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2018 Tax Return(s)

Prepared for THE ASTRAEA FOUNDATION, INC.
CLIENT CODE: 10231

Account Number 759420
Release Number 2018.06000

Prepared by LUTZ AND CARR, CPAS LLP
551 FIFTH AVENUE, SUITE 400
NEW YORK, NY
10176

212-697-2299

Processing Date: 07/07/2020
Time: 16:04:30

**Special
Instructions**

Messages

Return Information

CAUTION

- Form 990. Part XII, line 2c. If the organization has answered line 2c as "Yes" it should use Schedule O to explain if the process has changed from the prior year. Use the Schedule O worksheet with an explanation code of "23." The explanation will appear on Schedule O in the appropriate sequence. (26012)
Signed-off by fmarten at 07/07/2020 11:12:21AM
- California. Form 199, Page 2. Schedule L, line 16. The overriding entries on the California Annual Information Return (Form 199) tab, Balance Sheet Overrides worksheet, Liabilities and Net Worth Overrides section, Bonds and notes payable fields do not equal the sum of the corresponding detail supporting statement entries in the California Annual Information Return (Form 199) tab, Balance Sheet Overrides worksheet, Liabilities and Net Worth Overrides section, Other Liabilities fields. This should be reviewed and corrected before filing the return. (23027)
Signed-off by fmarten at 07/07/2020 12:27:57PM

INFORMATIONAL

- Form 990. Page 8, Part VII, line 2. The total number (6) of individuals who received more than \$100,000 in reportable compensation from the organization has been calculated from the entries on the Form 990 worksheet, List of Officers, Directors, Trustees, Key Employees, etc., section. This should be reviewed. If there were any individuals who received more than \$100,000 in reportable compensation from the organization that were not included on the Form 990 worksheet, List of Officers, Directors, Trustees, Key Employees, etc., section, this calculated number will be incorrect. An entry may be made on the Form 990 worksheet, Other Compensation Information section to override this item. (33424)
Signed-off by fmarten at 07/07/2020 11:12:30AM
- Form 990. Page 10, Part IX, line 24. If any unrelated business income tax is being reported on line 24 it must be listed separately, regardless of the amount. If applicable use the Form 990 worksheet, Statement of Functional Expenses section, Other Expenses, UBT Code field, to do so. (30413)
Signed-off by fmarten at 07/07/2020 11:12:33AM
- Form 990, Page 11, Line 11b. If the organization is reporting publicly traded stock for which the organization holds 5% or more of the outstanding shares of the same class or publicly traded stock in a corporation that comprises more than 5% of the organization's total assets it should be reported on line 12 of the balance sheet as "Other Securities." (32999)
Signed-off by fmarten at 07/07/2020 11:12:35AM

Return Information

- Form 990. Page 12, Part XII, line 2b. This question has been answered as "Yes," to indicate that the organization's financial statements were audited by an independent accountant. If these financial statements contained a footnote regarding the organization's liability for uncertain tax positions under FIN 48 a statement must be included on Schedule D, Part XIV providing the text of this footnote. Use the corresponding field on the Form 990 worksheet, Liabilities section to prepare this statement. Refer to the official instructions for Schedule D (Form 990), Part X for specific reporting requirements. (34659)
Signed-off by fmarten at 07/07/2020 11:12:37AM
- Form 990. Schedule D, Page 3, Part IX. The amount of Other Assets on Form 990, Page 11, Part X, line 15 does not equal or exceed 5 percent of the total assets on Form 990, Page 11, Part X, line 16, column b. Consequently in accordance with IRS instructions Schedule D, Part IX has been left blank. (36035)
Signed-off by fmarten at 07/07/2020 11:12:39AM
- Depreciation. Federal Form 4562 related to Form 990 Page 10, was not printed because there are no current year MACRS acquisitions, listed property assets or amortizable assets. Note that Form 4562 is never required to be filed for Form 990. However, if desired Form 4562 may be forced to print by making an entry on the Depreciation Options and Overrides worksheet, Prepare Form 4562 if not req'd field. (30144)
Signed-off by fmarten at 07/07/2020 11:12:46AM
- Schedule B. Page 2, Part I. Because the 33 1/3% support test Special Rule has been met, only contributors whose total contributions of \$5,000 or more were greater than \$201,455 which is 2% of Form 990, Part VIII, line 1h have been included on Schedule B, Part I. Consequently, 3 individuals whose contributions did not meet this requirement have been excluded from Schedule B. If desired, the Schedule B worksheet, General Contributor Information section, Print code field, may be used to force or prevent the inclusion of contributors on an individual contributor basis or the Return Options worksheet, Miscellaneous Print Options section, Include all contributors on Sch B field may be used to force the inclusion of all contributors. (30139)
Signed-off by fmarten at 07/07/2020 11:12:48AM
- Electronic Filing. Form 8868 has been prepared for Form 990-T for electronic filing. The filing due date (11/15/19) for Form 8868 has passed. Note that the IRS will not accept an extension that is filed after the due date (including the 5-day perfection period, if applicable). (30269)
Signed-off by fmarten at 07/07/2020 11:12:51AM

Return Information

- Electronic Filing. Form 8868 has been prepared for Form 990 for electronic filing. The filing due date (11/15/19) for Form 8868 has passed. Note that the IRS will not accept an extension that is filed after the due date (including the 5-day perfection period, if applicable). (36358)
Signed-off by fmarten at 07/07/2020 11:12:52AM
- Electronic Filing Extension. Form 8868 for Form 990-T has been selected for electronic filing. Since there is no payment due with the electronically filed Form 8868, Form 8879-EO is not required for signature authorization. The printing of Form 8879-EO, for Form 8868 will be suppressed. (36370)
Signed-off by fmarten at 07/07/2020 11:12:53AM
- Electronic Filing. The following EFIN 264930 is being used to electronically file Form 990. Be sure that this EFIN is listed in the IRS database and is in accepted status for processing of Exempt Organization returns. The IRS Ogden help desk (866 255-0654) may be contacted to update this EFIN for electronic filing of Exempt Organization returns if necessary. (37015)
Signed-off by fmarten at 07/07/2020 12:29:54PM
- Electronic Filing. The following Name Control ASTR has been computed and is being used to electronically file Form 990 for THE ASTRAEA FOUNDATION, INC.. This Name Control is used to match the organization's Name and EIN with the IRS e-File database. If this information does not match the IRS database the return will be rejected and must be corrected before being resubmitted. The IRS help desk (800 829-4933) may be contacted to verify the information in the e-File database. If the Name Control cannot be computed correctly because the organization's name shown on Form 990 does not match the IRS database it can be overridden on the Electronic Filing worksheet, General Information section, Organization name control - override field. (37026)
Signed-off by fmarten at 07/07/2020 12:29:55PM
- Electronic Filing Extension. Form 8868 for Form 990-T has been selected for electronic filing. If a printed copy of the extension is generated and electronic processing is completed, do not mail the printed copy of the extension to the IRS. (37219)
Signed-off by fmarten at 07/07/2020 11:12:58AM
- Electronic Filing Extension. Form 8868 for Form 990 has been selected for electronic filing. Since there is no balance due with the electronically filed automatic extension, Form 8879-EO is not required for signature authorization. The preparation of Form 8879-EO for Form 8868 will be suppressed. (39480)
Signed-off by fmarten at 07/07/2020 11:12:59AM

