE, GA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Intentional Learning for the Youth Community 617 5th Street Forestdale, AL 303541408		PC	General Program Support	5,000
KEEP GROWING DETROIT 1445 Adelaide Street Detroit, MI 303541408		PC	General Program Support	5,000
Muscular Dystrophy Association 161 N Clark Street Suite 3550 Chicago, IL 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
OTSEGO COUNTY COMMUNITY FOUNDATION PO Box 344 Gaylord, MI 303541408		PC	General Program Support	5,000
SAN DIEGO ELITE SPORTZ INC 10448 CLAUDIA AVE SANTEE, CA 303541408		PC	General Program Support	5,000
WICHITA HABITAT FOR HUMANITY 130 E Murdock St Ste 102 WICHITA, KS 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
iPilot Foundation4466 To Lani Cove Stone Mountian, GA 303541408		PC	General Program Support	5,000
SPECIAL OLYMPICS SOUTHERN CALIFORNIA 1600 Forbes Way Suite 200 LONG BEACH, CA 303541408		PC	General Program Support	5,000
VETERANS LYFE SERVICES 9030 W SAHARA AVE 286 LAS VEGAS, NV 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Junior Achievement of Alabama 216 Aquarius 315 Birmingham, AL 35209		PC	General Program Support	7,500
SOS Children's Villages 216 W Jackson Blvd Suite 925 Chicago, IL 60606		PC	General Program Support	6,500
Boys & Girls Clubs of Baltimore 1201 S Sharp St 302 Baltimore, MD 21230		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
City Year Inc287 Columbus Avenue Boston, MA 02116		PC	General Program Support	25,000
CNMCCChildren's National Medical Center 111 Michigan Ave NW Washington, DC 20010		PC	General Program Support	15,000
Idaho Suicide Prevention Hotline (Jannus Inc) 1607 W Jefferson St Boise, ID 83702		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Northern Children's Services 5301 Ridge Ave Philadelphia, PA 19128		PC	General Program Support	5,000
Boys & Girls Clubs of King County 603 Stewart St 300 SEATTLE, WA 98101		PC	General Program Support	6,000
Down East Aids Network (dba Health Equity Alliance) 5 Long Lane Suite 1 Ellsworth, ME 04605		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Family Y YMCA - YWCA of the CSRA 1058 Claussen Rd Augusta, GA 30907		PC	General Program Support	7,000
Girl Scouts of Western Washington 5601 6th Avenue South Suite 150 Seattle, WA 98108		PC	General Program Support	6,000
Mid-Maine Homeless Shelter19 Colby St Waterville, ME 04901		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
My Sister's HousePO Box 7665 Rocky Mount, NC 29415		PC	General Program Support	5,000
Pet Community Center 943-B Dr Richard G Adams Dr NASHVILLE, TN 37207		PC	General Program Support	5,000
South End Teen Center5 Libby Ct Waterville, ME 04901		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Toys 4 Tots711 South 8th Street Comanche, OK 73529		PC	General Program Support	25,000
Travis Mills Foundation 1002 Watson Pond Rd Rome, ME 04963		PC	General Program Support	5,000
Voices for Casa Children 4300 N Miller Rd 116 Scottsdale, AZ 85251		PC	General Program Support	12,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
Volunteers of America of Los Angeles 3600 Wilshire Blvd Suite 1500 Los Angeles, CA 90010		PC	General Program Support	12,000
Girls Inc120 Wall Street 18th Floor New York, NY 10005		PC	General Program Support	20,000
United Way of King County720 2nd Ave Seattle, WA 98104		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Habitat for Humanity Greater Fresno Area 4991 E McKinley Ave 123 Fresno, CA 93727		PC	General Program Support	2,000
Second Harvest Food Bank of Middle Tennessee 331 Great Circle Road NASHVILLE, TN 37228		PC	General Program Support	3,000
Special Olympics New Mexico 6600 Palomas Ave NE 207 ALBUQUERQUE, NM 87109		PC	General Program Support	4,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
StandUp For Kids 200 Nelson Ferry Road Suite B Decatur, GA 30030		PC	General Program Support	15,000
Honor Flight of the OzarksPO Box 3964 Springfield, MO 65808		PC	General Program Support	5,000
Kansas Honor Flight Inc401 W 1st Ave Hutchinson, KS 67501		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
CENTRAL ELEMENTARY 1415 5TH STREET SOUTH NAMPA, ID 83651		PC	General Program Support	5,000
Casa Central1343 N CALIFORNIA AVE CHICAGO, IL 60622		PC	General Program Support	5,000
Dallas Theater Center2400 Flora Street Dallas, TX 75201		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
FOOD BANK OF THE ROCKIES 10700 E 45TH AVE DENVER, CO 802392906		PC	General Program Support	5,000
GIRLS ON THE RUN OF THE DFW METROPLEX 17130 DALLAS PKWY STE 170 DALLAS, TX 752487702		PC	General Program Support	5,000
KAPKA COOPERATIVE SCHOOL 510 N 49TH ST SEATTLE, WA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
KLOTHES 4 KIDS 8414 FARM RD STE 180 272 LAS VEGAS, NV 303541408		PC	General Program Support	5,000
PROJECT 100 INC 8761 N 56TH ST UNIT 16575 TAMPA, FL 303541408		PC	General Program Support	10,000
THE OPEN DOOR3910 RAHN RD EAGAN, MN 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

