

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](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

**2017**

Open to Public Inspection

For calendar year 2017 or tax year beginning 07/01, 2017, and ending 06/30, 2018

Name of foundation: FRANK E. PAYNE & SEBA B. PAYNE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 135 S. LASALLE ST IL4-135-14-19

Room/suite: \_\_\_\_\_

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

A Employer identification number: 23-7435471

B Telephone number (see instructions): 866-752-2127

C If exemption application is pending, check here.

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 158,837,396.

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

03/04

6

04

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	3,407,675.	3,376,017.		STMT-1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,776,163.			
b	Gross sales price for all assets on line 6a	28,778,972.			
7	Capital gain net income (from Part IV, line 2)		7,776,163.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	10,334.	10,334.		
12	Total. Add lines 1 through 11	11,194,172.	11,162,514.		
13	Compensation of officers, directors, trustees, etc.	519,621.	311,773.		207,848.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	3,750.	2,250.	NONE	1,500.
c	Other professional fees (attach schedule) STMT 4	301,461.	139,717.		161,744.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	138,037.	32,337.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	353.	338.		15.
24	Total operating and administrative expenses. Add lines 13 through 23.	963,222.	486,415.	NONE	371,107.
25	Contributions, gifts, grants paid	6,586,100.			6,586,100.
26	Total expenses and disbursements. Add lines 24 and 25.	7,549,322.	486,415.	NONE	6,957,207.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	3,644,850.			
b	Net investment income (if negative, enter -0-)		10,676,099.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED DEC 20 2018

Revenue  
Operating and Administrative Expenses

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OGDEN, UT  
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	2,500,808.	3,684,938.	3,684,938.
	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 ▶ _____ NONE			
	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) . . . . .	73,759,564.	77,082,533.	126,883,088.
	c	Investments - corporate bonds (attach schedule) . . . . .	24,794,886.	23,850,348.	22,774,919.
	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 ▶ _____)	6,088,174.	6,016,109.	5,494,451.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	107,143,432.	110,633,928.	158,837,396.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	107,143,432.	110,633,928.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	107,143,432.	110,633,928.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	107,143,432.	110,633,928.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	107,143,432.
2	Enter amount from Part I, line 27a . . . . .	3,644,850.
3	Other increases not included in line 2 (itemize) ▶ DEFERRED INCOME REIT	1,123.
4	Add lines 1, 2, and 3 . . . . .	110,789,405.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	155,477.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	110,633,928.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1 a PUBLICLY TRADED SECURITIES</b>						
<b>b OTHER GAINS AND LOSSES</b>						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 28,332,932.		20,435,149.	7,897,783.			
b 446,040.		567,660.	-121,620.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a			7,897,783.			
b			-121,620.			
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	7,776,163.	
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 doesn't qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	6,801,986.	142,362,503.	0.047779
2015	6,954,393.	136,059,371.	0.051113
2014	5,996,637.	143,675,118.	0.041737
2013	6,859,828.	138,072,987.	0.049683
2012	5,584,725.	123,627,593.	0.045174
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b> 0.235486
<b>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 . . . . .</b>			<b>3</b> 0.047097
<b>4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .</b>			<b>4</b> 156,275,394.
<b>5 Multiply line 4 by line 3. . . . .</b>			<b>5</b> 7,360,102.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b> 106,761.
<b>7 Add lines 5 and 6. . . . .</b>			<b>7</b> 7,466,863.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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.			<b>8</b> 6,957,207.

