

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No 1545-0052  
**2018**  
**Open to Public Inspection**

**For calendar year 2018, or tax year beginning 03-01-2018, and ending 02-28-2019**

Name of foundation THRIVE CAUSEMETICS FOUNDATION		<b>A Employer identification number</b> 82-4806875	
Number and street (or P O box number if mail is not delivered to street address) 10900 NE 4th Street	Room/suite	<b>B Telephone number</b> (see instructions)	
City or town, state or province, country, and ZIP or foreign postal code BELLEVUE, WA 98004		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>17,595,455</u>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>			

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	29,795,250			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities				
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>7</b> Capital gain net income (from Part IV, line 2)				
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	29,795,250	0			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages	127,333			
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	16,000			
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	130,927			
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	274,260	0		
	<b>25</b> Contributions, gifts, grants paid	11,925,535			11,925,535
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	12,199,795	0		11,925,535	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	17,595,455				
<b>b Net investment income</b> (if negative, enter -0-)		0			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		24,901	24,901
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .		17,570,554	17,570,554
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)		17,595,455	17,595,455	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>29</b> Retained earnings, accumulated income, endowment, or other funds		17,595,455		
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .		17,595,455		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	0	17,595,455		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	17,595,455
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	17,595,455
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	17,595,455

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

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

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	3	
{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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			
2016			
2015			
2014			
2013			

<b>2</b> Total of line 1, column (d)	2	
<b>3</b> 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	
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	
<b>5</b> Multiply line 4 by line 3	5	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	
<b>7</b> Add lines 5 and 6	7	
<b>8</b> Enter qualifying distributions from Part XII, line 4	8	

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

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

Table with 11 rows for excise tax calculations. Includes questions about exempt foundations, tax under section 511, and tax due/overpayment. Includes sub-tables 6a-6d for credits.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and other activities. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 10900 NE 4th Street SUITE 2300 BELLEVUE WA ZIP+4 98004

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

<b>5a</b> During the year did the foundation pay or incur any amount to				<b>Yes</b>	<b>No</b>
(1) Carry on propa <span>g</span> anda, 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>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 . . . . .			<b>5b</b>		<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶					
<b>c</b> 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? . . . . . <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>					
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .					
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <i>If "Yes" to 6b, file Form 8870</i>			<b>6b</b>		<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .					
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .			<b>7b</b>		<b>No</b>
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year? . . . . .					

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KARISSA BODNAR 10900 NE 4th Street SUITE 2300 BELLEVUE, WA 98004	CEO 0 00	0		
NED MENNINGER 10900 NE 4th Street SUITE 2300 BELLEVUE, WA 98004	Treasurer 0 00	0		
KATE MCDONALD 10900 NE 4th Street SUITE 2300 BELLEVUE, WA 98004	Secretary 0 00	0		

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

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

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

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(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
<p><b>1</b>   GoPink (BCCA) Eliminate breast cancer and bring together patients and survivors for advocacy and support \$983,040 IN BEAUTY PRODUCTS (47,040 UNITS) Thrive Causemetics, Inc is a for profit entity that develops and sells high performance beauty products For each customer purchase from Thrive Causemetics, Inc , Thrive Causemetics, Inc donates products to Thrive Causemetics Foundation (the "Foundation") which then donates products to 501(c)(3) organizations that support women in need (e g , women overcoming challenges such as domestic abuse, homelessness or health issues like cancer) depending on the needs expressed by the applicable recipient organization In addition to direct product donations, the Foundation collaborates with organizations supporting women to host community-building events At these events the Foundation provides makeup lessons in a party like atmosphere where women have the opportunity to acquire new skills, share their inspirational stories and connect with other</p>	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
Total. Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	25,000
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	25,000
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	25,000
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	25,000
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	0
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	0

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	0

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	11,925,535
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	11,925,535
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	11,925,535

**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
<b>1</b> Distributable amount for 2018 from Part XI, line 7				0
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>11,925,535</u>				
<b>a</b> Applied to 2017, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2018 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus	11,925,535			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,925,535			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	11,925,535			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .	11,925,535			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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) )

**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

**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	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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				



**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

**Part XVII**

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>

**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** \*\*\*\*\* 2020-05-21 \*\*\*\*\*

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr )?  Yes  No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Heather U Ashe				P01217787
	Firm's name	Underwood and Roberts PLLC			Firm's EIN
	Firm's address	3110 Edwards Mill Road Ste 100 Raleigh, NC 27612			Phone no (919) 664-8803

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Thrive Giving DT Women's Center 442 S San Pedro Street Los Angeles, CA 90013	DONEE	PC	End homelessness for women in greater Los Angeles through housing, wellness, employment, and advocacy	1,794
Look Good Feel Better 1620 L Street NW Suite 1200 Washington, DC 20036	DONEE	PC	Improve the quality of life and self-esteem of people undergoing cancer treatment	449,800
Spoil Me Pink4 Taryn Court Woodcliff Lake, NJ 07677	DONEE	PC	Support women with cancer through makeover events	1,608
<b>Total . . . . .</b> ▶ <b>3a</b>				11,925,535

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Critical Mass We Work 80 M Street SE Washington, DC 20003	DONEE	PC	Ensure adolescents and young adults have no barriers to survive and thrive after a cancer diagnosis	10,200
VARIOUS SEE ATTACHED SEE ATTACHED SEE ATTACHED, WA 98004			SEE ATTACHED	11,462,133
<b>Total . . . . . ▶ 3a</b>				11,925,535

**TY 2018 General Explanation Attachment****Name:** THRIVE CAUSEMETICS FOUNDATION**EIN:** 82-4806875**Software ID:** 18007218**Software Version:** 2018v3.1**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	The Foundation makes donations of Thrive Causemetics, Inc products to 501(c)(3) organizations that support w omen in need The Foundation has entered into w ritten agreements w ith each of the 100+ organizations to w hich it has donated Thrive Causemetics, Inc products The Foundation has made donations to more than 100 organizations The Foundation selects recipient organizations that have a strong track record of helping w omen in need, the Foundation takes into account the organization's mission and the demographics of the clients served by the organization Thrive Causemetics, Inc is a for profit entity that develops and sells high performance beauty products For every customer purchase from Thrive Causemetics, Inc , Thrive Causemetics, Inc donates products to Thrive Causemetics Foundation (the "Foundation") w hich then donates products to 501(c)(3) organizations that support w omen in need (e g , w omen overcoming challenges such as domestic abuse, homelessness or health issues like cancer)depending on the needs expressed by the applicable recipient organization The Foundation records the incoming contributions at MSRP/FMV The Foundation records the outgoing donations to the 501(c)(3) entities at MSRP/FMV This provides consistent accounting for the inventory costs



**TY 2018 Legal Fees Schedule****Name:** THRIVE CAUSEMETICS FOUNDATION**EIN:** 82-4806875**Software ID:** 18007218**Software Version:** 2018v3.1

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
	16,000	0	0	0

**TY 2018 Other Expenses Schedule****Name:** THRIVE CAUSEMETICS FOUNDATION**EIN:** 82-4806875**Software ID:** 18007218**Software Version:** 2018v3.1**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	99			
OFFICE	30,000			
STORAGE AND FREIGHT	75,828			
UTILITIES	25,000			

**TY 2018 Reasonable Cause Explanation**

**Name:** THRIVE CAUSEMETICS FOUNDATION

**EIN:** 82-4806875

**Software ID:** 18007218

**Software Version:** 2018v3.1

**Explanation:** The Foundation recently discovered that it inadvertently failed to timely file Form 990-PF information return for tax year ending 2/28/2019. Accordingly, the Foundation submits the attached returns for filing. In connection with this submission, the Foundation respectfully requests that the IRS abate late filing penalties under 6652 with respect to tax years 2/28/2019. This is the first year of existence for the Foundation. The Foundation believed that they had engaged advisors to complete all regulatory filings needed - including applying for tax-exempt status and income tax filings. In February 2020, the Foundation realized that the Income Tax Filings had not been filed and immediately engaged the Tax Preparer on this return to complete the tax returns as soon as possible. The Treasurer of the Foundation is one of two employees that are responsible for the Foundation books and records. The late filing of the tax returns was not intentional nor planned. The Foundation reasonably relied on outside advisors to inform the Foundation of what filings needed to be completed and in what order. The Foundation believed that these filings were progressing in the normal order of events - in that the Foundation had not received their federal 1023 acceptance yet, the Foundation reasonably believed their outside advisors would let them know when the tax returns needed to be completed. This is not evidence of willful neglect or a lack of business care. IRM 20.1.1.2.1 provides that, Voluntary compliance is achieved when a taxpayer makes a good faith effort to meet the tax obligations defined by the Internal Revenue Code." See IRM 20.1.1.2.1 (11-25-11). In the Foundation's case, imposing penalties would not enhance voluntary compliance, and imposition is not required to correct the taxpayer's behavior. The Foundation takes its reporting obligations extremely seriously, and penalties would simply serve as punishment rather than encouraging future voluntary compliance. We respectfully req

**Explanation:** Request for abatement of any late filing or payment penalties associated with the Foundation's first year tax return with year end 2/28/2019 due to reasonable cause of it being the first year of filing.