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Name and address (home or business)				
a <i>Paid during the year</i>				
TREEHOUSE2100 24TH AVE S SEATTLE, WA 303541408		PC	General Program Support	5,000
A Light in the Night3114 Truman St NE ALBUQUERQUE, NM 87110		PC	General Program Support	5,000
Antelope Valley Domestic Violence Council PO Box 2980 Lancaster, CA 93539		PC	General Program Support	4,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Neighborhood Charter Network 3725 N Kiel Ave Indianapolis, IN 46224		PC	General Program Support	10,000
Special Olympics New Mexico 6600 Palomas Ave NE 207 ALBUQUERQUE, NM 87109		PC	General Program Support	5,000
THE HARBOUR INC 1440 RENAISSANCE DR STE 240 PARK RIDGE, IL 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARC of Union County70 Diamond Rd Springfield Township, NJ 07081		PC	General Program Support	5,000
PARA LA NATURALEZAPO Box 9023554 San Juan, PR 00901		PC	General Program Support	10,000
United Way of Broward County 1300 S Andrews Ave Fort Lauderdale, FL 33316		PC	General Program Support	15,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ANIMAL HUMANE ASSOCIATION OF NEW MEXICO INC 615 VIRGINIA ST SE ALBUQUERQUE, NM 87108		PC	General Program Support	5,000
Alzheimer's Association National Office 225 N Michigan Ave Suite 1700 Chicago, IL 60601		PC	General Program Support	5,000
American Heart Association 7272 Greenville Ave Dallas, TX 75231		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF MONMOUTH COUNTY 1201 MONROE AVE ASBURY PARK, NJ 07712		PC	General Program Support	5,000
BOYS & GIRLS CLUBS OF THE UPSTATE INC 901 S PINE ST SPARTANBURG, SC 29302		PC	General Program Support	5,000
BOYS AND GIRLS CLUB OF MIDDLE TENNESSEE INC 1704 Charlotte Avenue Suite 200 NASHVILLE, TN 37203		PC	General Program Support	4,125
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUBS OF CHATTANOOGA PO Box 11567 CHATTANOOGA, TN 37401		PC	General Program Support	5,000
BOYS CLUBS OF BAKERSFIELD 801 Niles Street Bakersfield, CA 933054419		PC	General Program Support	4,000
CHATTANOOGA AREA FOOD BANK INC 2009 CURTAIN POLE RD CHATTANOOGA, TN 374062306		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHATTANOOGA REGIONAL HOMELESS COALITION INC PO BOX 3690 CHATTANOOGA, TN 374040690		PC	General Program Support	5,000
CHILDSAVERS-MEMORIAL CHILD GUIDANCE CLINIC 200 N 22ND ST RICHMOND, VA 232237020		PC	General Program Support	5,000
EXTRA BASES INCPO BOX 4996 AGUADILLA, PR 006054996		PC	General Program Support	20,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Harmony House3404 East Ridgeview Springfield, MO 303541408		PC	General Program Support	5,000
MIRACLE LEAGUE OF CHATTANOOGA INC PO BOX 5814 CHATTANOOGA, TN 303541408		PC	General Program Support	5,000
RICHMOND FISHER HOUSE FOUNDATION 300 ARBORETUM PL STE 660 N CHESTERFLD, VA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SUPPORT OUR TROOPS INC 13791 N Nebraska Avenue Tampa, FL 303541408		PC	General Program Support	5,000
Ryther Child Center 14847 Fremont Ave N Shoreline, WA 98133		PC	General Program Support	15,000
The College Gurl Foundation PO Box 43783 Washington, DC 20010		PC	General Program Support	10,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Zgirls500 Yale Ave N Seattle, WA 98109		PC	General Program Support	15,000
CONNECTIONS FOR ABUSED WOMEN AND THEIR CHILDREN 1116 N KEDZIE 5TH FLR CHICAGO, IL 606514152		PC	General Program Support	5,000
ENCOMPASS NORTHWEST 1407 BOALCH AVE NW NORTH BEND, WA 980457994		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JACKSON Y-CENTER INC 127 W WESLEY ST JACKSON, MI 303541408		PC	General Program Support	5,000
Jubilee REACH14200 SE 13TH PL BELLEVUE, WA 303541408		PC	General Program Support	5,000