Return Information

- Electronic Filing Extension. Form 8868 for Form 990 has been selected for electronic filing. If a printed copy of the return is generated and electronic processing of the return is completed, do not mail the printed copy of the return to the IRS. (39484)
Signed-off by fmarten at 07/07/2020 11:13:01AM
- Electronic Filing. Form 990 has been selected for electronic filing. If a printed copy of the return is generated and electronic processing of the return is completed, do not mail the printed copy of the return to the IRS. Form 8879-EO must be retained by the electronic return originator for three years. Please note that Form 990-T is also present and must be filed by conventional paper filing. (39495)
Signed-off by fmarten at 07/07/2020 12:29:56PM
- Form 8868 Extension Information. Form 990 is allowed one 6-month extension. The extension for Form 990 is automatic and must be requested by filing Form 8868 on or before November 15, 2019. Form 990-T is being prepared as a corporation and is also allowed one automatic 6-month extension. The extension for Form 990-T must be requested by filing Form 8868 on or before November 15, 2019. (34478)
Signed-off by fmarten at 07/07/2020 11:13:02AM
- Federal Form 990-T. Form 990-T has been prepared but is not available for electronic filing with the IRS. Form 990-T has been included in the printed government copy; please separately mail this form and all corresponding supporting forms and attachments to:

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027 (37200)

Signed-off by fmarten at 07/07/2020 11:13:03AM
- California. Form RRF-1. If total gross revenue or total assets are \$25,000 or more, be sure that Form RRF-1 includes a complete copy of the federal return and all necessary attachments, including Schedule B, Schedule of Contributors, if prepared. If the federal attachment is missing or incomplete Form RRF-1 will be considered incomplete by the Attorney General's Registry of Charitable Trusts. (35698)
Signed-off by fmarten at 07/07/2020 11:13:08AM
- California Electronic Filing. The California Form 199 return has been selected for electronic filing. If a printed copy of the California return is generated and electronic processing of the return is completed, do not mail the printed copy of return to the Franchise Tax Board. (31017)
Signed-off by fmarten at 07/07/2020 12:29:57PM

Return Information

- California. Form RRF-1 has been prepared but is not available for electronic filing with the state. Form RRF-1 has been included in the printed government copy; please separately mail this form to:

Registry of Charitable Trusts
P.O. Box 903447
Sacramento, CA 94203-4470 (36364)
Signed-off by fmarten at 07/07/2020 12:29:59PM

- California. The following forms have been prepared but are not available for electronic filing with the state: Form 3539, 100-ES, 5806, 109, Sch D (541), Sch D-1, 3885 (Form 109), 3885F (Form 109), 3805Q and RRF-1. Please review the form's printed instructions for proper filing of this form. (37877)
Signed-off by fmarten at 07/07/2020 12:30:01PM

Worksheet: Extensions (Form 8868)

Name: Form 990-T

Section: Form 8868 General Information

Tax liability override.....	6,223
Prior year overpayments - O/R.....	8,192

Worksheet: Form 990 Return of Organization Exempt from Income Tax

Section: Prior Year Revenue

Total revenue - O/R.....	14,015,732
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Section: Prior Year Expenses

Revenue less expenses - O/R.....	2,327,185
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Section: Balance Sheet Assets

Ending investment buildings.....	453,764
Ending accum depr.....	182,316

Section: Statement of Functional Expenses

Officer comp - program service.....	219,507
Officer comp - mgmt & general.....	189,210
Officer comp - fundraising.....	109,753
Depreciation - prog services.....	41,979
Depreciation - mgmt & general.....	16,145
Depreciation - fundraising.....	22,604

Worksheet: Schedule D - Supplemental Financial Statements

Section: Endowment Funds

Ending balance.....	4,806,173
Ending balance - prior year.....	4,464,429
Ending Bal 2nd yr back.....	4,177,981
Ending Bal 3rd yr back.....	3,596,520
Ending Bal 4th yr back.....	3,741,083

Worksheet: CA Income/Deduction Overrides

Section: Expense Overrides

Depreciation expense - O/R.....	80,728
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Worksheet: CA Balance Sheet Overrides

Section: Assets Overrides

Beginning fixed assets - O/R.....	453,764
Beginning accum depr - O/R.....	101,588

Section: Liabilities and Net Worth Overrides

Beginning notes payable - O/R.....	325,626
Ending notes payable - O/R.....	269,101
Ending mortgages payable - O/R.....	0
Begin retained earnings - O/R.....	14,922,838
Ending retained earnings - O/R.....	13,147,310

Worksheet: NY Form CHAR500 General Information

Section: Form CHAR500 General Information

Return due date - O/R.....	11/15/20
Name of CFO or treasurer.....	_
Title of CFO or treasurer.....	_
Name of pres or auth officer.....	_
Title of pres or auth officer.....	_

MDZAFEROVIC - 07/01/20 06:11PM WORKSHEET FORM 990

8424400.00
-111,105.00

8,313,295.00

MDZAFEROVIC - 06/24/20 04:40PM WORKSHEET FORM 990

PRINTING AND COPYING 45,993.00
OFFICE SUPPLIES AND EXPENSE 753.00
TELEPHONE AND COMMUNICATIONS 5,981.00
POSTAGE AND DELIVERY 2,127.00

54,854.00

MDZAFEROVIC - 06/24/20 04:40PM WORKSHEET FORM 990

PRINTING AND COPYING 809.00
OFFICE SUPPLIES AND EXPENSE 8,771.00
TELEPHONE AND COMMUNICATIONS 28,951.00
POSTAGE AND DELIVERY 948.00

39,479.00

MDZAFEROVIC - 06/24/20 04:41PM WORKSHEET FORM 990

PRINTING AND COPYING 24,309.00
OFFICE SUPPLIES AND EXPENSE 177.00
TELEPHONE AND COMMUNICATIONS 343.00
POSTAGE AND DELIVERY 1,867.00

26,696.00

MDZAFEROVIC - 06/24/20 04:46PM WORKSHEET FORM 990

SOFTWARE 57,735.00
WEBSITE 7,748.00

65,483.00

MDZAFEROVIC - 06/24/20 04:46PM WORKSHEET FORM 990

SOFTWARE 8,924.00
WEBSITE 100.00

9,024.00

List

MDZAFEROVIC - 06/24/20 04:46PM WORKSHEET FORM 990

SOFWARE	16,507.00
WEBSITE	383.00
	<hr/>
	16,890.00
	<hr/>

MHELFENBAUM - 03/04/19 02:35PM WORKSHEET FORM 990

PUBLICLY TRADED SECURITIES	12024434.00
	<hr/>
	12024434.00
	<hr/>

MHELFENBAUM - 03/04/19 02:36PM WORKSHEET FORM 990

SAVINGS	100,105.00
MONEY MARKET	343,881.00
	0.00
	<hr/>
	443,986.00
	<hr/>

MHELFENBAUM - 03/04/19 04:04PM WORKSHEET SCHEDULE D

	350,446.00
ADJUSTMENT	324,406.00
	<hr/>
	674,852.00
	<hr/>

YCHAMAMA - 05/07/19 12:18PM WORKSHEET SCHEDULE A

PER PRIOR YEAR 990	12352367.00
	-900,000.00
	1694370.00
	<hr/>
	13146737.00
	<hr/>

2018 Return Summary

THE ASTRAEA FOUNDATION, INC.