**TY 2018 Substantial Contributors  
Schedule****Name:** THRIVE CAUSEMETICS FOUNDATION**EIN:** 82-4806875**Software ID:** 18007218**Software Version:** 2018v3.1**Name****Address**

THRIVE CAUSEMETICS INC

10900 NE 4th Street SUITE 2300  
BELLEVUE, WA 98004

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**  
▶ Attach to Form 990, 990-EZ, or 990-PF  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information

OMB No 1545-0047  
**2018**

**Name of the organization**  
THRIVE CAUSEMETICS FOUNDATION

**Employer identification number**  
82-4806875

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

<b>Name of organization</b> THRIVE CAUSEMETICS FOUNDATION	<b>Employer identification number</b> 82-4806875
--	---

**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	THRIVE CAUSEMETICS INC 10900 NE 4th Street SUITE 2300 BELLEVUE, WA 98004	\$ 29,795,250	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>

<b>Name of organization</b> THRIVE CAUSEMETICS FOUNDATION	<b>Employer identification number</b> 82-4806875
--	---

**Part II Noncash Property**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	INVENTORY	\$ 29,496,089	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	



<b>Name of organization</b> THRIVE CAUSEMETICS FOUNDATION	<b>Employer identification number</b> 82-4806875
--	---

**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

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Dignity for Divas</b>	Provide dignity and services to women who are homeless	PO Box 283 Bellevue, Washington 98009	46-0685664	63,554	\$1,526,816 00
<b>IGoPink (BCCA) - Sept/Oct</b>	Eliminate breast cancer and bring together patients and survivors for advocacy and support	8505 Technology Forest Place The Woodlands, Texas 77381	26-4602950	47,040	\$983,040 00
<b>Project Beauty Share</b>	Collect personal hygiene, cosmetics, and beauty products, and to distribute them through non profit organizations to women and families overcoming abuse, addiction, homelessness and poverty	2718 Sprague Ave, Spokane, WA 99202	27-1822098	40,350	\$976,500 00
<b>Foundation for Living Beauty</b>	Empower women to increase their physical wellness and emotional stability while coping with the taxing effects of cancer and chemotherapy	234 N El Molino Ave Ste 202, Pasadena, CA 91101	20-2914212	40,250	\$901,500 00
<b>Breast Cancer Foudantion (BCCA) - 6/8</b>	Eliminate breast cancer and bring together patients and survivors for advocacy and support	8505 Technology Forest Place The Woodlands, Texas 77381	26-4602950	37,500	\$729,000 00
<b>BC Resource Center</b>	Empower those affected by breast cancer with personalized support and compassion,	4807 SpiceWood Springs Rd, Bldg 1, Suite 1100, Austin, Texas 78759	74-2743333	20,100	\$504,600 00
<b>Safe House</b>	Empower survivors of domestic and sexual violence through support and advocacy and to educate the community to prevent future abuse	PO Box 275 Pelham, AL 35124	63-1007280	19,300	\$474,600 00
<b>Look Good Feel Better - 5/8</b>	Improve the quality of life and self-esteem of people undergoing cancer treatment	1620 L Street, NW Suite 1200 Washington, DC 20036	52-1523017	17,300	\$449,800 00
<b>I Go Pink</b>	Eliminate breast cancer and bring together patients and survivors for advocacy and support	8505 Technology Forest Pl Ste 604, The Woodlands, TX 77381	26-4602950	12,800	\$409,600 00
<b>Mary's Place</b>	Provide safe, inclusive shelter and services to support women, children and families on their journey out of homelessness	PO Box 1711 Seattle, WA 98111	27-2087950	12,625	\$321,500 00
<b>Steps to End DV</b>	Assist in the transition to a safe, independent life for all those who have been affected physically, sexually, emotionally, or economically by domestic abuse and to promote a culture that fosters justice, equity and safety	294 North Winooski Ave , Suite 214-A, Burlington, VT 05401	03-0283657	11,400	\$280,200 00
<b>Cumbee Center</b>	Support and empower domestic violence and sexual violence victims and their families by providing services, reducing the tolerance of abuse, and advocating for social change	254 Beaufort St NE Aiken, SC 29801	57-0697237	11,000	\$271,150 00
<b>Ntl. Breast Cancer Found.</b>	Help women affected by breast cancer through early detection, education and support services,	2600 Network Blvd, Ste 300, Frisco, TX 75034	75-2391148	7,900	\$238,100 00
<b>Step Sisters</b>	Improve the quality of life for those impacted by breast cancer in Northern Virginia	42395 Ryan Road, #112-611 Ashburn, Virginia 20148	30-0783830	9,000	\$221,850 00
<b>Center of Hope</b>	Act as a refuge and provide services to victims of domestic abuse, sexual violence, stalking, and human trafficking	2441 Park Plus Dr, Columbia, TN 38401	62-1375056	8,100	\$202,950 00
<b>Shoebox Project - 10/31</b>	collect and distribute gifts in the form of Shoeboxes to women who are homeless or at-risk of homelessness in communities across Canada and the United States	601 West 26th St Suite 325 New York, New York 10001	61-1793315	7,800	\$195,000 00
<b>Ronald McDonald House</b>	Create, fund and support programs that directly improve the health and well-being of children and their families	5130 40th Avenue NE Seattle, Washington 98105	91-1061043	7,200	\$180,400 00
<b>Ingersoll Gender Center #1</b>	Provide support transgender and gender nonconforming people through peer and support groups, advocacy in navigating resources, community organizing, and education	911 E Pike St Suite 221, Seattle, WA 98122	91-1262502	7,490	\$176,100 00
<b>Ingersoll Gender Center #2</b>	Provide support transgender and gender nonconforming people through peer and support groups, advocacy in navigating resources, community organizing, and education	911 E Pike St Suite 221, Seattle, WA 98122	91-1262502	7,490	\$176,100 00