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

Table with 11 rows for excise tax calculations. Includes sub-tables for credits/payments (6a-6d) and tax due/overpayment (9-11). Values include 213,522, NONE, 129,598, and 83,924.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Questions cover political campaigns, political expenditures, unrelated business income, and state registration. Includes handwritten 'IL' and a '2' in the margin.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions . . . . .		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X	
14 The books are in care of ▶ <u>BANK OF AMERICA, N.A.</u> Telephone no ▶ <u>(866) 752-2127</u> Located at ▶ <u>135 SOUTH LASALLE ST., CHICAGO, IL</u> ZIP+4 ▶ <u>60603</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <u>15</u>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance, check here . . . . . ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? . . . . .	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.) . . . . .	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

**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

(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  Yes  No

Organizations relying on a current notice regarding disaster assistance, check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  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
Bank of America, N.A. 225 FRANKLIN ST, BOSTON, MA 60603	CO-TRUSTEE 1	459,621	-0-	-0-
L.S.S., BANK OF AMERICA, N A 225 FRANKLIN ST, BOSTON, MA 60603	CO-TRUSTEE 4	20,000.	-0-	-0-
A.G., BANK OF AMERICCA, N A 225 FRANKLIN ST, BOSTON, MA 60603	CO-TRUSTEE 4	20,000.	-0-	-0-
T.S, BANK OF AMERICCA, N A. 225 FRANKLIN ST, BOSTON, MA 60603	CO-TRUSTEE 4	20,000	-0-	-0-

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

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

Total number of other employees paid over \$50,000  NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
2 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	154,696,206.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	3,959,016.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	158,655,222.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	158,655,222.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	2,379,828.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	156,275,394.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	7,813,770.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	7,813,770.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	213,522.
<b>b</b>	Income tax for 2017 (This does not include the tax from Part VI) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	213,522.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	7,600,248.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	7,600,248.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	7,600,248.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	6,957,207.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	6,957,207.
<b>5</b>	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 . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	6,957,207.

**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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7 . . . . .				7,600,248.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only. . . . .			6,631,575.	
b Total for prior years 20____, 20____, 20____. . . . .		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012 . . . . .	NONE			
b From 2013 . . . . .	NONE			
c From 2014 . . . . .	NONE			
d From 2015 . . . . .	NONE			
e From 2016 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>6,957,207.</u>				
a Applied to 2016, but not more than line 2a . . . . .			6,631,575.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2017 distributable amount . . . . .				325,632.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2016 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018. . . . .				7,274,616.
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) . . . . .	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9.				
a Excess from 2013 . . . . .	NONE			
b Excess from 2014 . . . . .	NONE			
c Excess from 2015 . . . . .	NONE			
d Excess from 2016 . . . . .	NONE			
e Excess from 2017 . . . . .	NONE			

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

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling . . . . .
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

- 1 Information Regarding Foundation Managers:
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )
- 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 STATEMENT 32				6,586,100.
<b>Total</b> ..... ▶ <b>3a</b>				6,586,100.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments . . . . .					
4 Dividends and interest from securities . . . . .			14	3,407,675.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory			18	7,776,163.	
9 Net income or (loss) from special events . . . . .					
10 Gross profit or (loss) from sales of inventory . . . . .					
11 Other revenue	a				
b OTHER INCOME			1	10,334.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) . . . . .				11,194,172.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					11,194,172.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
4	NOT APPLICABLE
7	NOT APPLICABLE
8	NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (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 Date Title

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	51,959.	51,959.
FOREIGN DIVIDENDS	234,020.	234,020.
NONDIVIDEND DISTRIBUTIONS	31,658.	
DOMESTIC DIVIDENDS	1,807,064.	1,807,064.
OTHER INTEREST	147.	147.
NONQUALIFIED FOREIGN DIVIDENDS	71,323.	71,323.
NONQUALIFIED DOMESTIC DIVIDENDS	1,211,504.	1,211,504.
TOTAL	3,407,675.	3,376,017.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	10,334.	10,334.
TOTALS	10,334.	10,334.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	3,750.	2,250.		1,500.
TOTALS	3,750.	2,250.	NONE	1,500.



FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	161,744.		161,744.
INVESTMENT ADVISORY FEES	139,717.	139,717.	
TOTALS	301,461.	139,717.	161,744.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,494.	3,494.
EXCISE TAX ESTIMATES	105,700.	
FOREIGN TAXES ON QUALIFIED FOR	20,238.	20,238.
FOREIGN TAXES ON NONQUALIFIED	8,605.	8,605.
TOTALS	138,037.	32,337.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	338.	338.	
STATE FILING FEE	15.		15.
TOTALS	353..	338.	15.

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

=====

DESCRIPTION -----	AMOUNT -----
CARRYING VALUE ADJUSTMENT	41,851.
DEFERRED PROCEEDS ON SALE	113,626.
	-----
TOTAL	155,477.
	=====

RECIPIENT NAME:  
AMERICAN BIRD CONSERVANCY  
ADDRESS:  
4249 LOUDOUN AVE  
The Plains, VA 20198  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
ZERO EXTINION AND SITE BASED CONSERVATION  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
AMERICAN LITTORAL SOCIETY  
ADDRESS:  
18 HARTSHORNE DRIVE  
HIGHLAND, NJ 07732  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 200,000.

RECIPIENT NAME:  
AMERICAN RED CROSS  
ADDRESS:  
3939 BROADWAY  
ALLENTOWN, PA 18104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL SUPPORT FOR LEIGH VALLEY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
AMERICAN RIVERS  
ADDRESS:  
1101 14TH ST., NW., STE. 1400  
WASHINGTON, DC 20005  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 400,000.

RECIPIENT NAME:  
ASSOCIATED COLLEGES OF ILLINOIS  
ADDRESS:  
70 EAST LAKE STREET  
CHICAGO, IL 60601  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 120,000.

RECIPIENT NAME:  
BAUM SCHOOL OF ART  
ADDRESS:  
510 LINDEN STREET, P.O. BOX 653  
ALLENTOWN, PA 18102  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
YOUTH COMMUNITY ART PROGRAMS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
BOYS AND GIRLS CLUB OF ALLENTOWN  
ADDRESS:  
720 NORTH SIXTH STREET  
ALLENTOWN, PA 18102  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
MAKE YOUR M.A.R.K.  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
CENTER FOR VISION LOSS  
ADDRESS:  
845 W. WYOMING ST.  
ALLENTOWN, PA 18103  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
CHICAGO BOTANIC GARDEN  
ADDRESS:  
1000 LAKE COOK RD  
GLENCO, IL 60022  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
THE FARM ON OGDEN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 200,000.

RECIPIENT NAME:  
CHILDRENS PLACE ASSOCIATION  
ADDRESS:  
700 N. SACRAMENTO, SUITE 300  
CHICAGO, IL 60612  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORTIVE HOUSING PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
CITIZENS HOUSING AND PLANNING  
ADDRESS:  
18 TREMONT ST  
BOSTON, MA 02108  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
HOMELESSNESS PREVENTION WORK  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
COLORADO HEADWATERS LAND TRUST  
ADDRESS:  
PO BOX 1938  
GRANBY, CO 80446  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
COLORADO AND RASER RIVER INITIATIVE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.



=====

RECIPIENT NAME:  
COLORADO NONPROFIT DEV. CENTER  
ADDRESS:  
789 SHERMAN STREET, SUITE 250  
DENVER, CO 80203  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:  
COLORADO PHOTOGRAPHIC ARTS  
ADDRESS:  
C/O PICTURE ME HERE  
FORT COLLINS, CO 80524  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
COMMUNITIES IN SCHOOLS OF THE  
Lehigh Valley, Inc.  
ADDRESS:  
1501 LEHIGH STREET, SUITE 206  
Allentown, CO 18103  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
COMMUNITY ACTION COMMITTEE OF  
Lehigh Valley  
ADDRESS:  
1337 EAST FIFTH STREET  
BETHLEHEM, PA 18015  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT OF MANAGEMENT AND IMPLEMENTATION  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,500.

