

Fbirm 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

1906

For calendar year 2018 or tax year beginning 07/01, 2018, and ending 06/30, 2019

Name of foundation FRANK E. PAYNE & SEBA B. PAYNE FOUNDATION A Employer identification number 23-7435471

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions) 866-752-2127

135 S. LASALLE ST IL4-135-14-19 City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603

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: [X] Section 501(c)(3) exempt private foundation, [] Section 4947(a)(1) nonexempt charitable trust, [] Other taxable private foundation 04

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 161,407,863. J Accounting method [X] Cash [] Accrual [] Other (specify)

C If exemption application is pending, check here. D 1 Foreign organizations, check here. D 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.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Contributions, Dividends, Net gain, Other income, Total Add lines 1 through 11, Compensation of officers, Other employee salaries, Operating and Administrative Expenses, Total operating and administrative expenses, Contributions, Total expenses and disbursements, Subtract line 26 from line 12, Excess of revenue over expenses and disbursements, Net investment income, Adjusted net income.

3/5

SCANNED NOV 14 2019

RECEIVED NOV 25 2019 GOLDEN UT

Operating and Administrative Expenses 9001

DLZ

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	3,684,938.	1,591,211.	1,591,211.
	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)	77,082,533.	72,536,206.	125,072,355.
	c	Investments - corporate bonds (attach schedule)	23,850,348.	28,030,867.	27,533,643.
	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 ▶ _____)	6,016,109.	7,766,109.	7,210,654.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	110,633,928.	109,924,393.	161,407,863.	
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)			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	110,633,928.	109,924,393.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	110,633,928.	109,924,393.		
31	Total liabilities and net assets/fund balances (see instructions)	110,633,928.	109,924,393.		

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)	1	110,633,928.
2	Enter amount from Part I, line 27a	2	-800,717.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	120,289.
4	Add lines 1, 2, and 3	4	109,953,500.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	29,107.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	109,924,393.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES						
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	28,437,151.			24,418,670.		4,018,481.
b						
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						4,018,481.
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	4,018,481.	
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))
2017	6,957,207.	156,275,394.	0.044519
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
2 Total of line 1, column (d)			0.234831
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			0.046966
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			158,305,314.
5 Multiply line 4 by line 3.			7,434,967.
6 Enter 1% of net investment income (1% of Part I, line 27b)			71,287.
7 Add lines 5 and 6.			7,506,254.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			7,693,440.

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

Table with 11 rows and 2 columns. Row 1: 71,287. Row 2: NONE. Row 3: 71,287. Row 4: NONE. Row 5: 71,287. Row 6a: 143,080. Row 6b: NONE. Row 6c: NONE. Row 6d: 143,080. Row 7: 143,080. Row 8: 8. Row 9: 9. Row 10: 71,793. Row 11: 35,644. Refunded 36,149.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes/No). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: X. Row 5: X. Row 6: X. Row 7: X. Row 8a: IL. Row 8b: X. Row 9: X. Row 10: X.

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</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 2018, 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"/>		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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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)		
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 2018 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 2018)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2018?		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		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>		
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?	<input type="checkbox"/>	Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	
If "Yes" to 6b, file Form 8870			X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bank of America, N A 225 FRANKLIN ST, BOSTON, MA 60603	CO-TRUSTEE 1	473,792	-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

Total number of others receiving over \$50,000 for professional services 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	
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	155,578,146.
b	Average of monthly cash balances	1b	5,137,909.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	160,716,055.
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	NONE
3	Subtract line 2 from line 1d.	3	160,716,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,410,741.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	158,305,314.
6	Minimum investment return. Enter 5% of line 5	6	7,915,266.

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	7,915,266.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	71,287.
2b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
2c	Add lines 2a and 2b.	2c	71,287.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	7,843,979.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	7,843,979.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	7,843,979.

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	7,693,440.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,693,440.
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	71,287.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,622,153.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				7,843,979.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only,			7,274,616.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2018				
a From 2013	NONE			
b From 2014	NONE			
c From 2015	NONE			
d From 2016	NONE			
e From 2017	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>7,693,440.</u>				
a Applied to 2017, but not more than line 2a			7,274,616.	
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 2018 distributable amount				418,824.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				7,425,155.
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 2013 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2014	NONE			
b Excess from 2015	NONE			
c Excess from 2016	NONE			
d Excess from 2017	NONE			
e Excess from 2018	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 2018, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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
<i>a Paid during the year</i> SEE STATEMENT 28				7,319,316.
Total				7,319,316.
<i>b Approved for future payment</i>				
Total				

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?
- | | Yes | No |
|---|--------------------------|-------------------------------------|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) Other assets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (2) Purchases of assets from a noncharitable exempt organization | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (3) Rental of facilities, equipment, or other assets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (4) Reimbursement arrangements | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (5) Loans or loan guarantees | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (6) Performance of services or membership or fundraising solicitations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

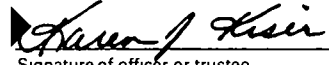
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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  | 10/23/2019 | **MANAGING DIR**

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 <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	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	72,994.	72,994.
FOREIGN DIVIDENDS	258,573.	258,573.
NONDIVIDEND DISTRIBUTIONS	15,798.	
DOMESTIC DIVIDENDS	1,792,567.	1,792,567.
OTHER INTEREST	250.	250.
US GOVERNMENT INTEREST REPORTED AS QUALI	2.	2.
NONQUALIFIED FOREIGN DIVIDENDS	91,831.	91,831.
NONQUALIFIED DOMESTIC DIVIDENDS	1,307,268.	1,307,268.
SECTION 199A DIVIDENDS	76,605.	76,605.
TOTAL	3,615,888.	3,600,090.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FROM PARTNERSHIP/S-CORP		26,441.
TOTALS		26,441.
		=====