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Bottomless Closet</b>	Help disadvantaged New York City women to enter the workforce and achieve success	16 East 52nd Street, 15th Floor New York, NY 10022	13-4037622	6,650	\$166,250 00
<b>Life of a Single Mom</b>	Educate the general public on the challenges single moms face and provide programs directly to single moms to help them succeed	11613 Newcastle Ave Suite A Baton Rouge, LA, 70816	45-3478448	5,000	\$125,000 00
<b>Image Reborn</b>	Provide no-cost healing retreats to women diagnosed with breast cancer and to assist them in living rich and fulfilling lives	5445 S Highland Dr , Ste 5 Salt Lake City, UT 84117	87-0664958	4,500	\$112,250 00
<b>Bay Area CC</b>	Support anyone affected by breast or ovarian cancer through information and empowerment,	2335 El Camino Real, Palo Alto, CA 94306	77-0417605	4,821	\$110,946 00
<b>Strength United - 10/22</b>	End abuse, empower families, and develop leaders	14651 Oxnard St Van Nuys, California 91411	N/A	4,550	\$109,000 00
<b>Women Helping Women</b>	End domestic violence through advocacy, education and prevention, and to offer safety, support and empowerment to women and children, victims of domestic violence	1935 Main Street Suite 201 Wailuku, Maui 96793	99-0205452	4,000	\$98,600 00
<b>NW Hope &amp; Healing</b>	Help breast and gynecological cancer patients	PO Box 16069 Seattle, WA 98116	20-0799737	4,200	\$96,000 00
<b>Families Moving Forward</b>	Offer a temporary home to families with children in the crisis of homelessness	300 N Queen St , Durham, NC 27701	56-1633998	3,800	\$91,800 00
<b>Overcomers BC</b>	Support breast cancer survivors	165 Eden Crossing Adkins, TX 78101	82-2567626	3,330	\$83,435 00
<b>Humble Design Seattle</b>	Serve individuals, families, and veterans emerging from homelessness by transforming their empty house into a warm, welcoming and uplifting home with donated furniture and household goods	180 N Saginaw Street Pontiac, MI 48342	27-0410088	3,300	\$75,500 00
<b>Pink Warrior</b>	Alleviate both the financial and emotional impact of breast cancer while also providing a support system to guide patients through-out their journey	2271 Stratford Grace, New Braunfels, TX 78130	83-2498715	3,503	\$67,318 00
<b>Z Girls</b>	Equip girls with the tools they need to be successful in sports and life	500 Yale Ave N Seattle, WA 98109	47-1091362	2,630	\$66,650 00
<b>Sharsheret</b>	Offer a community of support to women, of all Jewish backgrounds, diagnosed with breast cancer or at increased genetic risk, by fostering culturally-relevant individualized connections with networks of peers, health professionals, and related resources	1086 Teaneck Road Suite 2G, Teaneck, New Jersey 07666	13-4198529	3,037	\$63,014 00
<b>My Harmony House</b>	Provide safe and secure emergency housing to families escaping domestic violence	3404 Ridgeview, Springfield, MO 65804	43-1082063	2,500	\$59,000 00
<b>BC Comfort Foundation</b>	Offer comfort, emotional support and encouragement to individuals who have or have had breast cancer treatment,	36C West Village Green, Hicksville, NY 11801	47-2782120	2,375	\$57,150 00
<b>Oasis Shelter Home</b>	Empower victims of domestic violence, sexual assault and homelessness,	29975 Harbor Way, Suite D-932, Gold Beach, OR, 97444	93-1030730	2,500	\$53,000 00
<b>Shoebox Project Phoenix</b>	Inspire, empower and mobilize communities to collect and distribute gifts in the form of Shoeboxes to women who are homeless or at-risk of homelessness in communities across Canada and the United States	601 West 26th St, Ste 325 #306 New York, NY 10001	61-1793315	2,270	\$49,880 00
<b>Womens Dermatologic Society</b>	Cultivate personal and professional development of dermatologists dedicated to excellence in patient care, mentorship, volunteerism, and leadership	555 E Wells St, Suite 1100, Milwaukee, WI 53202	20-0084052	2,415	\$49,030 00
<b>Casting for Recovery</b>	Enhance the quality of life of women with breast cancer through a unique retreat program that combines breast cancer education and peer support with the therapeutic sport of fly fishing	109 East Oak St, Ste 1G Bozeman, MT 59715	03-0354382	2,700	\$46,800 00