RECIPIENT NAME:  
CONSERVATION COLORADO EDUCATION  
ADDRESS:  
1536 WYNKOOP ST STE 510  
DENVER, CO 80202  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GENERAL OPERATIONS AND PROTEGETE LATINO  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
DELAWARE RIVERKEEPER NETWORK  
ADDRESS:  
925 CANAL ST STE 3701  
BRISTOL, PA 19007  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
WORK AGAINST THE PENNEAST PIPELINE PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
DELORES PROJECT  
ADDRESS:  
P O BOX 1406  
DENVER, CO 80201  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
OPERATING SUPPORT AND CAPITAL GRANT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 300,000.

RECIPIENT NAME:  
EPISCOPAL MINISTRIES OF THE  
Diocese of Bethlehem PA  
ADDRESS:  
337 WYANDOTTE STREET  
BETHLEHEM, PA 18015  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
GRACE MONTESSORI SCHOOL - GMS SCHOLRSHIP FUND  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
FAMILIES FIRST, INC.  
ADDRESS:  
1620 TEELS ROAD  
PEN ARGYL, PA 18072  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
FIELD MUSEUM OF NATURAL HISTORY  
ADDRESS:  
1400 S LAKE SHORE DR  
CHICAGO, IL 60605  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 300,000.

RECIPIENT NAME:  
FRENCH AND PICKERING CREEKS  
ADDRESS:  
511 KIMBERTON RD  
PHOENIXVILLE, PA 19460  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
FRIENDS OF JEWISH COMMUNITY  
Housing for the Elderly  
ADDRESS:  
30 WALLINGFORD ROAD  
BRIGHTON, MA 02135  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
CARINGCHOICES PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
FRIENDS OF THE ALLENTOWN PARKS  
ADDRESS:  
3000 PARKWAY BLVD  
ALLENTOWN, PA 18104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
RESTORE INTERIOR AND PORCH OF HUNTERS CABIN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 14,350.

RECIPIENT NAME:  
FRIENDS OF THE CHILDREN BOSTON  
ADDRESS:  
555 ARMORY ST  
BOSTON, MA 02130  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROFESSIONAL MENTORING HIGH RISK CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
GLAD  
Legal Advocates and Defenders  
ADDRESS:  
30 WINTER ST., SUITE 800  
BOSTON, MA 02108  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
 GRACE MONTESSORI SCHOOL  
 ADDRESS:  
 814 WEST LINDEN STREET,  
 ALLENTOWN, PA 18101  
 RELATIONSHIP:  
 N/A  
 PURPOSE OF GRANT:  
 UNRESTRICTED GENERAL SUPPORT  
 FOUNDATION STATUS OF RECIPIENT:  
 PC  
 AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
 GREAT LAKES ADAPTIVE SPORTS  
 ADDRESS:  
 27864 IRMA LEE CIR STE 101  
 LAKE FOREST, IL 60045  
 RELATIONSHIP:  
 N/A  
 PURPOSE OF GRANT:  
 UNRESTRICTED GENERAL SUPPORT  
 FOUNDATION STATUS OF RECIPIENT:  
 PC  
 AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
 GREATER BOSTON LEGAL SERVICES  
 ADDRESS:  
 197 FRIEND STREET  
 BOSTON, MA 02114  
 RELATIONSHIP:  
 N/A  
 PURPOSE OF GRANT:  
 GBLS' HOUSING  
 FOUNDATION STATUS OF RECIPIENT:  
 PC  
 AMOUNT OF GRANT PAID ..... 85,000.

RECIPIENT NAME:  
GREATER LOVELL LAND TRUST  
ADDRESS:  
208 MAIN ST  
LOVELL, ME 02114  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
IMPROVEMENTS ON THE WHITNEY POND PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
HOMESTART, INC.  
ADDRESS:  
105 CHAUNCY STREET, SUITE 502  
BOSTON, MA 02111  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
HOMELESS PREVENTION PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 125,000.