13-2992977

FORM 990:

TOTAL REVENUE	10,528,445.
TOTAL EXPENSES	12,586,636.
EXCESS <DEFICIT>	-2,058,191.
BEGINNING NET ASSETS	14,922,838.
CHANGES IN NET ASSETS	282,663.
ENDING NET ASSETS (1)	13,147,310.

BALANCE SHEET ANALYSIS

ENDING TOTAL ASSETS	16,939,968.
ENDING TOTAL LIABILITIES	3,792,658.
ENDING TOTAL NET ASSETS OR FUND BALANCES (2)	13,147,310.
ENDING TOTAL ASSETS MINUS LIABILITIES AND NET ASSETS	0.
ENDING NET ASSETS DIFFERENCE BETWEEN ITEMS (1) AND (2)	0.

FORM 990-T:

TAXABLE INCOME	0.
TAX	0.
CREDITS	0.
OTHER CREDITS AND PAYMENTS	-8,193.
TOTAL DUE <REFUND>	-8,193.

2018 Return Summary

THE ASTRAEA FOUNDATION, INC. 13-2992977

CALIFORNIA FORM 199:

GROSS RECEIPTS	13,606,927.
TOTAL EXPENSES	15,665,118.
DEFICIT	-2,058,191.
BEGINNING NET ASSETS	14,922,838.
CHANGES IN NET ASSETS	282,663.
ENDING NET ASSETS (1)	13,147,310.
FILING FEES	0.
TOTAL TAX	0.

BALANCE SHEET ANALYSIS

ENDING TOTAL ASSETS	16,939,968.
ENDING TOTAL LIABILITIES	3,792,658.
ENDING TOTAL NET ASSETS OR FUND BALANCES (2)	13,147,310.
ENDING TOTAL ASSETS MINUS LIABILITIES AND NET ASSETS	0.
ENDING NET ASSETS DIFFERENCE BETWEEN ITEMS (1) AND (2)	0.

CALIFORNIA FORM RRF-1:

TOTAL REVENUE	0.
TOTAL EXPENSES	0.
ANNUAL REPORT FILING FEES	225.

NEW YORK FORM CHAR 500:

TOTAL REVENUE	0.
TOTAL EXPENSES	0.
ANNUAL REPORT FILING FEES	775.

2018 Return Summary

THE ASTRAEA FOUNDATION, INC.

13-2992977

	FEDERAL	FEDERAL
FORM NAME	990	990-T
E-FILE REQUESTED	YES	NO **
DUE DATE	11/15/19	11/15/19
EXTENDED DUE DATE	05/15/20	05/15/20
DIRECT DEPOSIT	N/A	N/A
ELECTRONIC WITHDRAWAL	N/A	N/A
DATE CALCULATED	07/07/20	07/07/20
TIME CALCULATED	16:01:43	16:01:43
RELEASE VERSION	2018.06000	2018.06000
DATE EXPORTED		
TIME EXPORTED		
EXPORT VERSION		

** NOT AVAILABLE FOR E-FILE

STATE EXTENSION INFORMATION IS NOT INCLUDED

2018 Return Summary

THE ASTRAEA FOUNDATION, INC.

13-2992977

	990 EXTN	990-T EXTN
FORM NAME	8868	8868
E-FILE REQUESTED	YES	YES
DUE DATE	11/15/19	11/15/19
EXTENDED DUE DATE	05/15/20	05/15/20
DIRECT DEPOSIT	N/A	N/A
ELECTRONIC WITHDRAWAL	N/A	N/A
DATE CALCULATED	07/07/20	07/07/20
TIME CALCULATED	16:01:43	16:01:43
RELEASE VERSION	2018.06000	2018.06000
DATE EXPORTED	08/15/19	11/08/19
TIME EXPORTED	07:48:55	13:49:15
EXPORT VERSION	2018.06000	2018.06000

** NOT AVAILABLE FOR E-FILE

STATE EXTENSION INFORMATION IS NOT INCLUDED

2018 Return Summary

THE ASTRAEA FOUNDATION, INC.

13-2992977

	CALIFORNIA	CALIFORNIA
FORM NAME	FORM RRF-1	FORM 199
E-FILE REQUESTED	NO **	YES
DUE DATE	11/15/19	11/15/19
EXTENDED DUE DATE		05/15/20
DIRECT DEPOSIT	N/A	N/A
ELECTRONIC WITHDRAWAL	N/A	N/A
DATE CALCULATED	07/07/20	07/07/20
TIME CALCULATED	16:01:43	16:01:43
RELEASE VERSION	2018.06000	2018.06000
DATE EXPORTED		
TIME EXPORTED		
EXPORT VERSION		

** NOT AVAILABLE FOR E-FILE

STATE EXTENSION INFORMATION IS NOT INCLUDED

2018 Return Summary

THE ASTRAEA FOUNDATION, INC.

13-2992977

NEW YORK

FORM NAME

FORM CHAR500

E-FILE REQUESTED

NO **

DUE DATE

11/15/20

EXTENDED DUE DATE

DIRECT DEPOSIT

N/A

ELECTRONIC WITHDRAWAL

N/A

DATE CALCULATED

07/07/20

TIME CALCULATED

16:01:43

RELEASE VERSION

2018.06000

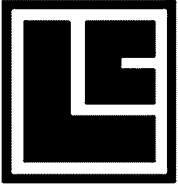
DATE EXPORTED

TIME EXPORTED

EXPORT VERSION

** NOT AVAILABLE FOR E-FILE

STATE EXTENSION INFORMATION IS NOT INCLUDED



LUTZ AND GARR

CERTIFIED PUBLIC ACCOUNTANTS, LLP

551 FIFTH AVENUE - SUITE 400, NEW YORK, NY 10176

212-697-2299 FAX: 212-949-1768

JULY 7, 2020

THE ASTRAEA FOUNDATION, INC.
116 EAST 16TH STREET, 7TH FLOOR
NEW YORK, NY 10003

THE ASTRAEA FOUNDATION, INC.:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE 2018 EXEMPT
ORGANIZATION RETURNS, AS FOLLOWS...

2018 FORM 990

2018 FORM 990-T

2018 CALIFORNIA FORM 199

2018 CALIFORNIA FORM RRF-1

2018 NEW YORK FORM CHAR500

EACH ORIGINAL SHOULD BE DATED, SIGNED AND FILED IN ACCORDANCE
WITH THE FILING INSTRUCTIONS. THE COPY SHOULD BE RETAINED
FOR YOUR FILES.

VERY TRULY YOURS,

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

JUNE 30, 2019

Prepared for	THE ASTRAEA FOUNDATION, INC. 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003
Prepared by	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176
Amount due or refund	NOT APPLICABLE
Make check payable to	NOT APPLICABLE
Mail tax return and check (if applicable) to	NOT APPLICABLE
Return must be mailed on or before	NOT APPLICABLE
Special Instructions	THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-EO TO OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE IRS. DO NOT MAIL A PAPER COPY OF THE RETURN TO THE IRS. RETURN FORM 8879-EO TO US BY JULY 15, 2020.

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2018, or fiscal year beginning JUL 1, 2018, and ending JUN 30, 2019

2018

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**
▶ **Go to www.irs.gov/Form8879EO for the latest information.**

Name of exempt organization

Employer identification number

THE ASTRAEA FOUNDATION, INC.

13-2992977

Name and title of officer

SANDRA NATHAN

INTERIM EXECUTIVE DIRECTOR

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than one line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>10,528,445.</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2018 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize LUTZ AND CARR, CPAS LLP to enter my PIN 12345
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2018 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2018 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

26493010017

Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2018 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO** (2018)

823051 10-26-18

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ 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 **JUL 1, 2018** and ending **JUN 30, 2019**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE ASTRAEA FOUNDATION, INC. Doing business as ASTRAEA LESBIAN FOUNDATION FOR J Number and street (or P.O. box if mail is not delivered to street address) Room/suite 116 EAST 16TH STREET, 7TH FLOOR City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10003	D Employer identification number 13-2992977 E Telephone number (212) 529-8021 G Gross receipts \$ 13,606,927. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.ASTRAEAFOUNDATION.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
L Year of formation: 1978		M State of legal domicile: NY

Part I Summary

	1	Briefly describe the organization's mission or most significant activities: ASTRAEA FUNDS LGBTQI ACTIVISM GLOBALLY SERVING AS A FEMINIST SOCIAL JUSTICE HUB AND WORKING		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3	12
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	40
	6	Total number of volunteers (estimate if necessary)	6	13
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	7b	Net unrelated business taxable income from Form 990-T, line 38	7b	0.
	Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year
9		Program service revenue (Part VIII, line 2g)	13,621,767.	10,072,736.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	130,114.	56,740.
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	248,355.	373,301.
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	15,496.	25,668.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	14,015,732.	10,528,445.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	5,438,593.	5,333,352.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	2,847,280.	3,400,284.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,330,788.	0.	0.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	3,402,674.	3,853,000.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,688,547.	12,586,636.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	2,327,185.	-2,058,191.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21	Total liabilities (Part X, line 26)	18,406,708.	16,939,968.
	22	Net assets or fund balances. Subtract line 21 from line 20	3,483,870.	3,792,658.
			14,922,838.	13,147,310.

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 SANDRA NATHAN, INTERIM EXECUTIVE DIRECTOR Type or print name and title	Date			
Paid Preparer Use Only	Print/Type preparer's name FREDERICK MARTENS	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00298107
	Firm's name ▶ LUTZ AND CARR, CPAS LLP	Firm's EIN ▶ 13-1655065			
	Firm's address ▶ 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176	Phone no. 212-697-2299			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE ASTRAEA LESBIAN FOUNDATION FOR JUSTICE, INC. ("ASTRAEA") IS THE ONLY PHILANTHROPIC ORGANIZATION WORKING EXCLUSIVELY TO ADVANCE LGBTQI RIGHTS AROUND THE WORLD. ASTRAEA SERVES AS A FEMINIST SOCIAL JUSTICE HUB WORKING SIDE-BY SIDE WITH GRANTEE AND DONOR PARTNERS TO ACHIEVE

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 [X] 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 [X] 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 \$ 8,313,295. including grants of \$ 4,433,178.) (Revenue \$ 82,408.) THE FIRST GRANTMAKER TO HUNDREDS OF ORGANIZATIONS, ASTRAEA PLAYS A CATALYTIC ROLE FOR LGBTQI GROUPS ACROSS THE GLOBE. THROUGH GRANTMAKING, CAPACITY BUILDING AND PHILANTHROPIC ADVOCACY PROGRAMS, ASTRAEA SUPPORTS THE WORK OF LESBIAN, TRANS, INTERSEX AND ALLIED ORGANIZATIONS TO CHALLENGE OPPRESSION AND CLAIM THEIR RIGHTS.

4b (Code:) (Expenses \$ 1,340,879. including grants of \$ 640,000.) (Revenue \$) INTERNATIONAL TRANS FUND-A SPONSORED PROJECT OF ASTRAEA-WAS CREATED IN 2015 WITH A MISSION TO MOBILIZE SUSTAINABLE RESOURCES FOR STRONG, TRANS-LED MOVEMENTS AND COLLECTIVE ACTION, AND TO ADDRESS AND ELIMINATE FUNDING GAPS IMPACTING TRANS GROUPS ACROSS THE GLOBE. INTERNATIONAL TRANS FUND AIMS TO INCREASE THE CAPACITY OF TRANS MOVEMENTS TO SELF ORGANIZE AND ADVOCATE FOR TRANS PEOPLE'S RIGHTS, SELF-DETERMINATION AND WELLBEING.

4c (Code:) (Expenses \$ 237,768. including grants of \$) (Revenue \$) THE PIPELINE PROJECT-A SPONSORED PROJECT OF ASTRAEA-IS A RECRUITMENT , RETENTION AND LEADERSHIP ADVANCEMENT INITIATIVE. THE INITIATIVE'S GOALS ARE TO PRODUCE PROGRAMS AND ENGAGE IN ACTIVITIES THAT TOGETHER REPRESENT A LONG-TERM EFFORT TO INCREASE THE NUMBER OF PEOPLE OF COLOR WORKING WITHIN THE NATION'S LGBT RIGHTS, SERVICE AND ADVOCACY SECTOR, AND ULTIMATELY INCREASE THE LEVEL OF DIVERSITY IN THE LEADERSHIP OF OUR MOVEMENT.

4d Other program services (Describe in Schedule O.) (Expenses \$ 260,174. including grants of \$ 260,174.) (Revenue \$)

4e Total program service expenses 10,152,116.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Yes, No. Rows include questions 1 through 21 regarding organizational requirements and reporting.

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? <i>If "Yes," complete Schedule I, Parts I and III</i>		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? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d 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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>		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? <i>If "Yes," complete Schedule L, Part III</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		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? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		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 Compliance

Check 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		
b 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)

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 2a through 16 regarding employee counts, tax filings, and organizational compliance.

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

Section A. Governing Body and Management

		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.		
1b	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
7b	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:		
8a	The governing body?	X	
8b	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.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	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?	X	
11b	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	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
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?		
15a	The organization's CEO, Executive Director, or top management official	X	
15b	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
16b	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 **NY, CA**
- 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 **THE ORGANIZATION - (212) 529-8021
116 EAST 16TH STREET, 7TH FLOOR, NEW YORK, NY 10003**

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: 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.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RYAN LI DAHLSTROM BOARD CO-CHAIR	1.50	X		X				0.	0.	0.
(2) IIMAY HO BOARD CO-CHAIR	1.50	X		X				0.	0.	0.
(3) EUGENIE FITZGERALD TREASURER	1.50	X		X				0.	0.	0.
(4) WILL CORDERY DIRECTOR	1.50	X						0.	0.	0.
(5) JENNIFER BRIER (TO MAR 2019) DIRECTOR	1.50	X						0.	0.	0.
(6) URJOOJ ARSHAD DIRECTOR	1.50	X						0.	0.	0.
(7) BOOKDA GHEISAR DIRECTOR	1.50	X						0.	0.	0.
(8) DARLA KASHIAN DIRECTOR	1.50	X						0.	0.	0.
(9) MARIA DE LA CRUZ DIRECTOR	1.50	X						0.	0.	0.
(10) EBONE BISHOP DIRECTOR	1.50	X						0.	0.	0.
(11) SUSANA FRIED DIRECTOR	1.50	X						0.	0.	0.
(12) GEETA MISRA DIRECTOR	1.50	X						0.	0.	0.
(13) ROCKI SIMOES DIRECTOR	1.50	X						0.	0.	0.
(14) JENNIFER ALOTTA (TO JUL 2019) EXECUTIVE DIRECTOR	35.00			X				199,486.	0.	34,957.
(15) SUSAN NEIMAN (TO DEC 2018) CHIEF FINANCIAL OFFICER	35.00			X				152,781.	0.	21,053.
(16) CLARENCE PATTON EXECUTIVE DIRECTOR-PIPELINE PROJECT	35.00					X		125,049.	0.	20,718.
(17) BARBARA JEAN DAVIS DIRECTOR OF DEVELOPMENT	35.00					X		152,321.	0.	11,535.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) KERRY JO FORD LYN DIRECTOR OF LGBTI GLOBAL DEVELOPMENT	35.00					X		114,843.	0.	28,666.
(19) SARAH GUNTHER DIR. OF PHILANTHROPIC PARTNERSHIPS	35.00					X		106,421.	0.	7,882.
1b Sub-total								850,901.	0.	124,811.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								850,901.	0.	124,811.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6**

	Yes	No
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

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
MATTHEW HART 1049 JACKSON STREET, PHILADELPHIA, PA 19148	GLOBAL PHILANTHROPY DIRECTOR	146,108.
WONDER STRATEGIES FOR GOOD 101 DOWNEY STREET, SAN FRANCISCO, CA 94117	RESEARCH/STRATEGIC COMMUNICATION	120,583.
FUNDERS FOR LGBTQ ISSUES 48 WEST 36TH STREET, NEW YORK, NY 10018		101,225.

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 **3**

Part VIII Statement of Revenue

Check 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	1,007,048.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	9,065,688.				
	g Noncash contributions included in lines 1a-1f: \$		1,198,695.				
	h Total. Add lines 1a-1f		10,072,736.				
Program Service Revenue	2 a PROGRAM FEES	Business Code 624100	56,740.	56,740.			
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		56,740.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		231,267.			231,267.	
	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					
		c Gain or (loss)					
		d Net gain or (loss)					
	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 MISCELLANEOUS REVENUE	900099		25,668.	25,668.			
b							
c							
d All other revenue							
e Total. Add lines 11a-11d			25,668.				
12 Total revenue. See instructions			10,528,445.	82,408.	0.	373,301.	

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 X

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	2,226,534.	2,226,534.		
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	3,106,818.	3,106,818.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	518,470.	219,507.	189,210.	109,753.
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	2,358,134.	1,363,756.	460,065.	534,313.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	38,750.	23,606.	6,442.	8,702.
9 Other employee benefits	262,250.	157,475.	46,653.	58,122.
10 Payroll taxes	222,680.	129,039.	44,725.	48,916.
11 Fees for services (non-employees):				
a Management				
b Legal	46,965.	24,422.	9,393.	13,150.
c Accounting	106,113.	55,179.	21,222.	29,712.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	56,930.		56,930.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	1,863,428.	1,670,139.	63,462.	129,827.
12 Advertising and promotion	45,265.	38,281.		6,984.
13 Office expenses	121,029.	54,854.	39,479.	26,696.
14 Information technology	91,397.	65,483.	9,024.	16,890.
15 Royalties				
16 Occupancy	333,534.	210,940.	51,081.	71,513.
17 Travel	411,547.	331,033.	24,433.	56,081.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	406,489.	378,343.	13,153.	14,993.
20 Interest	17,462.		17,462.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	80,728.	41,979.	16,145.	22,604.
23 Insurance	8,257.		8,257.	
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 EVENT EXPENSES	138,592.			138,592.
b REPAIRS AND MAINTENANCE	52,104.	16,521.	6,355.	29,228.
c STAFF DEVELOPMENT & REC	32,503.	17,198.	9,493.	5,812.
d BANK/CREDIT CARD FEES	27,491.	15,368.	5,930.	6,193.
e All other expenses	13,166.	5,641.	4,818.	2,707.
25 Total functional expenses. Add lines 1 through 24e	12,586,636.	10,152,116.	1,103,732.	1,330,788.
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check 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	1,516,040.	1	1,074,278.
	2 Savings and temporary cash investments	443,986.	2	1,327,425.
	3 Pledges and grants receivable, net	3,767,040.	3	2,563,030.
	4 Accounts receivable, net	50,127.	4	99,404.
	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		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	240,387.	9	180,936.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 453,764.		
	b Less: accumulated depreciation	10b 182,316.	10c	271,448.
	11 Investments - publicly traded securities	12,024,434.	11	11,410,929.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	12,518.	15	12,518.
16 Total assets. Add lines 1 through 15 (must equal line 34)	18,406,708.	16	16,939,968.	
Liabilities	17 Accounts payable and accrued expenses	437,040.	17	918,169.
	18 Grants payable	2,655,944.	18	2,532,511.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	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		22	
	23 Secured mortgages and notes payable to unrelated third parties	325,626.	23	269,101.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	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	65,260.	25	72,877.
	26 Total liabilities. Add lines 17 through 25	3,483,870.	26	3,792,658.
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.			
	27 Unrestricted net assets	1,522,805.	27	1,156,466.
	28 Temporarily restricted net assets	9,938,316.	28	8,529,127.
	29 Permanently restricted net assets	3,461,717.	29	3,461,717.
	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	14,922,838.	33	13,147,310.
	34 Total liabilities and net assets/fund balances	18,406,708.	34	16,939,968.

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	10,528,445.
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,586,636.
3	Revenue less expenses. Subtract line 2 from line 1	3	-2,058,191.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,922,838.
5	Net unrealized gains (losses) on investments	5	289,147.
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	-6,484.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,147,310.