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Humble Design Chicago</b>	Serve individuals, families, and veterans emerging from homelessness by transforming their empty house into a warm, welcoming and uplifting home with donated furniture and household goods	180 N Saginaw Street Pontiac, MI 48342	27-0410088	1,900	\$45,900.00
<b>Humble Design Headquarters</b>	Serve individuals, families, and veterans emerging from homelessness by transforming their empty house into a warm, welcoming and uplifting home with donated furniture and household goods	180 N Saginaw Street Pontiac, MI 48342	27-0410088	1,900	\$45,900.00
<b>Humble Design San Diego</b>	Serve individuals, families, and veterans emerging from homelessness by transforming their empty house into a warm, welcoming and uplifting home with donated furniture and household goods	180 N Saginaw Street Pontiac, MI 48342	27-0410088	1,900	\$45,900.00
<b>Step Up LA - 7/19</b>	Propel girls living or going to school in under-resourced communities to fulfill their potential by empowering them to become confident, college-bound, career-focused, and ready to join the next generation of professional women	510 South Hewitt Street #111 Los Angeles, California 90013	95-4701468	2,400	\$44,800.00
<b>Beauty 2 Streetz</b>	serve the homeless by providing living necessities and assisting in confidence-building	2820 E 1st Street #5 Long Beach California 90803	83-3908777	2,000	\$44,400.00
<b>Beauty Board</b>	Assist women and single mothers transitioning out of homelessness by helping them look and feel their best before a job interview	1402 Fuerte Heights Lane, El Cajon, CA 92019	47-2031836	2,913	\$43,738.00
<b>Natl. Breast Cancer Foundation - 10/17</b>	Help women affected by breast cancer through early detection, education and support services	2600 Network Blvd Suite 300 Frisco, Texas 75034	75-2391148	2,000	\$41,000.00
<b>Find Your Fab</b>	collect and donate new/never used lipsticks to women who are victims of domestic violence, supporting their healing process and inspiring them to love the person they see in the mirror	302 Smokense Blvd Longwood, FL 32779	81-3388284	1,550	\$40,300.00
<b>Diane Breast Cancer Ctr</b>	Improve the life of breast cancer patients through learning, healing, and discovery,	12801 E 17th Avenue, MS 8117, Room 81.21, Aurora, Colorado 80045	84-6000555	2,000	\$40,000.00
<b>DV Services of Benton/Franklin Counties</b>	Create a healthy community free from all forms of domestic violence	3311 W Clearwater Ave Suite C-140 Kennewick, WA 99336	N/A	1,700	\$37,800.00
<b>Good Shepherd for HomelessWomen &amp; Children</b>	Help children, youth and families face challenges and realize potential through services and programs designed to strengthen neighborhoods	305 7th Ave , 9th Floor, New York, NY, 10001	13-5598710	1,700	\$37,800.00
<b>Lotus House</b>	Provide sanctuary, support, education, tools and resources that empower them to heal, learn, grow and blossom into who they are truly meant to be"	217 NW 15th Street Miami, FL 33136	81-0652266	1,700	\$37,800.00
<b>Safe Horizon</b>	Assist, advocate, and support victims who have experienced domestic violence, child abuse, sexual assault, stalking, human trafficking, youth homelessness and other crimes	2 Lafayette St 3rd Fl New York, New York 10007	13-2946970	1,700	\$37,800.00
<b>Salvation Army</b>	Serve those most in need, without discrimination, and to meet the need of its local community	1621 McGowen St Bldg A Houston, TX 77004	13-3485289	1,700	\$37,800.00
<b>Ovarian Cancer Research - 6/14</b>	Cure ovarian cancer, advocate for patients, and support survivors	1101 14th Street NW Suite 850 Washington, DC 20005	13-3806788	1,350	\$34,200.00
<b>Steven G. Fund</b>	Raise awareness about adolescent and young adult cancer and to find better ways to treat and cure young people,	700 Heron Bay, Avon Lake, Ohio, 44012	80-0637377	1,400	\$33,800.00
<b>Glama Project</b>	Collect makeup products to be donated to senior citizens for the purpose of building confidence and fueling empowerment	10686 Passerine Way, San Diego, California 92121	N/A	1,020	\$32,610.00