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	159,092.		159,092.
INVESTMENT ADVISORY FEES	152,887.	152,887.	
TOTALS	311,979.	152,887.	159,092.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,538.	3,538.
EXCISE TAX - PRIOR YEAR	83,924.	
EXCISE TAX ESTIMATES	143,080.	
FOREIGN TAXES ON QUALIFIED FOR	24,306.	24,306.
FOREIGN TAXES ON NONQUALIFIED	11,386.	11,386.
TOTALS	266,234.	39,230.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
STATE FILING FEE FROM PARTNERSHIP/S-CORP	15.	1,696.	15.
TOTALS	15.	1,696.	15.

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

DESCRIPTION	AMOUNT
-----	-----
DEFERRED INCOME REIT	6,663.
DEFERRED PROCEEDS ON SALE	37,928.
DEFERRED MERGER ADJUSTMENT	75,698.

TOTAL	120,289.
	=====

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

=====

DESCRIPTION -----	AMOUNT -----
CARRYING VALUE ADJUSTMENT	25,227.
ROC BASIS ADJUSTMENT ON SALES	3,880.

TOTAL	29,107.
	=====

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 250,000.

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:
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 20,000.

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:
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 25,000.

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 50,000.

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 311,136.

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 100,000.

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 28,000.

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 1,000,000.

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 50,000.

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 100,000.

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:
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 90,000.

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:
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 300,000.

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 50,000.

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:
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 30,000.

RECIPIENT NAME:
NATURAL RESOURCES DEFENSE COUNCIL
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 585,000.

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 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 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 60,000.

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 23,340.

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 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:
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 200,000.

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 35,000.

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:
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 170,000.

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 100,000.

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 200,000.

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:
2LIFE COMMUNITIES
ADDRESS:
30 WALLINGFORD RD.
Brighton, MA 02135
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CARING CHOICES PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 375,000.

RECIPIENT NAME:
AMERICAN CIVIL LIBERTIES UNION
ADDRESS:
125 BROAD STREET, 18TH FLOOR
New York, NY 1004
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
REPRODUCTIVE FREEDOM PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500,000.

RECIPIENT NAME:
AMERICAN FORESTS
ADDRESS:
P.O. BOX 96631
Washington, DC 20090
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOREST SOIL CARBON INITIATIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 400,000.

RECIPIENT NAME:
AMERICAN RIVERS
ADDRESS:
1101 14TH STREET NW1400
Washington, DC 20005-5601
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PROGRAM ADDRESSING AGRICULTURAL POLLUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500,000.

RECIPIENT NAME:
ASSOCIATED COLLEGE 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:
CASA GUADALUPE CENTER
ADDRESS:
218 N 2ND ST
Allentown, PA 18102-3508
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
REPAIRS TO ROOF, REPAIR PARKING LOT, SIDEWALK
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 85,000.

RECIPIENT NAME:
CHICAGO COALITION FOR THE HOMELESS
ADDRESS:
70 E LAKE ST STE 720
Chicago, IL 60601-5963
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUTH FUTURES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
FOOD FOR THOUGHT DENVER
ADDRESS:
5288 COORS ST
Arvada, CO 80002-1635
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EXPANDING PROGRAMMING TO ADDITIONAL SCHOOLS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
GRACE EPISCOPAL CHURCH
ADDRESS:
814 WEST LINDEN STREET
ALLENTOWN, PA 18101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CLOSING THE ACHIEVEMENT GAP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
 Meals On Wheels Of The Greater Lehigh Valley
 ADDRESS:
 4240 FRITCH DRIVE
 Bethlehem, PA 18020-9344
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 SUBSIDY PROGRAM
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 90,000.

RECIPIENT NAME:
 METRO CARING
 ADDRESS:
 PO BOX 300459
 Denver, CO 80203-0459
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
 MILLER KEYSTONE BLOOD CENTER
 ADDRESS:
 1465 VALLEY CENTER PKWY
 BETHLEHEM, PA 18017
 RELATIONSHIP:
 N/A
 PURPOSE OF GRANT:
 UNRESTRICTED GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
NATIONAL MERIT SCHOLARSHIP CORP.
ADDRESS:
P.O. BOX 99389
Chicago, IL 60693
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
NATIONAL MERIT SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 41,840.

RECIPIENT NAME:
RIEGELSVILLE PUBLIC LIBRARY
ADDRESS:
PO BOX 65
Riegelsville, PA 18077-0065
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SERVICES TO CHILDREN AND YOUTH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
TRAILS END WILDLIFE REFUGE, INC.
ADDRESS:
3962 N CARDINAL CRST
Martinsville, IN 46151-6275
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
TECH GOES HOME
ADDRESS:
867 BOYLSTON STREET, 5TH FLOOR
Boston, MA 02116
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DIGITAL INCLUSION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
CENTER FOR DIGITAL STORYTELLING
ADDRESS:
1250 ADDISON STREET, STE. 104
Berkeley, CA 94702-1749
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
THE LISTENING STATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 40,000.

TOTAL GRANTS PAID: 7,319,316.
=====