Part XII Financial Statements and Reporting

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

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		X
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:		
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
b Were the organization's financial statements audited by an independent accountant?	X	
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:		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?	X	
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?	X	
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	X	

Form 990 (2018)

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.")	7666939.	8541792.	13146737.	13621767.	10072736.	53049971.
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	7666939.	8541792.	13146737.	13621767.	10072736.	53049971.
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)						17926133.
6 Public support. Subtract line 5 from line 4.						35123838.

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	7666939.	8541792.	13146737.	13621767.	10072736.	53049971.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	166,685.	179,566.	161,738.	152,768.	231,267.	892,024.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	62,851.	10,595.	6,057.	15,496.	25,668.	120,667.
11 Total support. Add lines 7 through 10						54062662.
12 Gross receipts from related activities, etc. (see instructions)					12	582,212.
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 type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	64.97 %
15 Public support percentage from 2017 Schedule A, Part II, line 14	15	67.48 %
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 checked="" 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 8, 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

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>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.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>		
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)? <i>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.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
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))? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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? <i>If "Yes," provide detail in Part VI.</i>		
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)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

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? If "Yes" to a, b, or c, provide detail in Part VI.		

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? 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.		
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? 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.		

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)? 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).		

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? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
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? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

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 <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government 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.	Yes	No
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.		

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	<input type="checkbox"/> 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.)

Multiple horizontal lines for supplemental information.

Schedule A Identification of Excess Contributions Included on Part II, Line 5 2018

**** Do Not File ****
***** Not Open to Public Inspection *****

Contributor's Name	Total Contributions	Excess Contributions
ARCUS FOUNDATION	7,802,690.	6,721,437.
DREILINDEN GESELLSCHAFT FUR GEMEINNUTZIGES PRIVAKAPITAL MBH	1,704,475.	623,222.
FORD FOUNDATION	4,520,000.	3,438,747.
FOUNDATION TO PROMOTE OPEN SOCIETY	1,855,225.	773,972.
FOUNDATION FOR A JUST SOCIETY	3,221,000.	2,139,747.
HELLER BERNARD	1,914,892.	833,639.
JEANNE R CORDOVA LIVING TRUST	1,232,500.	151,247.
WELLSPRING PHILANTHROPIC FOUNDATION	4,325,375.	3,244,122.
Total Excess Contributions to Schedule A, Part II, Line 5		17,926,133.

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

THE ASTRAEA FOUNDATION, INC.

Employer identification number

13-2992977

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).

Name of organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
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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	ARCUS FOUNDATION 44 WEST 28TH STREET, 17TH FLOOR NEW YORK, NY 10001	\$ 1,096,172.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	FORD FOUNDATION 320 WEST 43RD STREET 4TH FLOOR NEW YORK, NY 10017	\$ 480,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	WELLSPRING PHILANTHROPIC FUND PO BOX 770001 CINCINNATI, OH 45277	\$ 2,095,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	US AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID) 1300 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20523	\$ 832,489.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	FOUNDATION FOR A JUST SOCIETY 25 EAST 22ND STREET NEW YORK, NY 10010	\$ 1,600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	DREILINDEN GESELLSCHAFT FUR GEMEINNUTZIGES PRIVATKAPITAL MBH ALTE KONIGSTR. 18, 22767 HAMBURG, GERMANY	\$ 422,414.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
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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
7	NATIONAL DEMOCRATIC INSTITUTE FOR INTERNATIONAL AFFAIRS 455 MASSACHUSETTS AVENUE, NW, 8TH FL WASHINGTON, DC 20001	\$ 370,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	PUBLIC HEALTH SOLUTIONS 40 WORTH STREET - 5TH FLOOR NEW YORK, NY 10013	\$ 262,015.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	PUBLICLY TRADED SECURITIES _____ _____ _____	\$ 834,084.	06/30/19
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
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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 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 **THE ASTRAEA FOUNDATION, INC.** Employer identification number **13-2992977**

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	10	
2 Aggregate value of contributions to (during year)	365,723.	
3 Aggregate value of grants from (during year)	309,243.	
4 Aggregate value at end of year	281,548.	
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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	4,464,429.	4,177,981.	3,596,520.	3,741,083.	3,453,099.
b Contributions					503,402.
c Net investment earnings, gains, and losses	439,315.	380,430.	674,852.	-49,702.	-118,032.
d Grants or scholarships					
e Other expenditures for facilities and programs	97,571.	93,982.	93,391.	94,861.	97,386.
f Administrative expenses					
g End of year balance	4,806,173.	4,464,429.	4,177,981.	3,596,520.	3,741,083.

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

- a Board designated or quasi-endowment .00 %
- b Permanent endowment 72.03 %
- c Temporarily restricted endowment 27.97 %

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:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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		404,316.	154,173.	250,143.
d Equipment		49,448.	28,143.	21,305.
e Other				0.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				271,448.

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) DEFERRED RENT	72,877.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	72,877.

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	10,865,283.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	289,147.	
b	Donated services and use of facilities	2b	111,105.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-6,484.	
e	Add lines 2a through 2d	2e		393,768.
3	Subtract line 2e from line 1		3	10,471,515.
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	56,930.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		56,930.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	10,528,445.

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	12,640,811.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	111,105.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		111,105.
3	Subtract line 2e from line 1		3	12,529,706.
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	56,930.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		56,930.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	12,586,636.

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 V, LINE 4:

TO SUPPORT ASTRAEA'S PROGRAMS AND OPERATIONS BASED ON DONOR-IMPOSED RESTRICTIONS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FOREIGN CURRENCY TRANSLATION ADJUSTMENT -6,484.

**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

2018

Open to Public
Inspection

Name of the organization: **THE ASTRAEA FOUNDATION, INC.**
Employer identification number: **13-2992977**

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
SUB-SAHARAN AFRICA - ANGOLA, BENIN, BOTSWANA, BURKINA FASO,	0	0	PROGRAM SERVICE	INTERNATIONAL TRANS FUND	177,761.
NORTH AMERICA - CANADA AND MEXICO, BUT NOT THE UNITED STATES	0	0	PROGRAM SERVICE	INTERNATIONAL TRANS FUND	103,500.
SUB-SAHARAN AFRICA - ANGOLA, BENIN, BOTSWANA, BURKINA FASO,	0	0	PROGRAM SERVICE	STRATEGIC COMMUNICATION	68,370.
CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,	0	0	PROGRAM SERVICE	COMMS LAB	73,760.
SOUTH ASIA - AFGHANISTAN, BANGLADESH, BHUTAN, INDIA, MALDIVES,	0	0	PROGRAM SERVICE	COMMS LAB	15,639.
SOUTH AMERICA - ARGENTINA, BOLIVIA, BRAZIL, CHILE, COLUMBIA, ECUADOR,	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		334,600.
RUSSIA AND NEIGHBORING STATES - ARMENIA, AZERBIJAN, BELARUS,	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		181,500.
MIDDLE EAST AND NORTH AFRICA - ALGERIA, BAHRAIN, DJIBOUTI, EGYPT,	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		100,500.
3 a Subtotal	0	0			1,055,630.
b Total from continuation sheets to Part I	0	0			2,490,218.
c Totals (add lines 3a and 3b)	0	0			3,545,848.