RECIPIENT NAME:  
HOUSING OPPORTUNITIES AND MAINTENANCE  
For The Elderly Inc  
ADDRESS:  
1419 WEST CARROLL AVE, FLOOR 2  
CHICAGO, IL 60607  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
JUBILEE SCHOOL  
ADDRESS:  
4211 CHESTER AVE  
PHILADELPHIA, PA 19104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 35,000.

RECIPIENT NAME:  
LAND IS LIFE  
ADDRESS:  
93 4TH AVENUE #39  
NEW YORK, NY 10003  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
CONSERVATION AND WOMENS EMPOWERMENT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
LAND TRUST ALLIANCE  
ADDRESS:  
1250 H STREET NW, STE. 600  
WASHINGTON, DC 20005  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
LAND AND CLIMATE PROGRAM AND GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 600,000.



RECIPIENT NAME:  
LEHIGH COUNTY CONFERENCE OF  
CHURCHES  
ADDRESS:  
534 W. CHEW STREET  
ALLENTOWN, PA 18102  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROGRAMS THAT FOCUS ON NUTRITION AND HUNGER  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
LEHIGH VALLEY CHILDRENS CENTERS  
ADDRESS:  
1501 LEHIGH STREET  
ALLENTOWN, PA 18103  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
LITTLE SISTERS OF THE ASSUMPTION  
Family Health Services Incorporate  
ADDRESS:  
550 DUDLEY ST  
ROXBURY, MA 02119  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
MASSACHUSETTS AUDUBON SOCIETY  
ADDRESS:  
208 SOUTH GREAT ROAD  
LINCOLN, MA 01773  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
LAND AQUISITION AND WILD LIFE SANCTUARY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
MEALS ON WHEELS NORTHAMPTON CNTY  
ADDRESS:  
4240 FRITCH DRIVE  
BETHLEHEM, PA 18020  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
MEAL SUBSIDY PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 70,000.

RECIPIENT NAME:  
MEALS ON WHEELS OF LEHIGH COUNTY  
ADDRESS:  
4234 DORNEY PARK RD  
ALLENTOWN, PA 18104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
MEAL SUBSIDY PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,500.

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RECIPIENT NAME:  
MIGHTY WRITERS  
ADDRESS:  
1501 CHRISTIAN ST  
PHILADELPHIA, PA 19146  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
LITERACY LANDSCAPE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
NATURAL RESOURCES DEF. COUNCIL  
ADDRESS:  
40 WEST 20TH STREET  
NEW YORK, NY 10011  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROTECT MONARCHS AND BEES  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 185,000.

RECIPIENT NAME:  
NATURAL RESOURCES DEFENSE COUNC.  
ADDRESS:  
40 WEST 20TH STREET  
NEW YORK, NY 10011  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
DEFENDING MONARCHS AND POLLINATORS PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 400,000.

RECIPIENT NAME:  
NORTHEAST MINISTRY  
ADDRESS:  
P.O. BOX 1463  
BETHLEHEM, PA 18016  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
PARTNERS IN HEALTH  
ADDRESS:  
888 COMMONWEALTH AVE  
BOSTON, MA 02215  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
WORK TO IMPROVE HEALTHCARE  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 150,000.

RECIPIENT NAME:  
PINEBROOK FAMILY ANSWERS  
ADDRESS:  
402 NORTH FULTON STREET  
ALLENTOWN, PA 18102  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROGRAMS SERVING FAMILIES IN LEHIGH VALLEY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
PLANNED PARENTHOOD FEDERATION  
ADDRESS:  
123 WILLIAM STREET, 10TH FLOOR  
NEW YORK, NY 10038  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 185,000.

RECIPIENT NAME:  
POINT PLEASANT PLUMSTEADVILLE EMS  
ADDRESS:  
5205 STUMP ROAD, P O BOX 391  
PLUMSTEADVILLE, PA 18949  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
PROJECT ANGEL HEART  
ADDRESS:  
4950 WASHINGTON ST  
SAN FRANCISCO, CA 94104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 55,000.