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Step Up CHI - 7/19</b>	Propel girls living or going to school in under-resourced communities to fulfill their potential by empowering them to become confident, college-bound, career-focused, and ready to join the next generation of professional women	510 South Hewitt Street #111 Los Angeles, California 90013	95-4701468	1,650	\$31,900 00
<b>Tenaciously Teal</b>	Support cancer fighters through encouraging words, prayer, and care packs filled with helpful items for the fight	720 W Wilshire Blvd Suite 117 OKC, OK 73116	46-5034403	1,200	\$29,580 00
<b>Project 31</b>	Restore lives and families throughout breast cancer	PO Box 5301 Edmond, Oklahoma 73083	26-1077197	1,200	\$29,000 00
<b>Scholar's Academy - 10/24 (?)</b>	Accelerated College Preparatory School to prepare for college and careers of the 21st Century	320 Beach 104 Street, Rockaway Park, NY 11694	N/A	1,200	\$27,800 00
<b>Pink Ribbon Girls</b>	Support and empower those who are currently in the fight against breast and gynecological cancers	15 South Second Street Tipp City OH 45371	32-0020270	790	\$23,670 00
<b>Downtown Women's Center</b>	End homelessness for women in the greater Los Angeles through housing, wellness, employment, and advocacy	442 S San Pedro Street Los Angeles, CA 90013	31-1597223	780	\$19,520 00
<b>Dress for Success</b>	Empower women to achieve economic independence by providing a network of support, professional attire and the development tools to help women thrive in work and in life	32 East 31st St New York, New York 10016	13-4040377	600	\$17,500 00
<b>Step Up NY - 7/19</b>	Propel girls living or going to school in under-resourced communities to fulfill their potential by empowering them to become confident, college-bound, career-focused, and ready to join the next generation of professional women	510 South Hewitt Street #111 Los Angeles, California 90013	95-4701468	900	\$17,400 00
<b>GCSP @ John's Hopkins - 9/20</b>	Improve the lives of women living with gynecologic cancer and to help with the "Little Big Things"	550 North Broadway Suite 701B Baltimore, Maryland 21205	52-0595110	1,000	\$16,000 00
<b>Fighting Cancer</b>	Encourage and provide physical, emotional, and spiritual support to those diagnosed with cancer	8940 Powell Road Charlotte, NC, 28215	27-0936400	600	\$13,500 00
<b>YMCA Bronx</b>	Empower youth, improve health, and strengthen community	2 Castle Hill Ave Bronx, New York 10473	13-1624228	450	\$12,750 00
<b>Beautiful You</b>	Provide support, comfort, confidence, and joy to women and girls during cancer treatments	4643 Alpine Avenue, Suite B Comstock Park, MI 49321	46-5125963	600	\$12,700 00
<b>Cancer Share Network - 10/10</b>	Connect, educate, and empower women affected by breast cancer, ovarian, or metastatic breast cancer, with a special focus on medically underserved communities	165 W 46TH St New York, New York 10036	13-3131914	400	\$11,200 00
<b>North Valley Animal</b>	Work with emergency services to educate the public about disaster preparedness and assist in sheltering and evacuation of animals during a disaster	PO Box 441 Chico, California 95927	06-1672191	400	\$10,350 00
<b>Critical Mass (We Work) - 6/8</b>	Ensure adolescents and young adults have no barriers to survive and thrive after a cancer diagnosis	80 M Street SE Washington, DC 20003	N/A	450	\$10,200 00 ?
<b>Zaching Against Cancer</b>	Improve the quality of life for cancer patients and their caregivers by providing support through direct patient services and programs, scholarships and grants	6700 Alexander Bell Drive #185, Columbia, MD, 21046	46-5231518	400	\$9,750 00
<b>Beautiful You - 9/20</b>	Provide support, comfort, confidence, and joy to women and girls during cancer treatments	4643 Alpine Ave Suite B Comstock Park, Michigan 49321	46-5125963	350	\$9,150 00
<b>Thrive GIVING LA - 10/18</b>				350	\$8,450 00
<b>Sharsheret - 8/31</b>	Offer a community of support to women, of all Jewish backgrounds, diagnosed with breast cancer or at increased genetic risk, by fostering culturally-relevant individualized connections with networks of peers, health professionals, and related resources	1086 Teaneck Road Suite 26, Teaneck, New Jersey 07666	13-4198529	300	\$8,200 00

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Woman to Woman - 8/31</b>	Provide support, financial assistance, advocacy and education for women with gynecologic cancer	325 West 15th Street New York, New York 10011	13-1624096	300	\$8,200.00 PC
<b>Pampered &amp; Pink - 7/5</b>	Bring awareness and education to the various types of breast cancer in and around the community	1945 7th Ave 2N New York, New York 10036	N/A	357	\$7,545.00
<b>Breasties - 7/5</b>	Support young women affected by breast and reproductive concerns through community and friendship	421 8th Ave, New York, New York 10001	82-4267245	355	\$7,390.00 PC
<b>CARE Project</b>	Emotionally and financially support male and female breast cancer patients,	7132 Magnolia Avenue, Ste D, Riverside, CA 92504	47-2257448	250	\$6,850.00 PC
<b>Pink Warrior Angels - 10/5</b>	Alleviate both the financial and emotional impact of breast cancer while also providing a support system to guide patients through-out their journey	PO Box 295 Copperas Cove, Texas 76522	47-4563265	300	\$6,800.00 PC
<b>Ulman Cancer Fund - 9/12</b>	Create a community of support for young adults and their loved ones impacted by cancer	1215 East Fort Avenue Suite 104 Baltimore, Maryland 21230	52-2057636	300	\$6,600.00 PC
<b>Dress for Success - 10/18</b>	Empower women to achieve economic independence by providing a network of support, professional attire and the development tools to help women thrive in work and in life	32 East 31st St New York, New York 10016	13-4040377	250	\$6,500.00 PC
<b>Rosie's Place - 10/17</b>	Provide a safe and nurturing environment that helps poor and homeless women maintain their dignity, seek opportunity and find security in their lives	889 Harrison Ave Boston, Massachusetts 02118	04-2582187	250	\$6,100.00 PC
<b>Thrive Giving LA - 6/8</b>				280	\$6,000.00
<b>Bowery Mission</b>	Be the most effective provider of compassionate care and life transformation for hurting people in New York City	227 Bowery, New York, NY 10002	13-1617086	280	\$5,960.00 PC
<b>Thrive Giving Event Boston - 9/21</b>				235	\$5,480.00
<b>BACC Resource Center - 10/16</b>	Support anyone affected by breast or ovarian cancer through information and empowerment	2335 El Camino Real, Palo Alto, CA 94306	77-0417605	200	\$5,200.00 PC
<b>Casa Myrna - 10/9</b>	Provide shelter and comprehensive support to survivors of domestic and dating violence and their children	38 Wareham St 2nd Floor Boston, Massachusetts 02118	04-2625710	200	\$5,100.00 PC
<b>UCSF Gynecologic Oncology - 8/9</b>	Prepare tomorrow's medical and scientific leaders to transform expectations and approach	220 Montgomery Street, 5th Floor, San Francisco, California 94143	94-2829914	200	\$5,000.00 PC
<b>Pediatric Hem/Onc - 9/20</b>	Committed to innovation and excellence in patient care, teaching, research and service to the community	333 Cedar St, New Haven, Connecticut	N/A	150	\$3,900.00
<b>Power in Pink - 10/16</b>				150	\$3,900.00
<b>RealSelf - 10/16</b>				150	\$3,420.00
<b>Fresh Start Home - 10/16</b>	Empower women experiencing homelessness to change their lives by recognizing and using their strengths to overcome barriers to self-sufficiency	6433 Havelock Ave Lincoln Nebraska 68507	36-3785810	100	\$2,750.00 PC
<b>Living Beauty - 10/16</b>	Empower women to increase their physical wellness and emotional stability while coping with the taxing effects of cancer and chemotherapy	N El Molino Ave Ste 202, Pasadena, CA 91101	20-2914212	150	\$2,700.00 PC
<b>Just Us Girls - 8/31</b>	Provide opportunities for young women to develop healthy lifestyles, advance their knowledge for lifetime learning and build communities of support	1693 Washington Road East Point, Georgia 30344	26-0444388	100	\$2,450.00 PC
<b>Hulagans Kickin' Cancer - 9/20</b>	Ensure that all people impacted by cancer are empowered by knowledge, strengthened by action and sustained by community	19990 South Bundy Drive Suite 100, Los Angeles, CA 90025	33-0287070	120	\$2,320.00 PC
<b>Dana-Farber Cancer Inst. - 9/27</b>	Provide adults and children with cancer with the best treatment available today while developing tomorrow's cures through cutting-edge research	450 Brookline Ave Boston, Massachusetts 02215	04-2263040	70	\$2,030.00 PC

990-PF PART XV AND CALIFORNIA FORM 199 PART II LINE 9

Recipient Org	Mission	Address	Tax ID	Units	\$ Amt
<b>Thrive Giving (DT Women's Center) - 5/3</b>	End homelessness for women in greater Los Angeles through housing, wellness, employment, and advocacy	442 S San Pedro Street, Los Angeles, CA 90013	31-1597223	108	\$1,794 00
<b>Letcher County Cares - 10/18</b>	Provide social services and housing for families who are victims of domestic violence	65 Bentley Ave Whitesburg, Kentucky 41858	61-1349345	60	\$1,710 00
<b>Spoil Me Pink - 6/8</b>	Support women with cancer through makeover events	4 Taryn Court, Woodcliff Lake, NJ 07677	46-2331349	84	\$1,608 00
<b>American Family Children's Hospital - 10/3</b>	Provide specialized care in a healing environment designed especially for pediatric patients and their families	1675 Highland Ave Madison, Wisconsin 53792	N/A	60	\$1,500 00
<b>Thrive Giving LA - 9/12</b>	Help women battling all types of cancer to feel strong and beautiful during and after cancer treatment	2300 SW 1st Ave Suite 104 Portland, Oregon 97201	46-2464012	50	\$1,300 00
<b>Fighting Pretty - 9/20</b>	Remove the doubt breast cancer leaves behind by empowering survivors to take back their lives	2 Myrtle Ave PO Box 241 Allendale NJ 07401	47-2616876	60	\$1,230 00
<b>Beautiful Self - 10/16</b>	Teach women about cancer and funds cutting edge medical research that will increase survival rates, and hopefully cure cancer	PO Box 461759 Los Angeles, CA 90046	27-2248479	50	\$900 00
<b>Ovarian Cancer Circle - 10/16</b>	Serve pediatric oncology patients by providing a little wish that brings hope, comfort, and joy	PO Box 502487 Indianapolis, Indiana 46246	32-0310302	30	\$750 00
<b>Exposure Skate - 9/20</b>	Empower women through skateboarding	1030 Phillips St Vista, California 92083	46-4935624	18	\$468 00
<b>Sunflower Motherhood - 10/9</b>	Make a mother's wellness a bigger part of newborn baby culture	3751 Ticonderoga St San Diego, California 92117	N/A	25	\$250 00
<b>Seattle School Auction</b>		2235 12th Ave W Seattle, WA 98119			\$93 00
	Other				\$840 00
<b>Total FY 2-2019 Donations</b>					<b>\$11,925,535.00</b>