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

Schedule F (Form 990) 2018

Part I Continuation of Activities per Region. (Schedule F (Form 990), Part I, line 3)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
EUROPE (INCLUDING ICELAND & GREENLAND) - ALBANIA, ANDORRA, AUSTRIA, BELGIUM	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		491,017.
EAST ASIA AND THE PACIFIC - AUSTRALIA, BRUNEI, BURMA, CAMBODIA,	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		873,405.
CENTRAL AMERICA AND THE CARIBBEAN - ANTIGUA & BARBUDA, ARUBA, BAHAMAS,	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		344,600.
SOUTH ASIA	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		193,440.
SUB-SAHARAN AFRICA	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION		587,756.
Totals					2,490,218.

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)
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	17,500.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	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 **170**

3 Enter total number of other organizations or entities **0**

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	14,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	118,500.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	22,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		CENTRAL AMERICA AND THE CARIBBEAN	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	9,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	50,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	50,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	9,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	105,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	50,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	29,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,500.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	17,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		EAST ASIA AND THE PACIFIC	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,254.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	19,900.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,286.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,577.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	14,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	29,500.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	12,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	12,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	22,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	16,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		EUROPE (INCLUDING ICELAND & GREENLAND)	CHARITABLE AND EDUCATIONAL ACTIVITIES	60,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	17,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	17,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	11,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	14,000.	WIRE TRANSFER	0.		
		MIDDLE EAST AND NORTH AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	28,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	18,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	14,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		RUSSIA AND NEIGHBORING STATES	CHARITABLE AND EDUCATIONAL ACTIVITIES	22,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	40,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		SOUTH AMERICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	50,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	29,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	17,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		SOUTH ASIA	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	11,256.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	50,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	8,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	18,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	20,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	25,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	9,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	6,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	12,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	12,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	12,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	21,000.	WIRE TRANSFER	0.		

Part II Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)								
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 non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	23,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	32,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	14,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	7,500.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	30,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	10,000.	WIRE TRANSFER	0.		
		SUB-SAHARAN AFRICA	CHARITABLE AND EDUCATIONAL ACTIVITIES	15,000.	WIRE TRANSFER	0.		

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

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 3:

ASTRAEA REQUIRES GRANT RECIPIENTS TO SUBMIT A SIGNED GRANT AGREEMENT PRIOR TO DISBURSEMENT OF GRANT FUNDS. GRANT RECIPIENTS ARE REQUIRED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS AT THE END OF THE GRANT PERIOD, WHICH IS TYPICALLY BETWEEN SIX MONTHS AND ONE YEAR. MULTI-YEAR GRANTS ARE PAID IN ANNUAL INSTALLMENTS. GRANT RECIPIENTS OF MULTI-YEAR GRANTS MUST SUBMIT NARRATIVE AND FINANCIAL REPORTS FOR EACH COMPLETED YEAR PRIOR TO DISBURSEMENT OF FUNDS FOR THE FOLLOWING GRANT YEAR. ASTRAEA'S STAFF EVALUATES NARRATIVE AND FINANCIAL REPORTS TO ASSESS GRANTEE ACCOMPLISHMENTS AND DETERMINE WHETHER THE GRANT WAS APPROPRIATELY SPENT.

Multiple horizontal lines for supplemental information.

**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 **THE ASTRAEA FOUNDATION, INC.** Employer identification number **13-2992977**

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
ALLGO 701 TILLERY STREET BOX 4 AUSTIN, TX 78702	74-2495181	501(C)(3)	8,000.	0.			SUSTAINABILITY SUPPORT
API EQUALITY - NORTHERN CALIFORNIA (APIENC) - 17 WALTER U L - SAN FRANCISCO, CA 94108	94-2161304	501(C)(3)	10,000.	0.			GENERAL SUPPORT
AUDRE LORDE PROJECT (ALP) 147 WEST 24TH STREET, 3RD FLOOR NEW YORK, NY 10011	06-1502452	501(C)(3)	8,000.	0.			ORGANIZATIONAL AND LEADERSHIP DEVELOPMENT
BLACK AND BROWN WORKERS COOPERATIVE - 1315 WALNUT ST STE 320 - PHILADELPHIA, PA 19107	46-3109411	501(C)(3)	10,000.	0.			GENERAL SUPPORT
BLACK AND PINK 6223 MAPLE ST #4600 OMAHA, NE 68104	27-3930676	501(C)(3)	15,000.	0.			GENERAL SUPPORT
BLACK LGBTQIA+ MIGRANT PROJECT PO BOX 70976 OAKLAND, CA 94612	05-0544006	501(C)(3)	8,000.	0.			QUEER BLACK MIGRANT SURVEY

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 59

3 Enter total number of other organizations listed in the line 1 table ▶ 0

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

Schedule I (Form 990) (2018)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

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
BLACK TRANS MEDIA 771 4TH AVE, APT 1R BROOKLYN, NY 11233	52-2094677	501(C)(3)	10,000.	0.			GENERAL SUPPORT
BREAKOUT! 4327 CANAL STREET NEW ORLEANS, LA 70119	95-4116679	501(C)(3)	165,000.	0.			VICE 2 ICE: TOWARDS IMMIGRATION AND LGBTQ JUSTICE
CENTER FOR MEDIA JUSTICE 436 14TH STREET - SUITE 500 OAKLAND, CA 94612	30-0520981	501(C)(3)	8,000.	0.			MEDIA JUSTICE ANNUAL SUMMIT 2019: CRIMINALIZATION AND FREEDOM IN A HIGH TECH
CIRCUITO DE INNOVACION Y RESILIENCIA QUEER (CIRQ) - CONDOMINIO EL MONTE NORTE, 322-A - SAN JUAN, PR 00918	66-0903902	501(C)(3)	8,000.	0.			CORPREO CUIR: RETIRO LIDERANZA SANADORA POSMARA
CIRCUITO DE INNOVACION Y RESILIENCIA QUEER (CIRQ) - CONDOMINIO EL MONTE NORTE, 322-A - SAN JUAN, PR 00918	66-0903902	501(C)(3)	10,000.	0.			GENERAL SUPPORT
COMMUNITY UNITED AGAINST VIOLENCE, INC. - 427 SOUTH VAN NESS AVE - SAN FRANCISCO, CA 94103	94-2758154	501(C)(3)	15,000.	0.			GENERAL SUPPORT
DETROIT REPRESENT! 4126 3RD STREET DETROIT, MI 48201	01-0559608	501(C)(3)	8,000.	0.			STEALTH INFILTRATION
FAMILIA: TRANS QUEER LIBERATION MOVEMENT (FAMILIA TQLM) - 634 S SPRING ST 11TH FLOOR - LOS ANGELES, CA 90014	74-1563270	501(C)(3)	15,000.	0.			GENERAL SUPPORT
FAMILIA: TRANS QUEER LIBERATION MOVEMENT (FAMILIA TQLM) - 634 S SPRING ST 11TH FLOOR - LOS ANGELES, CA 09001	74-1563270	501(C)(3)	8,000.	0.			MI EXISTIR ES RESISTIR NATIONAL ENCUESTRO 2019