RECIPIENT NAME:  
PROJECT OF EASTON  
ADDRESS:  
320 FERRY ST  
Easton, PA 18042  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
RAINFOREST ACTION NETWORK  
ADDRESS:  
221 PINE STREET  
SAN FRANCISCO, CA 94104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
REACH BEYOND DOMESTIC VIOLENCE  
ADDRESS:  
296 NEWTON ST STE 350  
WALTHAM, MA 02453  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
EMERGENCY SHELTER PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
SHARECARE FAITH IN ACTION  
ADDRESS:  
321 WYANDOTTE ST  
BETHLEHEM, PA 18015  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
PROGRAM SALARIES AND ASSISTED RIDE PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 18,250.

RECIPIENT NAME:  
STEPHENS PLACE  
ADDRESS:  
729 RIDGE ST  
BETHLEHEM, PA 18015  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
STRIVE INTERNATIONAL, INC.  
ADDRESS:  
205 EAST 122ND STREET, 3RD FLOOR  
NEW YORK, NY 10035  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORTING YOUTH ENROLLED IN CAREER PATHWAYS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
SUDBURY VALLEY TRUSTEES INC  
ADDRESS:  
18 WOLBACH RD  
SUBBURY, MA 01776  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
TWO LAND PROJECTS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
THE CONSERVATION FUND  
ADDRESS:  
1655 N FORT MYER DR.  
ARLINGTON, VA 22209  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
FOREST CONSER. & TRANS, TO TN WILDLIFE AGENCY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
THE LITERACY CENTER  
ADDRESS:  
801 HAMILTON STREET, STE. 201  
ALLENTOWN, PA 18101  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 30,000.



RECIPIENT NAME:  
THE WATERSHED INSTITUTE  
ADDRESS:  
31 TITUS MILL ROAD  
Pennington, NJ 08534  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
HELP STOP THE PENN EAST PIPELINE PROJECT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
THIRD STREET ALLIANCE FOR WOMEN  
AND CHILDREN  
ADDRESS:  
41 NORTH THIRD STREET  
BETHLEHEM, PA 18018  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
TRINITY EPISCOPAL CHURCH  
ADDRESS:  
44 EAST MARKET STREET  
BETHLEHEM, PA 18018  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
MEAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
TRUST FOR PUBLIC LAND  
ADDRESS:  
101 MONTGOMERY ST  
SAN FRANCISCO, CA 94104  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
CLIMATE SOLUTIONS THROUGH TECH. & POLICY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 240,000.

RECIPIENT NAME:  
UNITED NEGRO COLLEGE FUND, INC  
ADDRESS:  
105 WEST ADAMS  
CHICAGO, IL 60603  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
CESA AND GENERAL OPERATIONS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 60,000.

RECIPIENT NAME:  
UPPER BUCKS REGIONAL EMERGENCY MEDICAL  
SERVICES INC.  
ADDRESS:  
P O BOX 105  
REVERE, PA 18953  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 150,000.

RECIPIENT NAME:  
URBAN PEAK DENVER  
ADDRESS:  
730 21ST ST  
DENVER, CO 80205  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:  
VALLEY YOUTH HOUSE  
ADDRESS:  
829 LINDEN STREET  
ALLENTOWN, PA 18101  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
VICTORY PROGRAMS  
ADDRESS:  
965 MASSACHUSETTS AVENUE  
BOSTON, MA 02118  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
UNRESTRICTED GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 150,000.

RECIPIENT NAME:  
WOMENS LUNCH PLACE  
ADDRESS:  
P.O. BOX 170900  
BOSTON, MA 02117  
RELATIONSHIP:  
N/A  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
CHICAGO COALITION FOR HOMELESS  
ADDRESS:  
70 EAST LAKE STREET, 7TH FLOOR  
CHICAGO, IL 60601  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
YOUTH FUTURES, MOBILE LEGAL AID CLINIC  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 50,000.

TOTAL GRANTS PAID: 6,586,100.  
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