PHINNEY NEIGHBORHOOD ASSOCIATION 6532 PHINNEY AVE N SEATTLE, WA 303541408		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PHOENIX CHILDRENS HOSPITAL FOUNDATION 2929 E Camelback Rd Suite 122 Phoenix, AZ 303541408		PC	General Program Support	5,000
SUNSHINE RANCH THERAPEUTIC RIDING INC PO BOX 1056 LAKESIDE, CA 303541408		PC	General Program Support	5,000
Concert for UCSF Benioff Children's Hospitals 1975 4th St San Francisco, CA 94143		PC	General Program Support	50,000
Total			▶ 3a	6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ashoka Youth Venture 1700 North Moore St Suite 200 Arlington, VA 22209		PC	General Program Support	282,666
PHOENIX CHILDRENS HOSPITAL FOUNDATION 2929 E Camelback Rd Suite 122 Phoenix, AZ 303541408		PC	General Program Support	5,000
FIRST Washington21238 68TH AVE S KENT, WA 980321909		PC	General Program Support	5,000
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRLS ON THE RUN RIO GRANDE INC PO BOX 36072 ALBUQUERQUE, NM 871766072		PC	General Program Support	5,000
FISHER HOUSE FOUNDATION INC 12300 Twinbrook Parkway ROCKVILLE, MD 20852		PC	General Program Support	3,000
SALEM SCHOOLS FOUNDATION 223 Commercial St NE Salem, OR 97301		PC	General Program Support	3,600
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
After School All Stars 5900 Wilshire Blvd Suite 2000 Los Angeles, CA 90036		PC	General Program Support	400,000
Boys & Girls Club of America 1275 Peachtree Street Atlanta, GA 30309		PC	General Program Support	400,000
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - December 2018	663,871
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - January 2019	79,884
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - February 2019	128,535
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - March 2019	119,128
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - April 2019	159,104
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - May 2019	229,276
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - June 2019	211,306
Total ▶ 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - July 2019	22,337
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - August 2019	177,291
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - September 2019	58,859
Total ► 3a				6,354,714

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - October 2019	322,056
American Online Giving Foundation 5700 Darrow Road Hudson, OH 44236		PC	Matching gift payment - November 2019	201,467
Total ▶ 3a				6,354,714

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Depreciation Schedule

Name: T-Mobile USA Foundation

EIN: 46-1629033

TY 2019 Other Expenses Schedule**Name:** T-Mobile USA Foundation**EIN:** 46-1629033**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	1,072			
CHANGEMAKER PROGRAM EXPENSE	134,437			

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491315018140	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Go to www.irs.gov/Form990 for the latest information.			OMB No. 1545-0047 2019
Name of the organization T-Mobile USA Foundation				Employer identification number 46-1629033	

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	T-MOBILE USA INC 12920 SE 38TH STREET BELLEVUE, WA 98006	\$ 5,000,000	☒ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)
		\$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II for noncash contributions.)

Name of organization T-Mobile USA Foundation	Employer identification number 46-1629033
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given (see instructions). Use duplicate copies of Part II if additional space is needed.	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
-		\$	

Name of organization T-Mobile USA Foundation	Employer identification number 46-1629033
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed.
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee