

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

A For the **2018** calendar year, or tax year beginning

and ending

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

HOPEWELL FUND

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1201 CONNECTICUT AVENUE, NW, NO. 300

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20036

F Name and address of principal officer: LEE BODNER
SAME AS C ABOVE

D Employer identification number

47-3681860

E Telephone number

(202) 664-8763

G Gross receipts \$

70,933,162.

H(a) Is this a group return

for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)() (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.HOPEWELLFUND.ORG/

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2015

M State of legal domicile: DC

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a)	3
	4	Number of independent voting members of the governing body (Part VI, line 1b)	2
	5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	92
	6	Total number of volunteers (estimate if necessary)	28
		7a	Total unrelated business revenue from Part VIII, column (C), line 12
7b		Net unrelated business taxable income from Form 990-T, line 38	7,529.
Revenue	8	Contributions and grants (Part VIII, line 1h)	130,469,297.
	9	Program service revenue (Part VIII, line 2g)	64,615,634.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	96,000.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	25,349.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,848,109.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	24,647.
Expenses	14	Benefits paid to or for members (Part IX, column (A), line 4)	173,875.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	21,562,711.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	60,039,868.
	17	Total fundraising expenses (Part IX, column (D), line 25) ▶ 100,830.	0.
	18	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	5,769,609.
	19	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	12,151,067.
Net Assets or Fund Balances	20	Revenue less expenses. Subtract line 18 from line 12	28,843,397.
	21	Total assets (Part X, line 16)	101,772,896.
	22	Total liabilities (Part X, line 26)	-11,220,823.
	23	Net assets or fund balances. Subtract line 21 from line 20	116,226,461.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer: LEE BODNER, BOARD CHAIR Date: _____

Paid Preparer Print/Type preparer's name: YONG ZHANG, CPA Preparer's signature: _____ Date: _____ Check if self-employed ☐ PTIN: 01249785

Use Only Firm's name: RSM US LLP Firm's address: 1861 INTERNATIONAL DRIVE, SUITE 400 MCLEAN, VA 22102 Firm's EIN: 42-0714325

Phone no. 703-336-6400

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments☒ X

Check if Schedule O contains a response or note to any line in this Part III

- 1** Briefly describe the organization's mission:
SEE SCHEDULE O

- 2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.
- 3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.
- 4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 59,723,209. including grants of \$ 51,227,478.) (Revenue \$ 23,731.)
CIVIL RIGHTS, SOCIAL ACTION, AND ADVOCACY: HOPEWELL'S PORTFOLIO OF
CIVIL RIGHTS, SOCIAL ACTION, AND ADVOCACY FOCUS AREAS INCLUDE
ADDRESSING INCOME INEQUALITY, IMPROVING CIVIC ENGAGEMENT AMONG
TRADITIONALLY UNDERREPRESENTED GROUPS, AND ADVANCING STATE LEVEL
ECONOMIC AND DEMOCRACY REFORMS.

4b (Code:) (Expenses \$ 12,010,520. including grants of \$ 8,812,390.) (Revenue \$ 206,066.)
HEALTH: HOPEWELL'S PORTFOLIO OF HEALTH FOCUS AREAS INCLUDE WOMEN'S
HEALTH, HEALTHCARE ACCESS, AND REDUCING HEALTH DISPARITIES AND
AVOIDABLE INFANT MORTALITY.

4c (Code:) (Expenses \$ 831,645. including grants of \$) (Revenue \$)
INTERNATIONAL DEVELOPMENT AND FOREIGN AFFAIRS: HOPEWELL FUND'S
INTERNATIONAL DEVELOPMENT & FOREIGN AFFAIRS PORTFOLIO INCLUDES PROJECTS
FOCUSED ON PREVENTING AND REDUCING TARGETED GROUP VIOLENCE, AND
RESEARCHING AND PROVIDING PUBLIC EDUCATION ON UNITED STATES FOREIGN
POLICY AND ITS IMPACTS.

4d Other program services (Describe in Schedule O.)
(Expenses \$ 2,510,502. including grants of \$) (Revenue \$ 25,000.)

4e Total program service expenses **75,075,876.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		X
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations?		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 92		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		
15 Is the organization 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? If "Yes," see instructions and file Form 4720, Schedule N.	15		X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O.	16		X

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI ☒ X

Section A. Governing Body and Management

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.														
b Enter the number of voting members included in line 1a, above, who are independent														
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?													X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?													X	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?														X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?														X
6 Did the organization have members or stockholders?														X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?														X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?														X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:														
a The governing body?										X				
b Each committee with authority to act on behalf of the governing body?										X				
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O														X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	10a	10b	11a	11b	12a	12b	12c	13	14	15a	15b	16a	16b	Yes	No
10a Did the organization have local chapters, branches, or affiliates?															X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?															
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?															
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.															
12a Did the organization have a written conflict of interest policy? If "No," go to line 13															
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?															
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done															
13 Did the organization have a written whistleblower policy?															
14 Did the organization have a written document retention and destruction policy?															
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?															
a The organization's CEO, Executive Director, or top management official															X
b Other officers or key employees of the organization															X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).															
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?															X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?															

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ☒ CA, DC

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records ☒ ARABELLA ADVISORS - 202-595-1020
1201 CONNECTICUT AVENUE, NW, NO. 300, WASHINGTON, DC 20036

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order:

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

[illegible]

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

3	Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>			X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>			X

Section B. Independent Contractors

Section B. Independent Contractors		
1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.		
(A) Name and business address	(B) Description of services	(C) Compensation
ARABELLA ADVISORS, 1201 CONNECTICUT AVE NW NO. 300, WASHINGTON, DC 20036	MANAGEMENT AND CONSULTING	3,763,563.
BENENSON STRATEGY CORP, 501 SANTA MONICA BLVD STE 600, SANTA MONICA, CA 90401	CONSULTING	1,191,746.
BELLWETHER EDUCATION PARTNERS INC, 517 BOSTON POST RD UNIT 171, SUDBURY, MA 01776	CONSULTING	463,000.
SKDKNICKERBOCKER LLC 1150 18TH ST STE 800, WASHINGTON, DC 20036	CONSULTING	427,646.
PRECISION STRATEGIES, LLC, 901 NEW YORK AVE NW STE 530, WASHINGTON, DC 20001	CONSULTING	320,788.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization		20

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	64,615,634.				
	g Noncash contributions included in lines 1a-1f: \$		22,842,838.				
	h Total. Add lines 1a-1f			64,615,634.			
Program Service Revenue	2 a CONSULTING REVENUE	Business Code	900099	254,796.	254,796.		
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			254,796.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,348,857.		
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6 a Gross rents		(i) Real	(ii) Personal				
b Less: rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7 a Gross amount from sales of assets other than inventory		(i) Securities	(ii) Other				
b Less: cost or other basis and sales expenses				4,540,000.			
c Gain or (loss)				4,040,748.			
d Net gain or (loss)				499,252.			499,252.
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18		a					
b Less: direct expenses		b					
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19		a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances		a					
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
11 a OTHER INCOME		900099	173,875.			173,875.	
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			173,875.				
12 Total revenue. See instructions			66,892,414.	254,796.	0.	2,021,984.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	58,434,868.	58,434,868.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	1,605,000.	1,605,000.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	24,212.		24,212.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,698,575.	4,680,933.		17,642.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	155,795.	155,210.		585.
9 Other employee benefits	608,791.	606,505.		2,286.
10 Payroll taxes	355,948.	354,612.		1,336.
11 Fees for services (non-employees):				
a Management	5,402,995.	2,674,841.	2,728,154.	
b Legal	162,402.	155,859.	6,543.	
c Accounting	24,850.		24,850.	
d Lobbying	33,873.	33,873.		
e Professional fundraising services. See Part IV, line 17	78,981.			78,981.
f Investment management fees	92,857.		92,857.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,577,171.	3,566,454.	10,717.	
12 Advertising and promotion	1,029,109.	1,029,109.		
13 Office expenses	103,344.	95,431.	7,913.	
14 Information technology	154,026.	140,925.	13,101.	
15 Royalties				
16 Occupancy	285,864.	285,864.		
17 Travel	644,587.	643,017.	1,570.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	135,795.	135,795.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	16,361.	16,361.		
23 Insurance	9,103.		9,103.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a LOSS ON UNCOLLECTIBLE R	308,981.	308,981.		
b				
c				
d				
e All other expenses	169,749.	152,238.	17,511.	
25 Total functional expenses. Add lines 1 through 24e	78,113,237.	75,075,876.	2,936,531.	100,830.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	116,495,588.	1	49,836,249.
	2 Savings and temporary cash investments		2	16,002,871.
	3 Pledges and grants receivable, net	1,228,273.	3	1,620,416.
	4 Accounts receivable, net	30,043.	4	63,624.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	1,591,474.	7	1,768,413.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	46,373.	9	20,425.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 129,927.		
	b Less: accumulated depreciation	10b 17,903.		
	11 Investments - publicly traded securities	30,958.	10c	112,024.
	12 Investments - other securities. See Part IV, line 11		11	60,871,295.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	2,780.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	119,425,489.	15	3,440.	
Liabilities	17 Accounts payable and accrued expenses	1,430,089.	16	130,298,757.
	18 Grants payable	1,012,496.	17	1,003,475.
	19 Deferred revenue		18	23,007,467.
	20 Tax-exempt bond liabilities		19	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		21	
	23 Secured mortgages and notes payable to unrelated third parties		22	
	24 Unsecured notes and loans payable to unrelated third parties		23	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	756,443.	24	
	26 Total liabilities. Add lines 17 through 25	3,199,028.	25	865,285.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		26
27 Unrestricted net assets		99,778,959.	27	69,288,428.
28 Temporarily restricted net assets		16,447,502.	28	36,134,102.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		116,226,461.	33	105,422,530.
34 Total liabilities and net assets/fund balances		119,425,489.	34	130,298,757.

Part XI Reconciliation of Net Assets☒

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	66,892,414.
2	Total expenses (must equal Part IX, column (A), line 25)	2	78,113,237.
3	Revenue less expenses. Subtract line 2 from line 1	3	-11,220,823.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	116,226,461.
5	Net unrealized gains (losses) on investments	5	192,113.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	224,779.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	105,422,530.

Part XII Financial Statements and Reporting☒

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? _____

If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

- b** Were the organization's financial statements audited by an independent accountant? _____

If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____

- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2018)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
 ▶ Attach to Form 990 or Form 990-EZ.

► Go to www.irs.gov/Form990 for instructions and the latest information.

2018

Open to Public Inspection

47-3681860

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
9 ☐ An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
10 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
12 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations

g Provide the following information about the supported organization(s).

Information about the supported organization(s).						
(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")		6,895,270.	16,579,022.	30,469,297.	64,615,634.	118,559,223.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3		6,895,270.	16,579,022.	30,469,297.	64,615,634.	118,559,223.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						11,569,487.
6 Public support. Subtract line 5 from line 4.						106,989,736.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4		6,895,270.	16,579,022.	30,469,297.	64,615,634.	118,559,223.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources		1.		24,883.	1,348,857.	1,373,741.
9 Net income from unrelated business activities, whether or not the business is regularly carried on		833.				833.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)			1,052.	24,647.	173,875.	199,574.
11 Total support. Add lines 7 through 10						120,133,371.
12 Gross receipts from related activities, etc. (see instructions)					12	350,796.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/> X

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2018. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2017. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2017. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2018. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2017. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

- 1** Are all of the organization's supported organizations listed by name in the organization's governing documents? *If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.*
- 2** Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? *If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).*
- 3a** Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? *If "Yes," answer (b) and (c) below.*
- b** Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? *If "Yes," describe in Part VI when and how the organization made the determination.*
- c** Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? *If "Yes," explain in Part VI what controls the organization put in place to ensure such use.*
- 4a** Was any supported organization not organized in the United States ("foreign supported organization")? *If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.*
- b** Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? *If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.*
- c** Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? *If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.*
- 5a** Did the organization add, substitute, or remove any supported organizations during the tax year? *If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).*
- b** **Type I or Type II only.** Was any added or substituted supported organization part of a class already designated in the organization's organizing document?
- c** **Substitutions only.** Was the substitution the result of an event beyond the organization's control?
- 6** Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? *If "Yes," provide detail in Part VI.*
- 7** Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).*
- 8** Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? *If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).*
- 9a** Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? *If "Yes," provide detail in Part VI.*
- b** Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? *If "Yes," provide detail in Part VI.*
- c** Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? *If "Yes," provide detail in Part VI.*
- 10a** Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? *If "Yes," answer 10b below.*
- b** Did the organization have any excess business holdings in the tax year? *(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)*

	Yes	No
1		
2		
3a		
3b		
3c		
4a		
4b		
4c		
5a		
5b		
5c		
6		
7		
8		
9a		
9b		
9c		
10a		
10b		

Part IV Supporting Organizations *(continued)*

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		
	11a	
	11b	
	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		
	1	
	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		
	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		
	1	
	2	
	3	

Section E. Type III Functionally Integrated Supporting Organizations

- 1** Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
- a** ☐ The organization satisfied the Activities Test. Complete line 2 below.
- b** ☐ The organization is the parent of each of its supported organizations. Complete line 3 below.
- c** ☐ The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

- a** Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*
- b** Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? *If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.*
- 3** Parent of Supported Organizations. Answer (a) and (b) below.
- a** Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? *Provide details in Part VI.*
- b** Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? *If "Yes," describe in Part VI the role played by the organization in this regard.*

	Yes	No
2a		
2b		
3a		
3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI.) **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount		Current Year	
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 ☐ Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)**Section D - Distributions**

	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2018 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)

	(i) Excess Distributions	(ii) Underdistributions Pre-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2019. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

Schedule A (Form 990 or 990-EZ) 2018

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information.
(See instructions.)

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

OTHER INCOME

2016 AMOUNT: \$ 1,052.

2017 AMOUNT: \$ 24,647.

2018 AMOUNT: \$ 173,875.

SCHEDULE A, PART II, LINE 1:

THE ORGANIZATION RECEIVED AN UNUSUAL GRANT, UNDER REGULATION SECTION

1.509(A)-3(C)(4), IN THE AMOUNT OF \$100,000,000 DURING THE TAX YEAR,

AND IS THEREFORE EXCLUDED FROM SCHEDULE A, PART II, LINE 1.

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

2018

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (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 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 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

Employer identification number

47-3681860

HOPEWELL FUND

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		\$ 28,871,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 2,260,960.	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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HOPEWELL FUND

47-3681860

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

47-3681860

HOPEWELL FUND

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 info. once.) ▶ \$ _____

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2018
Open to Public Inspection

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

HOPEWELL FUND

Employer identification number

47-3681860

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political campaign activity expenditures

3 Volunteer hours for political campaign activities

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955

2 Enter the amount of any excise tax incurred by organization managers under section 4955

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?

☐ Yes ☐ No
☐ Yes ☐ No

4a Was a correction made?

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b

4 Did the filing organization file Form 1120-POL for this year?

☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

LHA

832041 11-08-18

Schedule C (Form 990 or 990-EZ) 2018

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.															
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2018

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?	X		
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c Media advertisements?	X		102,111.
d Mailings to members, legislators, or the public?	X		737.
e Publications, or published or broadcast statements?	X		6,940.
f Grants to other organizations for lobbying purposes?	X		2,386,509.
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		16,927.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		28,855.
i Other activities?	X		23,747.
j Total. Add lines 1c through 1i			2,565,826.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?		
5 Taxable amount of lobbying and political expenditures (see instructions)	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

HOPEWELL HAS CONDUCTED LOBBYING ACTIVITIES WITH RESPECT TO LEGISLATION

RELATED TO ENVIRONMENTAL, EDUCATION, HEALTH, FOREIGN AID, TAX REFORM,

AND OTHER ISSUES.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2018
Open to Public Inspection

Name of the organization

HOPEWELL FUND

Employer identification number
47-3681860

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	1	
2 Aggregate value of contributions to (during year)	0.	
3 Aggregate value of grants from (during year)	33,773,774.	
4 Aggregate value at end of year	68,757,089.	

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☒ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☒ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2018

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☐ %
 b Permanent endowment ☐ %
 c Temporarily restricted endowment ☐ %

The percentages on lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		129,927.	17,903.	112,024.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				112,024.

Schedule D (Form 990) 2018

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO RELATED PARTY	865,285.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	865,285.
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	66,991,670.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	192,113.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	192,113.
3	Subtract line 2e from line 1		3	66,799,557.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	92,857.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	92,857.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	66,892,414.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	77,795,601.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	-224,779.	
e	Add lines 2a through 2d		2e	-224,779.
3	Subtract line 2e from line 1		3	78,020,380.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	92,857.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	92,857.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	78,113,237.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE FUND IS GENERALLY EXEMPT FROM FEDERAL INCOME TAXES UNDER THE

PROVISIONS OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE).

IN ADDITION, THE FUND QUALIFIES FOR CHARITABLE CONTRIBUTIONS DEDUCTIONS

AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE

FOUNDATION. INCOME WHICH IS NOT RELATED TO EXEMPT PURPOSES, LESS

APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE INCOME TAXES. THERE

WAS NO TAX LIABILITY FOR UNRELATED BUSINESS INCOME FOR THE YEARS ENDING

DECEMBER 31, 2018 AND 2017. ACCORDINGLY, NO PROVISION FOR INCOME TAXES HAS

BEEN MADE IN THE ACCOMPANYING FINANCIAL STATEMENTS.

THE FUND'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL

Part XIII Supplemental Information *(continued)*

AND STATE AUTHORITIES. THE FUND IS NOT AWARE OF ANY ACTIVITIES THAT WOULD
JEOPARDIZE ITS TAX-EXEMPT STATUS. THE FUND IS NOT SUBJECT TO INCOME TAX
EXAMINATIONS FOR THE U.S. FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR
YEARS BEFORE DECEMBER 31, 2015.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RETURN OF GRANT FUNDS	52,000.
REFUND OF PRIOR YEARS' GRANTS	-276,779.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	-224,779.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018Open to Public
Inspection

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	GRANTMAKING		500,000.
MIDDLE EAST AND NORTH AFRICA	0	0	GRANTMAKING		1,105,000.
3 a Subtotal	0	0			1,605,000.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			1,605,000.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2018

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of noncash assistance	(h) Description of noncash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND) - ALBANIA, ANDORRA,	CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY	500,000.		0.		
		NORTH AMERICA	CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY	1,100,000.		0.		
		NORTH AMERICA	CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY	5,000.		0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3

3 Enter total number of other organizations or entities

0

Schedule F (Form 990) 2018

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 16.
 Part III can be duplicated if additional information is provided.

Part III can be duplicated if additional space is needed.

[illegible]

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; don't file with Form 990)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; don't file with Form 990)* ☐ Yes ☒ No

Schedule F (Form 990) 2018

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

PART I, LINE 2:

FOR MOST GRANTS CONTRIBUTED, THE ORGANIZATION REQUIRES THAT ORGANIZATIONS
RECEIVING FUNDS SUBMIT A PROPOSAL AND PROVIDE POST-GRANT REPORTS.

FOR NON PUBLIC CHARITY ORGANIZATIONS, THE ORGANIZATION GENERALLY REQUIRES

A WRITTEN PROPOSAL DESCRIBING HOW THE GRANT FUNDS WILL BE USED. THE
ORGANIZATION CONDUCTS A PRE-GRANT INQUIRY TO EVALUATE THE GRANTEE. ALL

GRANTS ARE SUBJECT TO A WRITTEN GRANT AGREEMENT THAT IMPOSE REPORTING

OBLIGATIONS, REQUIRE FUNDS BE USED SOLELY AS SPECIFIED IN THE PROPOSAL,

AND REQUIRING THAT FUNDS BE RETURNED IF NOT SPENT APPROPRIATELY OR IF

REPORTS AREN'T FILED AS REQUIRED.

PART I, LINE 3:

THE ORGANIZATION USES GAAP TO REPORT FOREIGN EXPENDITURES.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2018

Open to Public Inspection

▶ **Attach to Form 990 or Form 990-EZ.**

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

Part I Fundraising Activities. Complete if the organization answered "Yes" on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations
e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes☐ No

- b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
BETH GRUPP ASSOCIATES LLC - BOX 60185CAPITOL SUITES,	PROVIDED STRATEGIC GUIDANCE ON HOW TO		X	0.	77,500.	-77,500.
					77,500.	-77,500.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
SEE PART IV FOR CONTINUATIONS

Schedule G (Form 990 or 990-EZ) 2018

Part II Fundraising Events. Complete if the organization answered "Yes" on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				
	11 Net income summary. Subtract line 10 from line 3, column (d)				

Part III Gaming. Complete if the organization answered "Yes" on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No _____ %	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No _____ %	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No _____ %	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? _____

☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? _____

☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity conducted in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name Address

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?
- ☐
- Yes
- ☐
- No

- b If "Yes," enter the amount of gaming revenue received by the organization \$ and the amount of gaming revenue retained by the third party \$
- c If "Yes," enter name and address of the third party:

Name Address

16 Gaming manager information:

Name Gaming manager compensation \$ Description of services provided ☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year \$

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: BETH GRUPP ASSOCIATES LLC

(I) ADDRESS OF FUNDRAISER: BOX 60185 CAPITOL SUITES, WASHINGTON, DC 20039

(II) ACTIVITY: PROVIDED STRATEGIC GUIDANCE ON HOW TO FUNDRAISE

Schedule G (Form 990 or 990-EZ)		ROPEWELL FUND	
Part IV	Supplemental Information <i>(continued)</i>		

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

**Open to Public
Inspection**

Name of the organization

HOPEWELL FUND

Employer identification number
47-3681860

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
WHOLE WOMAN'S HEALTH OF PEORIA, LLC - 7405 N. UNIVERSITY ST. - ST. PEORIA, IL 61614	47-4198178	LLC C	5,000.	0.			HEALTH
LEAGUE OF WOMEN VOTERS OF SACRAMENTO COUNTY - 921 11TH STREET SUITE 700 - SACRAMENTO, CA 95814	94-6088110	501(C)(3)	5,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
UNITED FOR A NEW ECONOMY 7760 W 38TH SUITE # 200 WHEAT RIDGE, CO 80033	26-0019190	CORPORATION - C	5,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ASIAN RESOURCES INC 5100 EL PARAISO AVENUE SACRAMENTO, CA 95824	94-2658135	501(C)(3)	5,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA - 3541 WALNUT STREET, 5TH FLOOR, FRANKLIN BUILDING - PHILADELPHIA, PA 19104-6205	23-1352685	501(C)(3)	5,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NATIONAL LEAGUE OF CITIES 660 N CAPITOL STREET NW SUITE 450 WASHINGTON, DC 20001	53-0226780	CORPORATION - C	5,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 106.
- 3 Enter total number of other organizations listed in the line 1 table 49.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2018)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SACRAMENTO AREA CONGREGATIONS TOGETHER - 2409 15TH STREET - SACRAMENTO, CA 95818	94-3146797	501(C)(3)	7,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
RESOURCES FOR INDEPENDENCE CENTRAL VALLEY - 3008 N. FRESNO STREET - FRESNO, CA 93703	94-2328156	501(C)(3)	8,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
SOLID GROUND WASHINGTON 1501 N. 45TH ST. SEATTLE, WA 98103-6708	23-7421892	501(C)(3)	8,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MI FAMILIA VOTA EDUCATION FUND 1710 E. INDIAN SCHOOL ROAD, SUITE 1 PHOENIX, AZ 85016	20-0182824	501(C)(3)	8,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ACCE INSTITUTE 3655 S. GRAND AVE #250 LOS ANGELES, CA 90007	27-1487442	501(C)(3)	8,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
GREATER SACRAMENTO URBAN LEAGUE 3725 MARYSVILLE BLVD SACRAMENTO, CA 95838	94-1686314	501(C)(3)	8,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FREE PRESS, INC 40 MAINE ST. STE 301 FLORENCE, MA 01062	41-2106721	501(C)(3)	9,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE RULES FOUNDATION 13223 BLACK MOUNTAIN ROAD SUITE 394 SAN DIEGO, CA 92129	46-1167555	CORPORATION - C	10,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FREED CENTER FOR INDEPENDENT LIVING - 2059 NEVADA CITY HWY #102 - GRASS VALLEY, CA 95945	68-0085639	501(C)(3)	12,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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WASHINGTON STATE BUDGET AND POLICY CENTER - 1402 3RD AVE, STE 1215 - SEATTLE, WA 98101	72-1612982	UNDETERMINED	12,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
JAKARA MOVEMENT 6089 N. 1ST STREET #102 FRESNO, CA 93710	26-3225754	501(C)(3)	14,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
RED RIVER WOMEN'S CLINIC 512 1ST AVENUE NORTH FARGO, ND 58102	81-3813439	CORPORATION - S	14,941.	0.			HEALTH
COLORADO CENTER ON LAW AND POLICY 789 SHERMAN STREET, SUITE 300 DENVER, CO 80203	84-1264154	501(C)(3)	15,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FAIR DEMOCRACY 918 PENNSYLVANIA AVE. SE WASHINGTON, DC 20003	82-2747849	OTHER	15,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117	04-3236982	CORPORATION - C	15,000.	0.			HEALTH
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO, IL 60603	36-2177139	501(C)(3)	15,000.	0.			YOUTH DEVELOPMENT AND EDUCATION
JAIN FAMILY INSTITUTE 48 EAST 82ND STREET NEW YORK, NY 10028	47-4407203	501(C)(3)	16,200.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
JANNUS, INC 1607 W. JEFFERSON ST. BOISE, ID 83702	81-6035382	501(C)(3)	17,250.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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MONTANA BUDGET AND POLICY CENTER 101 N. LAST CHANCE GULCH #220 HELENA, MT 59601	80-0624179	CORPORATION - C	17,250.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ULTRAVIOLET EDUCATION FUND PO BOX 34756 WASHINGTON, DC 20043	47-1872208	501(C)(3)	19,250.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MICHIGAN LEAGUE FOR PUBLIC POLICY 1223 TURNER STREET LANSING, MI 48906	38-1360557	501(C)(3)	20,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
HEALTHQUARTERS PO BOX 7050 BEVERLY, MA 01915	04-2475363	501(C)(3)	20,000.	0.			HEALTH
WORKING PEOPLE OF COLORADO 1665 GRANT ST. 2ND FLOOR DENVER, CO 80202	82-4588576	501(C)(4)	20,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
POLICY MATTERS OHIO 3631 PERKINS AVE SUITE 4C-EAST CLEVELAND, OH 44113	34-1921881	CORPORATION - C	20,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ASIAN AMERICANS ADVANCING JUSTICE-ASIAN LAW CAUCUS - 55 COLUMBUS AVE. - SAN FRANCISCO, CA 94111	94-2176139	501(C)(3)	20,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NEW YORK UNIVERSITY 105 E. 17TH ST. NEW YORK, NY 10003	13-5562308	501(C)(3)	21,634.	0.			YOUTH DEVELOPMENT AND EDUCATION
COLORADO FISCAL INSTITUTE 1905 SHERMAN SUITE 225 DENVER, CO 80203	46-1281109	501(C)(3)	22,250.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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CHINESE FOR AFFIRMATIVE ACTION 17 WALTER U. LUM PLACE SAN FRANCISCO, CA 94108	94-2161304	501(C)(3)	24,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
BOULDER VALLEY WOMEN'S HEALTH CENTER - 2855 VALMONT RD - BOULDER, CO 80301	84-0645786	501(C)(3)	24,400.	0.			HEALTH
PUBLIC KNOWLEDGE 1818 N STREET NW ST. 410 STE 410 WASHINGTON, DC 20036	52-2336690	501(C)(3)	24,479.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FAITH IN PUBLIC LIFE, INC 1990 M ST. SUITE 740 WASHINGTON, DC 20036	20-3798596	CORPORATION - C	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
OHIO ORGANIZING COLLABORATIVE 23 E BOARDMAN ST, STE 230 YOUNGSTOWN, OH 44503	26-1601472	CORPORATION - C	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
LATINOS UNITED FOR A NEW AMERICA LUNA - 905 EL RIO DR - SAN JOSE, CA 95125	46-5043077	501C3	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FOUNDATION TO PROMOTE OPEN SOCIETY 224 WEST 57TH STREET NEW YORK, NY 10019	26-3753801	501(C)(3)	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - 1156 HIGH ST. - SANTA CRUZ, CA 95060	94-3067788	501(C)(3)	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NETWORK EDUCATION PROGRAM 820 FIRST ST NE SUITE 350 WASHINGTON, DC 20002	52-1307764	501(C)(3)	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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MOMSRISING EDUCATION FUND 12011 BEL-RED RD STE 100B BELLEVUE, WA 98005	45-2499952	501(C)(3)	25,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
WOMEN'S HEALTH CENTER OF DULUTH PA 32 EAST FIRST ST STE 300 DULUTH, MN 55802	41-1444270	501C3	25,412.	0.			HEALTH
MAINE CENTER FOR ECONOMIC POLICY ONE WESTON CT. SUITE 103 AUGUSTA, ME 04330	22-3317572	501(C)(3)	30,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
JOAN G. LOVERING HEALTH CENTER 559 PORTSMOUTH AVE GREENLAND, NH 03840	22-2572590	501(C)(3)	30,000.	0.			HEALTH
CEDAR RIVER CLINIC 106 EAST E STREET YAKIMA, WA 98901-2312	91-1083929	501(C)(3)	35,000.	0.			HEALTH
SOUTHERN TIER WOMEN'S HEALTH SERVICES LLC - 149 VISTAL PKWY W PO642 - VESTAL, NY 13850	83-1790698	LLC P	35,000.	0.			HEALTH
THE FUND FOR A HEALTHIER COLORADO 1536 WYNKOOP SUITE 224 DENVER, CO 80202	47-4101801	501(C)(3)	37,972.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
A CAPITAL WOMEN'S HEALTH CLINIC 1511 STARLING DR HENRICO, VA 23235	62-1855598	CORPORATION - S	38,055.	0.			HEALTH
UNIVERSITY OF NEW MEXICO HEALTH SERVICES CENTER - 1 UNIVERSITY OF NEW MEXICO MSC01 1300 - ALBUQUERQUE, NM 87131	85-6000642	OTHER	39,412.	0.			HEALTH

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CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET SUITE 310 SACRAMENTO, CA 95814	68-0346784	501(C)(3)	40,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
CAPITAL CARE NETWORK OF TOLEDO 1160 W SYLVANIA HWY TOLEDO, OH 43612	27-3490865	LLC S	40,000.	0.			HEALTH
WHOLE WOMAN'S HEALTH ALLIANCE INC 1101 EAST MARKET ST SUITE 200 CHARLOTTESVILLE, VA 22902	46-5318393	501(C)(3)	42,000.	0.			HEALTH
INSTITUTE FOR THE FUTURE 201 HAMILTON AVE PALO ALTO, CA 94301	95-2540449		50,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NATIONAL ACADEMY OF SOCIAL INSURANCE - 1200 NEW HAMPSHIRE AVE NW SUITE 830 - WASHINGTON, DC 20036	52-1451753		50,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
STREET ART ANARCHY INC 530 DIVISADERO ST. #304 SAN FRANCISCO, CA 94117	82-4836781	CORPORATION - C	51,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE HOPE CLINIC FOR WOMEN LTD 1602 21ST ST GRANITE CITY, IL 62040	37-1017984	S CORP	52,000.	0.			HEALTH
BLUE MORNING INC 4300 OLD THREE NOTCH'D RD. CHARLOTTESVILLE, VA 22901	82-4479726	501(C)(3)	54,217.	0.			CAPACITY BUILDING
TRUST WOMEN FOUNDATION INC PO BOX 3222 WICHITA, KS 67201	27-3246473	501(C)(3)	58,797.	0.			HEALTH

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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HISPANIC FEDERATION, INC. 55 EXCHANGE PLACE, 5TH FLOOR NEW YORK, NY 10005	13-3573852	OTHER	58,800.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
DESERT STAR FAMILY PLANNING 1526 W GLENDALE AVE STE 109 PHOENIX, AZ 85021	46-2626520	LLC C	63,460.	0.			HEALTH
CATHOLIC CLIMATE COVENANT 415 MICHIGAN AVENUE NE STE. 260 WASHINGTON, DC 20017	81-1503864	501(C)(3)	66,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
JOHN D. AND CATHERINE T. MACARTHUR FOUNDATION - 140 SOUTH DEARBORN ST. - CHICAGO, IL 60603-5285	23-7093598	501(C)(3)	68,981.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
EMMA GOLDMAN CLINIC 227 N. DUBUQUE ST. IOWA CITY, IA 52445	42-1009939	501(C)(3)	69,675.	0.			HEALTH
DEFENDING DEMOCRACY TOGETHER 2200 WILSON BOULEVARD, SUITE 102-27 ARLINGTON, VA 22201	82-3877328	CORPORATION - C	75,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
SPRINGBOARD TO OPPORTUNITIES 3000 OLD CANTON RD, SUITE 470 JACKSON, MS 39216	46-1917760	501(C)(3)	75,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
WASHINGTON CENTER FOR EQUITABLE GROWTH, INC. - 1500 K ST NW #850 - WASHINGTON, DC 20005	47-4464400	CORPORATION - S	75,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
INSTITUTE ON TAXATION AND ECONOMIC POLICY - 1616 P ST NW #200 - WASHINGTON, DC 20036	04-3688165	501(C)(3)	75,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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PICO NATIONAL NETWORK 999 NORTH CAPITOL NE, SUITE 200 WASHINGTON, DC 20002	94-2206497	501(C)(3)	76,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
CHILDRENS GUILD 6802 MCCLEAN BLVD PARKVILLE, MD 21234	52-0634411	501(C)(3)	77,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
GYNECOLOGY AND MORE, INC. 1933 W 60TH STREET HIALEAH, FL 33012	47-3182343	CORPORATION - S	83,050.	0.			HEALTH
AANCHOR HEALTH CENTER, LTD. P.O. BOX 1025 ARLINGTON HEIGHTS, IL 60006	36-4414552	CORPORATION - C	83,325.	0.			GENERAL
THE TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW - 615 WEST 131ST STREET, 3RD FLOOR - NEW YORK, NY 10027	13-5598093	501(C)(3)	85,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
METROPOLITAN PLANNING COUNCIL 140 S DEARBORN ST SUITE 1400 CHICAGO, IL 60603	36-2382849	CORPORATION - S	85,875.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FAMILY PLANNING ASSOCIATION OF MAINE - PO BOX 587 - AUGUSTA, ME 04401	01-0317679	501C3	99,513.	0.			HEALTH
ASPEN INSTITUTE 1 DUPONT CIRCLE NW, SUITE 700 WASHINGTON, DC 20036	84-0399006	501(C)(3)	100,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ALLEGHENY REPRODUCTIVE HEALTH CENTER - 5910 KIRKWOOD ST PITTSBURGH, PA 15206	82-0598328	CORPORATION - S	100,000.	0.			HEALTH

Schedule I (Form 990)

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BLUE MOUNTAIN CLINIC 610 N. CALIFORNIA MISSOULA, MT 59802	81-0365291	501(C)(3)	100,000.	0.			HEALTH
COLUMBUS WOMEN'S HEALTH ORGANIZATION - 3850 ROSEMONT DR - COLUMBUS, GA 31904	27-3509644	CORPORATION - C	100,000.	0.			HEALTH
ALLENTOWN WOMEN'S CENTER 31 S COMMERCE WAY SUITE 100 BETHLEHEM, PA 18017	23-2073222	CORPORATION - S	100,000.	0.			HEALTH
HEKTOEN INSTITUTE FOR MEDICAL RESEARCH - 2240 W. OGDEN AVE. 2ND FLOOR - CHICAGO, IL 60612	36-2244897	501(C)(3)	108,244.	0.			GENERAL
LEAGUE OF WOMEN VOTERS OF SOUTHERN NEVADA - P.O. BOX 46901 - LAS VEGAS, NV 89114	94-2591461	501(C)(3)	110,800.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
WOMEN'S HEALTH SERVICES PC 111 HOWARD ST BROOKLINE, MA 02446	04-3150652	CORPORATION - S	113,234.	0.			HEALTH
LEADERSHIP NOW PROJECT 1401 K ST NW SUITE 900 WASHINGTON, DC 20005	82-1780610	CORPORATION - C	119,953.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MARYLAND FAMILY NETWORK, INC 1001 EASTERN AVE 2ND FLOOR BALTIMORE, MD 21202	52-1486702	501(C)(3)	120,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MARYLAND CITIZENS HEALTH INITIATIVE EDUCATION FUND INC - 2600 ST. PAUL STREET - BALTIMORE, MD 21218	52-2173223	501(C)(3)	125,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990) HOPEWELL FUND

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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AMERICA VOTES AMERICA VOTES 1155 CONNECTICUT AVE WASHINGTON, DC 20036	26-4568349	501(C)(4)	125,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE ENERGY FOUNDATION 301 BATTERY STREET 5TH FLOOR SAN FRANCISCO, CA 94111	94-3126848	501(C)(3)	125,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ALLIANCE FOR A JUST SOCIETY 3518 S. EDMUNDS STREET SEATTLE, WA 98118	91-1635554	CORPORATION - C	126,063.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ADVANTAGE HEALTH CARE LTD P.O. BOX 1025 ARLINGTON HEIGHTS, IL 60006	36-4167859	CORPORATION - C	129,250.	0.			GENERAL
MICHIGAN AVENUE CENTER FOR HEALTH, LTD - P.O. BOX 1025 - ARLINGTON HEIGHTS, IL 60006	61-1466865	CORPORATION - C	137,575.	0.			GENERAL
THE FIVE LAKES PROJECT 403 FOURTH ST CHARLOTTE, MI 48813	82-4370230	501(C)(4)	137,850.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
INSIGHT CENTER FOR COMMUNITY ECONOMIC DEVELOPMENT - 360 14TH STREET, STE 500A - OAKLAND, CA 94612	94-2410277	501(C)(3)	140,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FEMINIST WOMEN'S HEALTH CENTER INC 1924 CLIFF VALLEY WAY ATLANTA, GA 30329	58-1273243	501C3	144,214.	0.			HEALTH
NORTHLAND FAMILY PLANNING, INC 24450 EVERGREEN RD SUITE 220 SOUTHFIELD, MI 48075	38-2118668	CORPORATION - C	147,408.	0.			HEALTH

Schedule I (Form 990)

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CENTER FOR PUBLIC INTEREST RESEARCH - 294 WASHINGTON ST, SUITE 500 - BOSTON, MA 02108	04-2863170	501(C)(3)	150,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE ASIA SOCIETY 725 PARK AVE NEW YORK, NY 10021	13-3234632	501(C)(3)	150,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
COLOROFCHANGE.ORG EDUCATION FUND 1714 FRANKLIN ST. #100-136 OAKLAND, CA 94612	45-5569879	501(C)(3)	150,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
EQUALITY NOW, INC 125 MAIDEN LANE SUITE B, 9TH FLOOR NEW YORK, NY 10038	13-3660566	501(C)(3)	150,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
BELL POLICY CENTER 1905 SHERMAN ST. DENVER, CO 80203	84-1550841	501(C)(3)	160,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE URBAN INSTITUTE 2100 M STREET, NW WASHINGTON, DC 20037	52-0880375	501(C)(3)	175,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
PROJECT DRAWDOWN 27 GATE 5 ROAD SAUSALITO, CA 96495	38-3705448	501(C)(3)	175,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FOR OUR FUTURE ACTION FUND 1411 K STREET NW, STE. 900 WASHINGTON, DC 20005	81-2638345	CORPORATION - C	187,690.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
DATA FOR DEMOCRACY 2610 MANOR ROAD UNIT A AUSTIN, TX 78722	83-0690564	501(C)(3)	189,231.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990) HOPEWELL FUND

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VOTER REGISTRATION PROJECT EDUCATION FUND - 1725 DESALES ST NW STE 650 - WASHINGTON, DC 20036		CORP	196,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE VERA INSTITUTE OF JUSTICE, INC. - 233 BROADWAY, 12TH FLOOR NEW YORK, NY 10279	13-1941627	501(C)(3)	200,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MEDICINES360 33 SACRAMENTO ST SUITE 300 SAN FRANCISCO, CA 94111	26-4443340	501(C)(3)	200,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
PENNSYLVANIA VOICE 123 S. BROAD STREET STE 630 PHILADELPHIA, PA 19109	81-1141448	501(C)(3)	200,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
LAWYERS' COMMITTEE FOR CIVIL RIGHTS UNDER LAW - 1401 NEW YORK AVENUE NW SUITE 400 - WASHINGTON, DC 20005	52-0799246	501(C)(3)	200,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NATIONAL CAMPAIGN TO PREVENT TEEN PREGNANCY - 1776 MASSACHUSETTS AVE NW STE 200 - WASHINGTON, DC 20036	52-1974611	501(C)(3)	217,274.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE MOVEMENT COOPERATIVE 200 SCHERMERHORN ST., SUITE 326 BROOKLYN, NY 11201	82-2905563	501(C)(3)	231,250.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
A WOMAN'S CHOICE OF JACKSONVILLE, INC - 4131 UNIVERSITY BLVD SUITE # 2 - JACKSONVILLE, FL 32216	04-3590126	CORPORATION - C	240,550.	0.			HEALTH
NEW ERA COLORADO FOUNDATION 907 ACOMA ST DENVER, CO 80204	26-1389272	501(C)(3)	243,843.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FRIENDS OF LACOE: A FOUNDATION FOR LEARNING - 9300 IMPRIAL HIGHWAY - DOWNEY, CA 90242	47-4426889	501(C)(3)	250,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
GREATER WASHINGTON COMMUNITY FOUNDATION - 1325 G STREET NW SUITE 480 - WASHINGTON, DC 20005	23-7343119	501(C)(3)	250,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
WHOLE WOMAN'S HEALTH OF PEORIA, LLC - 7405 N. UNIVERSITY ST. - ST. PEORIA, IL 61614	47-4198178	LLC C	258,050.	0.			HEALTH
WOMEN'S HEALTH CENTER OF WEST VIRGINIA - 510 WASHINGTON ST W - CHARLESTON, WV 25302	55-0559874	509(A)(2)	265,000.	0.			HEALTH
GYNUITY HEALTH PROJECTS 220 EAST 42 STREET #710 NEW YORK, NY 10017	06-1652595	LLC P	287,500.	0.			HEALTH
INSYGHT INSTITUTE 801 BROOKSIDE DR #301 LANSING, MI 48917-8202	38-3040151	501(C)(3)	289,560.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
MOVEMENT STRATEGY CENTER 436 14TH ST 5TH FL OAKLAND, CA 94612	20-1037643	501(C)(3)	300,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NC JUSTICE CENTER 224 S. DAWSON ST. RALEIGH, NC 27601	56-1348186	501(C)(3)	325,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
STATE VOICES 1616 P STREET NW, STE 220 WASHINGTON, DC 20036	20-1115618	501(C)(3)	350,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990) HOPEWELL FUND

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ACCESS HEALTH CENTER 1700 75TH ST DOWNERS GROVE, IL 60516	74-2611798	LLC C	393,350.	0.			HEALTH
MEMPHIS CENTER FOR REPRODUCTIVE HEALTH - 1726 POPLAR AVE - MEMPHIS, TN 38104	62-0931089	501C3	500,000.	0.			HEALTH
CIVIL RIGHTS CORPS 910 17TH STREET NW #200 WASHINGTON, DC 20006	81-3422012	501(C)(3)	500,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE COLORADO INDEPENDENT 8273 E. 29TH PL. DENVER, CO 80238	46-2634633	501(C)(3)	500,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
OHIO CAMPUS COMPACT 615 NORTH PEARL ST GRANVILLE, OH 43023	31-1577478	501(C)(3)	500,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE HOPE CLINIC FOR WOMEN LTD 1602 21ST ST GRANITE CITY, IL 62040	37-1017984	S CORP	546,625.	0.			HEALTH
FAMM FOUNDATION 1100 H STREET NW WASHINGTON, DC 20005	52-1750246	501(C)(3)	562,500.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE COMMONWEALTH INSTITUTE FOR FISCAL ANALYSIS - 1329 E CARY ST. SUITE 202 - RICHMOND, VA 23219	27-1598303	501(C)(3)	565,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
REFUGEES INTERNATIONAL 20015 S ST NW WASHINGTON, DC 20009	52-1224516	501(C)(3)	600,000.	0.			HUMAN RIGHTS AND INTERNATIONAL JUSTICE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MAINE PEOPLES RESOURCE CENTER 565 CONGRESS ST, #200 PORTLAND, ME 04101	22-2586108	501(C)(3)	630,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
UPSTREAM USA, INC 1630 SAN PABLO AVE SUITE 400 OAKLAND, CA 94612	35-2581424	501(C)(3)	833,334.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ONE ARIZONA 530 E MCDOWELL ROAD, SUITE 107-448 PHOENIX, AZ 85004	37-1782220	501(C)(3)	847,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
IMPACT JUSTICE 2633 TELEGRAPH AVE SUITE 104 OAKLAND, CA 94612	47-3363891	501(C)(3)	950,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ASPCA 424 EAST 92ND STREET NEW YORK, NY 10128-6804	13-1623829	501(C)(3)	1,000,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
THE VOTER PARTICIPATION CENTER 1707 L STREET NW SUITE 300 WASHINGTON, DC 20036	55-0889748	501(C)(3)	1,000,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
ENVIRONMENTAL DEFENSE FUND 257 PARK AVE S. 17TH FLOOR NEW YORK, NY 10010	11-6107128	501(C)(3)	1,000,000.	0.			ENVIRONMENTAL
TIDES CENTER PO BOX 29907 SAN FRANCISCO, CA 94129	94-3213100	501(C)(3)	1,100,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
PARENTSTOGETHER FOUNDATION 1875 CONNECTICUT AVE NW SUITE 650 WASHINGTON, DC 20009	46-4838094	501(C)(3)	1,100,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Schedule I (Form 990) HOPEWELL FUND

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ANIMAL LEGAL DEFENSE FUND 525 EAST COTATI AVENUE COTATI, CA 94931	94-2681680	501(C)(3)	1,500,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
NEWS FOR DEMOCRACY 700 13TH ST NW, SUITE 600 WASHINGTON, DC 20005	83-1737240	501(C)(4)	1,720,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
SUSTAINABLE MARKETS FOUNDATION 45 W. 36TH STREET 6TH FLOOR NEW YORK, NY 10018	13-4188834	501(C)(3)	1,800,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	51-0198509	501(C)(3)	1,899,000.	0.			CAPACITY BUILDING
FLORIDA ALLIANCE FOR CIVIC ENGAGEMENT, INC - 1713 MAHAN DR. - TALLAHASSEE, FL 32308	46-4874864	501(C)(3)	1,940,349.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
URBAN JUSTICE CENTER 40 RECTOR STREET 9TH FLOOR NEW YORK, NY 10006	13-3442022	501(C)(3)	2,000,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
WESTERN RESOURCE ADVOCATES 2260 BASELINE RD SUITE 200 BOULDER, CO 80302	84-1113831	501(C)(3)	2,000,000.	0.			ENVIRONMENTAL PROGRAMS
SIXTEEN THIRTY FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036	26-4486735	501(C)(4)	2,050,500.	0.			CAPACITY BUILDING
REFUGEES INTERNATIONAL 20015 S ST NW WASHINGTON, DC 20009	52-1224516	501(C)(3)	2,400,000.	0.			HUMAN RIGHTS AND INTERNATIONAL JUSTICE

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WINDWARD FUND 1201 CONNECTICUT AVE NW. SUITE 300 WASHINGTON, DC 20036	47-3522162	501(C)(3)	2,500,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FWD.US EDUCATION FUND, INC 1776 MASSACHUSETTS AVE NW SUITE 601 WASHINGTON, DC 20036	82-0962378	501(C)(3)	3,800,000.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY
FAMILY PLANNING ASSOCIATES MEDICAL GROUP LTD - 659 W. WASHINGTON BLVD. - CHICAGO, IL 60661	94-3160268	CORPORATION - S	4,081,077.	0.			GENERAL
UPSTREAM USA, INC 1630 SAN PABLO AVE SUITE 400 OAKLAND, CA 94612	35-2581424	501(C)(3)	4,166,666.	0.			CIVIL RIGHTS, SOCIAL ACTION, ADVOCACY

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

PART I, LINE 2:

FOR MOST GRANTS CONTRIBUTED, THE ORGANIZATION REQUIRES THAT ORGANIZATIONS

RECEIVING FUNDS SUBMIT A PROPOSAL AND PROVIDE POST-GRANT REPORTS.

FOR NON 501C3 ORGANIZATIONS, THE ORGANIZATION GENERALLY REQUIRES A WRITTEN

PROPOSAL DESCRIBING HOW THE GRANT FUNDS WILL BE USED. THE ORGANIZATION

CONDUCTS A PRE-GRANT INQUIRY TO EVALUATE THE GRANTEE. ALL GRANTS ARE

SUBJECT TO A WRITTEN GRANT AGREEMENT THAT IMPOSE REPORTING OBLIGATIONS,

REQUIRE FUNDS BE USED SOLELY AS SPECIFIED IN THE PROPOSAL, AND REQUIRING

Part IV Supplemental Information

THAT FUNDS BE RETURNED IF NOT SPENT APPROPRIATELY OR IF REPORTS AREN'T

FILED AS REQUIRED.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Employer identification number

47-3681860

HOPEWELL FUND

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

- b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

- 2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

- 3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

- 4** During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

- 5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
b Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

- 6** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
b Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

- 7** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

- 8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

- 9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b X

2 X

4a X

4b X

4c X

5a X

5b X

6a X

6b X

7 X

8 X

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2018

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MEAGAN CAVANAUGH PROJECT DIRECTOR	(i)	195,155.	0.	0.	6,009.	33,014.	234,178.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) BONNIE SCOTT JONES PROJECT DIRECTOR	(i)	158,250.	0.	0.	4,750.	26,342.	189,342.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) COURTNEY CUFF PROJECT DIRECTOR	(i)	294,500.	0.	0.	23,000.	32,366.	349,866.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) CHRISTOPHER FITZSIMON PROJECT DIRECTOR	(i)	157,400.	0.	0.	4,800.	30,118.	192,318.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) MARY ALICE CARTER PROJECT DIRECTOR	(i)	174,910.	0.	0.	5,250.	9,889.	190,049.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 1A:

HOPEWELL FUND HAS A HEALTH AND FITNESS REIMBURSEMENT POLICY WHICH

REIMBURSES CERTAIN GYM AND SIMILAR EXPENSES UP TO \$75 PER MONTH. THIS

APPLIES TO ALL FULL TIME EMPLOYEES.

(Form 990 or 990-EZ)

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

OMB No. 1545-0047

2018

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

HOPEWELL FUND

Employer identification number
47-3681860

Part I Excess Benefit Transactions

(section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

[illegible]

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

Part II **Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

[illegible][illegible]

Part III	Grants or Assistance Benefiting Interested Persons.
-----------------	--

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

[illegible]

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ARABELLA ADVISORS, LLC	SEE PART V	3,763,563.	SEE PART V		X

Part V Supplemental Information.

Provide additional information for responses to questions on Schedule L (see instructions).

SCHEDULE L, PART V

(A) NAME OF PERSON: ARABELLA ADVISORS, LLC

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ENTITY MORE THAN 35% OWNED BY ERIC KESSLER, FORMER PRESIDENT

(C) AMOUNT OF TRANSACTION: \$3,763,563

(D) DESCRIPTION OF TRANSACTION: SPECIFICALLY, ARABELLA ADVISORS

PROVIDED 1) STAFF FOR HOPEWELL FUND PROJECTS; 2) OPERATIONAL SUPPORT IN

MANAGING THE ORGANIZATION AND 3) SUPPLEMENTAL CONSULTING SUPPORT FOR

SOME HOPEWELL FUND PROJECTS.

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No. 1545-0047

2018

Open to Public
Inspection

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	12	22,842,838. FMV	
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other ...				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ()				
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it
must hold for at least three years from the date of the initial contribution, and which isn't required to be used for
exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II.

	Yes	No
30a		X
31	X	
32a		X
33		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2018

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

HOPEWELL FUND

Employer identification number
47-3681860

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

THE HOPEWELL FUND SPECIALIZES IN HELPING SOCIAL/CORPORATE ENTREPRENEURS

AND OTHER CHANGEMAKERS LAUNCH NEW, INNOVATIVE SOCIAL CHANGE PROJECTS.

HOPEWELL IS DESIGNED TO FACILITATE RAPID & EFFICIENT LAUNCHES OF

WELL-RESOURCED PROJECTS WITH DIVERSE REVENUE & FUNDING MODELS,

INCLUDING CHARITABLE CONTRIBUTIONS AND INVESTMENTS. MANY OF HOPEWELL'S

PROJECTS EMPLOY BOLD AND AMBITIOUS STRATEGIES TO ACHIEVE THE IMPACT

THEY SEEK. HOPEWELL IS MANAGED BY A TEAM OF EXPERTS WITH EXPERIENCE IN

STARTING UP INNOVATIVE ORGANIZATIONS. THEY PROVIDE STREAMLINED

OPERATIONS AND FINANCIAL SUPPORT AND COMPLIANCE OVERSIGHT TO MINIMIZE

ADMINISTRATIVE BURDENS FOR PROJECT DONORS AND STAFF.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TO HELP SOCIAL/CORPORATE ENTREPRENEURS & OTHER CHANGEMAKERS LAUNCH

INNOVATIVE SOCIAL CHANGE PROJECTS. IT'S DESIGNED TO FACILITATE RAPID &

EFFICIENT LAUNCHES OF WELL-RESOURCED PROJECTS WITH DIVERSE REVENUE &

FUNDING MODELS, INCLUDING CHARITABLE CONTRIBUTIONS & INVESTMENTS.

MANY OF HOPEWELL'S PROJECTS EMPLOY BOLD AND AMBITIOUS STRATEGIES TO

ACHIEVE THE IMPACT THEY SEEK. HOPEWELL IS MANAGED BY A TEAM OF EXPERTS

WITH EXPERIENCE IN STARTING UP INNOVATIVE ORGANIZATIONS. THEY PROVIDE

STREAMLINED OPERATIONS AND FINANCIAL SUPPORT AND COMPLIANCE OVERSIGHT

TO MINIMIZE ADMINISTRATIVE BURDENS FOR PROJECT DONORS AND STAFF.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER

EXPENSES \$ 2,510,502. INCLUDING GRANTS OF \$ 0. REVENUE \$ 25,000.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2018)

Name of the organization

HOPEWELL FUND

Employer identification number
47-3681860

FORM 990, PART VI, SECTION A, LINE 2:

SAMPRITI GANGULI, WILBUR PRIESTER, AND ANDREW SCHULZ HAVE BUSINESS
RELATIONSHIPS.

FORM 990, PART VI, SECTION A, LINE 3:

ARABELLA ADVISORS IS A MANAGEMENT, STRATEGY AND EVALUATION FIRM SERVING
FAMILY, INSTITUTIONAL, AND CORPORATE PHILANTHROPISTS ACROSS THE COUNTRY AND
AROUND THE WORLD. ARABELLA PROVIDES BUSINESS AND ADMINISTRATIVE SERVICES TO
THE HOPEWELL FUND UNDER AN ADMINISTRATIVE AGREEMENT. IN THAT CAPACITY,
ARABELLA SUPPLIES THE SYSTEMS AND SERVICES TO ENSURE COMPLIANCE WITH
FEDERAL, STATE AND LOCAL REGULATIONS RELATED TO CHARITABLE SOLICITATION AND
PROVIDES HR, LEGAL, PAYROLL, AND OTHER ADMINISTRATIVE FUNCTIONS FOR THE
HOPEWELL FUND THEREBY ENABLING HOPEWELL TO BETTER FURTHER ITS MISSION AND
ACHIEVE IMPACT.

FORM 990, PART VI, SECTION B, LINE 11B:

THE BOARD OF DIRECTORS OF HOPEWELL FUND AND THE FUND'S LEGAL COUNSEL
REVIEWED THE 990 BEFORE IT WAS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

ALL BOARD MEMBERS ARE REQUIRED TO DISCLOSE CONFLICTS OF INTEREST. THE
POLICY IS MONITORED AT THE BOARD LEVEL. COVERED INDIVIDUALS CANNOT VOTE ON
MATTERS BEFORE THE BOARD WHEN THEY HAVE A CONFLICT IN THE MATTER.
DISINTERESTED MEMBERS MUST DETERMINE WHETHER OR NOT THERE ARE ANY SUITABLE
ALTERNATIVES TO POTENTIAL TRANSACTIONS THAT CAUSE CONFLICT. IF A COVERED
PERSON IS FOUND IN VIOLATION OF THIS POLICY IT MAY BE CAUSE FOR REMOVAL
FROM THE BOARD OF DIRECTORS

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

FORM 990, PART VI, SECTION B, LINE 15:

NONE OF THE NAMED POSITIONS EXISTED OR RECEIVED COMPENSATION DURING THE
YEAR.

FORM 990, PART VI, SECTION C, LINE 19:

THE FUND MAKES ITS FORM 1023: APPLICATION FOR RECOGNITION OF EXEMPTION,
AVAILABLE FOR PUBLIC INSPECTION UPON REQUEST. THOSE MATERIALS INCLUDE THE
FUND'S INITIAL GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY, AND OTHER
POLICIES. THE FUND DOES NOT MAKE FINANCIAL STATEMENTS AVAILABLE TO THE
PUBLIC.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

REFUND OF PRIOR YEARS' GRANTS	276,779.
RETURN OF GRANT FUNDS	-52,000.
TOTAL TO FORM 990, PART XI, LINE 9	224,779.

FORM 990, PART XII, LINE 2C:

THE BOARD COMMENCED ITS OVERSIGHT OF THE AUDIT AND SELECTION OF AN
INDEPENDENT AUDITOR IN ACCORDANCE WITH THE HOPEWELL FUND'S GOVERNANCE
DOCUMENTS.

FORM 990, BOX C:

HOPEWELL FUND TRADE NAMES:

ARIZONA MIRROR

ARIZONANS FOR RESPONSIBLE GOVERNMENT

Name of the organization

HOPEWELL FUND

Employer identification number

47-3681860

EQUITY FORWARD

FLORIDA PHOENIX

MICHIGAN ADVANCE

MICHIGAN FAMILIES FOR OPPORTUNITY

NEVADA CURRENT

PENNSYLVANIA STAR-CURRENT

VIRGINIA MERCURY

FORM 990, PART I, LINE 22

AT THE END OF 2017, HOPEWELL RECEIVED AN UNUSUAL GRANT THAT WILL FUND

AN EXPANSION OF ITS WORK FOR SEVERAL YEARS IN THE FUTURE.