

Form **990-PF**C&E
996**Return of Private Foundation**

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

For calendar year 2018 or tax year beginning

, 2018, and ending

, 20

Name of foundation

THE ALLSTATE FOUNDATION

A Employer identification number

36-6116535

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

Room/suite

B Telephone number (see instructions)

3075 SANDERS ROAD, TAX DEPARTMENT

G4E

847-402-5000

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

NORTHBROOK, IL 60062-7127

G Check all that apply:

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

H Check type of organization:

☒ 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) \$ 135,915,884

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐ 6D 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 ☐**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)	34,278,847			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	70,865	70,865		
4 Dividends and interest from securities	1,237,176	1,237,176		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	57,557			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		25,411,684		
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)	-644,110	1,537,860		
12 Total. Add lines 1 through 11	35,000,335	28,257,585		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	165,000			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	529,519	25,802		503,717
24 Total operating and administrative expenses. Add lines 13 through 23.	694,519	25,802		503,717
25 Contributions, gifts, grants paid	32,892,219			25,941,908
26 Total expenses and disbursements. Add lines 24 and 25	33,586,738	25,802		26,445,625
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	1,413,597			
b Net investment income (if negative, enter -0-)		28,231,783		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			362,204	146,982	146,982
	2 Savings and temporary cash investments			1,500,289	2,304,662	2,304,562
	3 Accounts receivable ▶ 28,625,638					
	Less allowance for doubtful accounts ▶			36,532,948	28,625,638	28,625,638
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations (attach schedule)					
	b Investments - corporate stock (attach schedule)			84,375,231	91,532,139	91,532,139
	c Investments - corporate bonds (attach schedule)					
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)			14,219,592	13,000,700	13,020,132
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)			134,166	286,431	286,431
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			137,124,430	135,896,552	135,915,884
Liabilities	17 Accounts payable and accrued expenses			793,617	1,379,893	
	18 Grants payable			33,093,377	25,483,285	
	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 ▶ DRAFTS OUTSTANDING)			2,199,942	92	
	23 Total liabilities (add lines 17 through 22)			36,086,936	26,863,270	
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 type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			101,037,494	109,033,282	
	30 Total net assets or fund balances (see instructions)			101,037,494	109,033,282	
	31 Total liabilities and net assets/fund balances (see instructions)			137,124,430	135,896,552	

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	101,037,494
2 Enter amount from Part I, line 27a	2	1,413,597
3 Other increases not included in line 2 (itemize) ▶ RETAINED EARNINGS- CUM EFFECT AND MTM COMMON STOCK	3	6,582,191
4 Add lines 1, 2, and 3	4	109,033,282
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	109,033,282

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a SEE STATEMENT					VARIOUS	VARIOUS
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 65,890,164		40,478,480	25,411,684			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			25,411,684			
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	25,411,684	
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.

(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	28,314,380	73,358,587	0.3860		
2016	24,885,534	60,818,939	0.4092		
2015	22,392,370	62,467,999	0.3585		
2014	21,463,756	61,537,307	0.3488		
2013	16,833,789	52,242,443	0.3222		
2 Total of line 1, column (d)				2	1.8247
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years				3	0.3649
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5				4	93,576,165
5 Multiply line 4 by line 3.				5	34,145,943
6 Enter 1% of net investment income (1% of Part I, line 27b)				6	282,318
7 Add lines 5 and 6.				7	34,428,261
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.				8	26,445,625

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	564,636
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	
3 Add lines 1 and 2		3	564,636
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	564,636
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	136,751	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	600,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	736,751	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	172,115	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 172,115 Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> Illinois		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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>WWW.ALLSTATEFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>SUSAN DUCHAK</u> Telephone no ► <u>847-402-7561</u> Located at ► <u>2775 SANDERS ROAD, NORTHBROOK, IL</u> ZIP+4 ► <u>60062-6127</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year.		15
16 At any time during calendar year 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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.		X
Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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.		
	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?		
	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?	<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?		
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
SEE ATTACHED SCHEDULE				

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 Good Starts Young REPRESENTS 46.88% OF TOTAL GRANTS IN 2018	12,387,159
2 Helping Hands Group REPRESENTS 17.79% OF TOTAL GRANTS IN 2018	4,700,000
3 Purple Purse Financial Empowerment REPRESENTS 14.89% OF TOTAL GRANTS IN 2018	3,934,396
4 Helping Hands Individual REPRESENTS 10.88% OF TOTAL GRANTS IN 2018	2,875,000

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	94,461,365
b	Average of monthly cash balances	1b	253,387
c	Fair market value of all other assets (see instructions).	1c	286,431
d	Total (add lines 1a, b, and c)	1d	95,001,183
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d.	3	95,001,183
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,425,018
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	93,576,165
6	Minimum investment return. Enter 5% of line 5	6	4,678,808

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	4,678,808
2a	Tax on investment income for 2018 from Part VI, line 5	2a	564,636
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	564,636
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,114,172
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4	5	4,114,172
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,114,172

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	26,445,625
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,445,625
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,445,625

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				4,113,431
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013 14,464,426				
b From 2014 18,700,455				
c From 2015 19,355,572				
d From 2016 22,150,835				
e From 2017 25,482,201				
f Total of lines 3a through e	100,153,489			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 26,445,625				
a Applied to 2017, but not more than line 2a . . .				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2018 distributable amount.				4,113,431
e Remaining amount distributed out of corpus. . .	21,766,817			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	121,920,306			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 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 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	121,920,306			
10 Analysis of line 9:				
a Excess from 2014 18,700,455				
b Excess from 2015 19,355,572				
c Excess from 2016 22,150,835				
d Excess from 2017 25,482,201				
e Excess from 2018 21,766,817				

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

1 a 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	
2 a 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

SUSAN DUCHAK, 2775 SANDERS RD NORTHBROOK, IL 60062 PHONE: 847-402-7561

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

LETTER OF PROPOSAL

c Any submission deadlines

PROPOSAL REVIEW AS RECEIVED

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

MUST BE WITHIN THE UNITED STATES

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED				25,941,908
Total			▶ 3a	25,941,908
b Approved for future payment SEE ATTACHED				479,300
Total			▶ 3b	479,300

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments			14	70,768		
3 Interest on savings and temporary cash investments			14	1,237,176		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property	52300		14	-644,110		
7 Other investment income			18	57,557		
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				721,391		
13 Total. Add line 12, columns (b), (d), and (e)					13	721,391

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

[illegible]

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

- | | | Yes | No |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of. | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

CC Case & Smith

11/13/19

▶ VICE PRESIDENT

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return
with the preparer shown below?

See instructions	Yes	No
------------------	-----	----

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

Name of the organization

THE ALLSTATE FOUNDATION

Employer identification number

36-6116535**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000; or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE ALLSTATE FOUNDATION	Employer identification number 36-6116535
--	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALLSTATE INSURANCE COMPANY 3075 SANDERS ROAD NORTHBROOK, IL 60062	\$ 33,998,759	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	ALLSTATE NEW JERSEY INSURANCE COMPANY 3075 SANDERS ROAD NORTHBROOK, IL 60062	\$ 280,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE ALLSTATE FOUNDATION

36-6116535

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	SHARES OF STOCK - SEE DETAILED STATEMENT ATTACHED	\$ 33,998,759	VARIOUS
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$	

Name of organization THE ALLSTATE FOUNDATION	Employer identification number 36-6116535
--	---

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

----- ----- -----	----- ----- -----
-------------------------	-------------------------

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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THE ALLSTATE FOUNDATION
3075 SANDERS ROAD
NORTHBROOK, IL 60062-7127
FEIN: 36-6116535
FORM 990 SCHEDULE B

PART II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (OR ESTIMATE)	(d) Date received
1	5,468 SHARES OF ADOBE SYS INC (ADBE)	1,371,238	06/19/18
1	375 SHARES OF INTUIT INC (INTU)	78,369	06/19/18
1	912 SHARES INTUITIVE SURGICAL INC (ISRG)	443,218	06/19/18
1	5,401 SHARES OF MASTERCARD INC CLASS A (MA)	1,072,639	06/19/18
1	18,068 SHARES OF MICRON TECHNOLOGY INC (MU)	1,053,093	06/19/18
1	17,589 SHARES OF NETFLIX (NFLX)	6,980,986	06/19/18
1	6,362 SHARES OF AMAZON COM INC (AMZN)	11,999,241	08/21/18
1	3,559 SHARES OF BOEING CO (BA)	1,205,238	11/29/18
1	1,683 SHARES OF INTUITIVE SURGICAL INC (ISRG)	869,101	11/29/18
1	2,041 SHARES OF HUMANA INC COM (HUM)	672,244	11/29/18
1	6,692 SHARES OF INTUIT INC (INTU)	1,388,891	11/29/18
1	11,943 SHARES OF ADOBE INC (ADBE)	2,965,208	11/29/18
1	2,640 SHARES OF ANTHEM INC (ANTM)	771,421	11/29/18
1	15,225 SHARES OF MICROSOFT CORP (MSFT)	1,675,816	11/29/18
1	7,690 SHARES OF CSX CORP (CSX)	554,603	11/29/18
1	11,548 SHARES OF LAMB WESTON HOLDINGS INC (LW)	897,453	11/29/18
1	Total	33,998,759	

THE ALLSTATE FOUNDATION
3075 SANDERS ROAD
NORTHBROOK, IL 60062-7127
FEIN: 36-6116535
FORM 990PF

PART 1, LINE 11 OTHER INVESTMENTS- PARTNERSHIPS

Investment Name	EIN	Book Income	Temporary Difference	Permanent Differences	Taxable Income
ACOF IV BB AIV LP	47-1242155	-	(18,333)	33	(18,300)
ACOF IV CWC AIV UNBLOCKED FEEDER, L P	80-0947477	-	(2)	17	15
ACOF IV ENERGY III AIV, LP	32-0511775	-	(10,577)	21	(10,556)
ACOF IV ENERGY IV AIV, LP	81-4822778	-	(21,335)	-	(21,335)
ACTIS EMERGING MARKETS 3 C LP	98-0560083	(63,000)	26,540	-	(36,460)
ADVENT INTERNATIONAL GPE VII-B L P	80-0831029	117,077	(5,237)	-	111,840
AF IV CAYMAN AIV, L P	98-1270220	-	73	-	73
AF IV ENERGY AIV B1 LP	81-1650399	-	167	-	167
AF IV ENERGY II AIV B1, LP	81-3460969	-	(3)	-	(3)
ARES CORPORATE OPPORTUNITIES FUND IV, L P	61-1676749	29,546	(97,789)	-	(68,243)
BAIN CAPITAL DISTRESSED AND SPECIAL SITUATIONS 2013 (A)	45-3479291	38,548	(39,408)	(224)	(1,084)
BAIN CAPITAL DISTRESSED AND SPECIAL SITUATIONS 2013 (A)	47-1588919	-	14,075	(521)	13,554
CALTUS PARTNERS III	20-0326600	7,633	(18,780)	-	(11,147)
ENERVEST ENERGY INSTITUTIONAL FUND XI-A	20-5617895	(25,559)	198,056	-	172,497
EXCELLERE CAPITAL FUND LP	20-8380683	7,218	(201)	-	7,017
FIMI OPPORTUNITY V, L P	99-0385734	195,279	(164,001)	-	31,278
FITNESS CAPITAL PARTNERS LP	46-4962836	247,858	(249,714)	-	(1,856)
GTCR VIII	61-1430657	-	(191,361)	-	(191,361)
GTCR VIII AIV	20-5575043	-	107,740	303	108,043
HARBOURVEST STRUCTURED SOLUTIONS II L P	98-1067804	435,243	(146,483)	1,197	289,957
JADE CHINA VALUE PARTNERS II	FOREIGNUS	1,116	12,738	1,737	15,591
KOHLBERG TE INVESTORS VII, L P	45-3274956	103,973	(42,774)	-	61,199
MERIT MEZZANINE FUND IV	20-1113576	151,722	49,695	202	201,619
NORTH HAVEN PRIVATE EQUITY ASIA IV LP	98-1040755	51,805	(2,147)	9,488	59,146
ODYSEY INVESTMENT PARTNERS FUND III, LP	20-1281818	11,721	(9,964)	-	1,757
ORCHID ASIA V LP	98-0684207	23,362	(13,858)	115	9,619
PATRIA-BRAZILIAN PRIVATE EQUITY FUND IV AIV 1, LP	98-1008710	-	(2,991)	-	(2,991)
PATRIA-BRAZILIAN PRIVATE EQUITY FUND IV AIV 2, LP	98-1008703	-	(2,991)	-	(2,991)
PATRIA-BRAZILIAN PRIVATE EQUITY FUND IV, LP	98-1008647	(51,725)	48,734	-	(2,991)
PRUDENTIAL CAPITAL PARTNERS IV, L P	45-4283200	28,584	3,976	874	33,434
SILVER LAKE PARTNERS IV CAYMAN (AIV II), L P	98-1165460	-	26,676	-	26,676
SILVER LAKE PARTNERS IV CAYMAN, LP	98-1141186	-	886	208	1,094
SILVER LAKE PARTNERS IV DE (AIV II), L P	47-4589432	-	2,549	181	2,730
SILVER LAKE PARTNERS IV DE (AIV III), L P	81-3377238	-	(2,107)	159	(1,948)
SILVER LAKE PARTNERS IV DE (AIV IV), LP	82-2375315	-	56	483	539
SILVER LAKE PARTNERS IV DE (AIV V) LP	83-2850851	-	-	-	-
SILVER LAKE PARTNERS IV DE (AIV VI) LP	82-4655805	-	(42)	14	(28)
SILVER LAKE PARTNERS IV DE (AIV), L P	38-3944805	-	173	9	182
SILVER LAKE PARTNERS IV, L P	45-5203398	222,766	(221,618)	-	1,148
SK CAPITAL PARTNERS III LP	36-4701736	457,302	(459,597)	-	(2,295)
SKCP III ANGEL AIV, L P	98-1209660	-	182,144	835	182,979
SKCP III BLUE AIV LP	98-1089893	-	(71)	-	(71)
SKCP III GLADES AIV LP	98-1080018	-	(49)	-	(49)
SKCP III GROUNDHOG AIV LP	98-1311716	-	(28)	-	(28)
SKCP III ROSE AIV LP	98-1041176	-	800	-	800
SKCP III SPICE AIV LP	98-1110359	-	(6,901)	99	(6,802)
SSGA ACTIVE EMERGING MARKETS NL QP	54-6536000	-	552,271	-	552,271
SYCAMORE PARTNERS (AIV), LP	61-1694893	-	-	-	-
SYCAMORE PARTNERS (CAYMAN), L P	98-1019911	-	(24,909)	-	(24,909)
SYCAMORE PARTNERS A (CAYMAN), L P	98-1019912	-	(14,672)	-	(14,672)
SYCAMORE PARTNERS A, LP	45-2517480	-	(361)	-	(361)
SYCAMORE PARTNERS, L P	45-2517410	(150,360)	146,024	-	(4,336)
TEMPLETON STRATEGIC EMERGING MARKETS FUND IV	45-5072654	(217,505)	236,894	84	19,473
THE HURON FUND IV L P	46-1528805	66,200	(2,069)	12	64,143
THE PENINSULA FUND IV LP	38-3714394	3,714	(57,088)	1	(53,373)
TRILANTIC CAPITAL PARTNERS AIV-I, LP	20-1804672	-	1,489	-	1,489
TRILANTIC CAPITAL PARTNERS CAYMAN AIV-I LP	FOREIGNUS	-	(203)	-	(203)
TRILANTIC CAPITAL PARTNERS III, LP	87-0726815	4,216	(6,813)	-	(2,597)
TRILANTIC CAPITAL PARTNERS V (NORTH AMERICA) AIV A LP	47-3296531	-	(9,258)	10,281	1,023
TRILANTIC CAPITAL PARTNERS V (NORTH AMERICA) AIV LP	46-2048564	-	27,364	47	27,411
TRILANTIC CAPITAL PARTNERS V (NORTH AMERICA) LP	45-3645729	121,328	(63,952)	2	57,378
VISTA EQUITY PARTNERS FUND IV AIV I LP	45-3253280	-	(3,686)	68	(3,618)
VISTA EQUITY PARTNERS FUND IV AIV II LP	33-1223006	-	(22)	-	(22)
VISTA EQUITY PARTNERS FUND IV AIV III LP	98-1040800	-	(23)	-	(23)
VISTA EQUITY PARTNERS FUND IV AIV VI LP	80-0948969	-	(2,841)	424	(2,417)
VISTA EQUITY PARTNERS FUND IV AIV VII LP	80-0955153	-	(1,968)	16	(1,952)
VISTA EQUITY PARTNERS FUND IV AIV VIII LP	46-5684383	-	(15,151)	30	(15,121)
VISTA EQUITY PARTNERS FUND IV LP	45-2458119	113,564	(119,272)	-	(5,708)
VISTA FUND IV COLLECTOR LP	82-1920351	-	645	115	760
WARBURG PINCUS (BERMUDA) PRIVATE EQUITY IX	20-5101531	-	460	-	460
WARBURG PINCUS PRIVATE EQUITY IX	20-2975990	(19,582)	28,509	-	8,927
Partnership Subtotal		1,912,044	(381,916)	26,310	1,556,438

Less: Unrelated Business Inc Per 990-T (18,578)

Partnership Inc Incl in Net Investment Income 1,537,860

**THE ALLSTATE FOUNDATION
3075 SANDERS ROAD
NORTHBROOK, IL 60062-7127
FEIN: 36-6116535
FORM 990PF**

PART I, LINE 18, COL. (a), TAXES:

2017 Extension payment	100,000
1st Quarter payment	0
2nd Quarter payment	0
3rd Quarter payment	65,000
4th Quarter payment	0
TOTAL PAYMENTS IN 2018	<u>\$165,000</u>

THE ALLSTATE FOUNDATION
3075 SANDERS ROAD
NORTHBROOK, IL 60062-7127
FEIN: 36-6116535
FORM 990PF

PART I, LINE 23, OTHER EXPENSES:

	<u>COLUMN A</u>	<u>COLUMN B</u>	<u>COLUMN D</u>
INVESTMENT FEES & COMMISSIONS	(25,802)	(25,802)	-
DUES & MEMBERSHIPS	(12,500)		(12,500)
ADMINISTRATION EXPENSES	(491,217)		(491,217)
MISC EXPENSES	-		-
TOTAL LINE 23	<u>(529,519)</u>	<u>(25,802)</u>	<u>(503,717)</u>

THE ALLSTATE FOUNDATION
3075 SANDERS ROAD
NORTHBROOK, IL 60062-7127
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PART IV Capital Gains and Losses for Tax on Investment Income		(b) How P Purchased D-Donation	(c) Date acquired	(d) Date sold
(a) List and describe the kinds of property sold				
1 a	17,411 SHARES OF ADOBE SYS INC (ADBE)	D	VARIOUS	VARIOUS
b	375 SHARES OF INTUIT INC (INTU)	D	VARIOUS	VARIOUS
c	2595 SHARES INTUITIVE SURGICAL INC (ISRG)	D	06/19/18	06/20/18
d	5,401 SHARES OF MASTERCARD INC CLASS A (MA)	D	06/19/18	06/20/18
e	18,068 SHARES OF MICRON TECHNOLOGY INC (MU)	D	06/19/18	06/20/18
f	17,589 SHARES OF NETFLIX (NFLX)	D	06/19/18	06/20/18
g	6,362 SHARES OF AMAZON COM INC (AMZN)	D	08/21/18	08/22/18
h	2,640 SHARES OF ANTHEM INC (ANTM)	D	11/29/18	11/30/18
i	3,559 SHARES OF BOEING CO (BA)	D	11/29/18	11/30/18
j	7,690 SHARES OF CSX CORP (CSX)	D	11/29/18	11/30/18
k	2,041 SHARES OF HUMANA INC COM (HUM)	D	11/29/18	11/30/18
l	11,548 SHARES OF ADOBE SYS INC (ADBE)	D	11/29/18	11/30/18
m	15,225 SHARES OF MICROSOFT CORP (MSFT)	D	11/29/18	11/30/18
n	355,450 ISHARES SHORT-TERM CORPORATE BOND (IGSB)	P	VARIOUS	VARIOUS
o	59,960 SHARES OF SPDR S&P 500 ETF TRUST	P	VARIOUS	VARIOUS
p	1,119 SHARES OF COWEN GROUP INC	P	VARIOUS	VARIOUS
q	46-4962836 FITNESS CAPITAL PARTNERS LP	D	12/31/14	12/31/18
r	98-1041176 SKCP III ROSE AIV LP	D	12/31/12	12/31/18
s	20-1804672 TRILANTIC CAPITAL PARTNERS AIV-I, LP	D	12/31/11	12/31/18
t	FOREIGNUS TRILANTIC CAPITAL PARTNERS CAYMAN AIV-I LP	D	12/31/11	12/31/18
u	87-0726815 TRILANTIC CAPITAL PARTNERS III, LP	D	12/31/11	12/31/18

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(e) Gross sales price		(g) Cost or other basis expense of sale	plus	(h) Gain or (loss) plus (f) minus (g)	(e)
a	4,396,681		1,699,158		2,697,523
b	1,506,453		585,479		920,974
c	1,353,071		519,224		833,847
d	1,084,194		362,376		721,818
e	1,088,812		312,598		776,214
f	7,321,186		2,050,746		5,270,440
g	12,134,891		4,307,786		7,827,105
h	788,198		284,090		504,108
i	1,262,163		482,765		779,398
j	552,769		223,241		329,529
k	682,737		265,920		416,816
l	878,610		386,627		491,983
m	1,709,797		620,345		1,089,453
n	16,452,572		13,311,516		3,141,056
o	14,403,397		14,545,279		(141,882)
p	15,602		15,856		(254)
q	251,694		0		251,694
r	0		260		(260)
s	0		205,235		(205,235)
t	0		299,978		(299,978)
u	7,335				7,335
TOTAL			40,478,480		25,411,684

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Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/13			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis of 12/31/69	as (k) Excess of col (i) over col (j), if any	
a			2,697,523
b			920,974
c			833,847
d			721,818
e			776,214
f			5,270,440
g			7,827,105
h			504,108
i			779,398
j			329,529
k			416,816
l			491,983
m			1,089,453
n			3,141,056
o			(141,882)
q			(254)
r			251,694
s			(260)
t			(205,235)
u			(299,978)
			7,335
			0
Total :			25,411,684

**The Allstate Foundation Detailed Activity Report
Form 990-PF Part XV Line 3b Detail
Approved for Future Payment
January 01, 2018 to December 31, 2018**

NAME OF ORGANIZATION	STREET	CITY	STATE	ZIP	FOCUS #	AMOUNT
Nonprofit Leadership Center - Management Essentials 2018 Accrual	1201 Davis Street, Rm 1-400	Evanston	IL	60201	Education	\$259,300
Nonprofit Leadership Center - Management Essentials 2018 Accrual	1201 Davis Street, Rm 1-400	Evanston	IL	60201	Education	\$220,000
TOTAL						\$479,300

Purpose (Focus) Descriptions:

"Economic Empowerment" = Grants to support Economic Empowerment fund programming that teaches financial and economic literacy, insurance education and empower victims of domestic abuse

"Education" = Grants to support Education programs

"Operating Support" = All grants provide operating support to the organization

"Safe & Vital Communities" = Grants to support Safe & Vital Communities fund programming that addresses catastrophe response, teaches youth anti-violence, revitalizes communities or promotes teen driving

"Tolerance and Inclusion" = Grants to support Tolerance and Inclusion fund programming that teaches tolerance to youth, ends hate crimes and alleviates

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PART XV, LINE 3a, GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

SEE FOLLOWING PAGES