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
FIERCE 2427 MORRIS AVE BRONX, NY 10468	03-0518774	501(C)(3)	15,000.	0.			GENERAL SUPPORT
FRANKLIN AND MARSHALL COLLEGE PO BOX 3003 LANCASTER, PA 17604	23-1352635	501(C)(3)	92,400.	0.			PROJECT SUPPORT
FREEDOM INC. 1810 S PARK ST STE 1 MADISON, WI 53713	43-2023570	501(C)(3)	15,000.	0.			GENERAL SUPPORT
GARDEN OF PEACE PROJECT PO BOX 174 HOMESTEAD, PA 15120	47-2122021	501(C)(3)	10,000.	0.			GENERAL SUPPORT
GENDERS & SEXUALITIES ALLIANCE NETWORK (GSA NETWORK) - 300 FRANK H OGAWA PLAZA, STE 9 - OAKLAND, CA 94612	20-5367752	501(C)(3)	165,000.	0.			SOUTHEASTERN YOUTH ORGANIZING
IMMIGRANT YOUTH COALITION (IYC) 675 S. PARK VIEW ST. SUITE B LOS ANGELES, CA 90057	95-4116679	501(C)(3)	15,000.	0.			GENERAL SUPPORT
INTERSEX AND FAITH 513 MEMORIAL BLVD, PMB 161 SPRINGFIELD, TN 37172	81-5401964	501(C)(3)	8,000.	0.			GENERAL SUPPORT
INTERSEX JUSTICE PROJECT 1634 EMERALD AVE SW ATLANTA, GA 30312	46-1323531	501(C)(3)	8,000.	0.			GENERAL SUPPORT
INVISIBLE TO INVINCIBLE ("I2I"): API PRIDE OF CHICAGO - C/O NQAPIA, PO BOX 1277, OLD CHELSEA STATION - NEW YORK, NY 10113	27-2114866	501(C)(3)	10,000.	0.			GENERAL SUPPORT

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
MARIPOSAS SIN FRONTERAS 620 S 6TH AVE TUCSON, AZ 85701	46-5432784	501(C)(3)	15,000.	0.			GENERAL SUPPORT
MARIPOSAS SIN FRONTERAS 620 S 6TH AVE TUCSON, AZ 85701	46-5432784	501(C)(3)	8,000.	0.			LEADERSHIP DEVELOPMENT AND HEALING FOR STAFF AND BOARD MEMBERS.
MONTANA TWO SPIRIT SOCIETY PO BOX 7514 MISSOULA, MT 59807	94-3473673	501(C)(3)	8,000.	0.			MONTANA & INTERNATIONAL TWO SPIRIT GATHERING
MONTANA TWO SPIRIT SOCIETY PO BOX 7514 MISSOULA, MT 59807	94-3473673	501(C)(3)	10,000.	0.			GENERAL SUPPORT
NATIONAL QUEER AND TRANS THERAPISTS OF COLOR NETWORK - 23532 CALABASAS RD STE A - CALLABASAS, CA 94601	95-4116679	501(C)(3)	8,000.	0.			STRENGTHENING INTERNAL CAPACITY
NOT ONE MORE DEPORTATION CAMPAIGN/MIJENTE - 1229 E. EDGEMONT AVE - PHOENIX, AZ 85006	45-3697690	501(C)(3)	8,000.	0.			TECH CONVENING
OUT IN THE OPEN (FORMERLY GREEN MOUNTAIN CROSSROAD) - PO BOX 1685 - BRATTLEBORO, VT 05302	45-5246211	501(C)(3)	8,000.	0.			OUT IN THE OPEN SUMMIT
OUT IN THE OPEN (FORMERLY GREEN MOUNTAIN CROSSROAD) - PO BOX 1685 - BRATTLEBORO, VT 05302	45-5246211	501(C)(3)	10,000.	0.			GENERAL SUPPORT
OUTRIGHT ACTION INTERNATIONAL 80 MAIDEN LANE NEW YORK, NY 10038	94-3139952	501(C)(3)	22,759.	0.			GENERAL SUPPORT

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
OUTRIGHT ACTION INTERNATIONAL 80 MAIDEN LANE NEW YORK, NY 10038	94-3139952	501(C)(3)	20,000.	0.			GENERAL SUPPORT
PEACOCK REBELLION 1714 FRANKLIN ST #100-404 OAKLAND, CA 94612	46-1323531	501(C)(3)	10,000.	0.			GENERAL SUPPORT
PEACOCK REBELLION 1714 FRANKLIN ST #100-404 OAKLAND, CA 94612	46-1323531	501(C)(3)	8,000.	0.			EMERGENT STRATEGY PROCESS
POWER INSIDE 1601 GUILFORD AVE., 2 SOUTH BALTIMORE, MD 21202	52-2148413	501(C)(3)	10,000.	0.			GENERAL SUPPORT
PROJECT SOUTH 9 GAMMON AVENUE SE ATLANTA, GA 30315	58-1956686	501(C)(3)	115,000.	0.			LGBTQ JUSTICE WORK
PROVIDENCE YOUTH STUDENT MOVEMENT (PRYSM) - 669 ELMWOOD AVENUE, SUITE B-7, BOX 16 - PROVIDENCE, RI 02907	65-1224536	501(C)(3)	8,000.	0.			HEALING JUSTICE WITHIN PRYSM
QUEER & TRANS PEOPLE OF COLOR BIRTHWERQ PROJECT (Q/TPOC BP) - 343 23RD AVE E - SEATTLE, WA 98112	91-1868021	501(C)(3)	10,000.	0.			GENERAL SUPPORT
RACIAL JUSTICE ACTION CENTER (RJAC) - 2861 EAST POINT STREET - EAST POINT, GA 30344	95-4116679	501(C)(3)	165,000.	0.			SOLUTIONS NOT PUNISHMENT COALITION AND WOMEN ON THE RISE
REGENTS UNIVERSITY OF CALIFORNIA PO BOX 951476 LOS ANGELES, CA 90095	95-1642394	501(C)(3)	232,979.	0.			THE WILLIAMS INSTITUTE

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
SOMOS FAMILIA 2323 BROADWAY OAKLAND, CA 94612	81-4019488	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SOMOS FAMILIA 2323 BROADWAY OAKLAND, CA 94612	81-4019488	501(C)(3)	8,000.	0.			ENCUENTRO DE FAMILIAS Y DIVERSIDAD
SOUTHERN VISION ALLIANCE PO BOX 51698 DURHAM, NC 27717	61-1639641	501(C)(3)	90,000.	0.			FACILITATING RURAL ORGANIZING THAT SUPPORTS LEADERSHIP OF QUEER AND TRANS PEOPLE OF COLOR IN
SOUTHERNERS ON NEW GROUND (SONG) 561 W. WHITEHALL STREET SW ATLANTA, GA 30310	61-1274170	501(C)(3)	165,000.	0.			PARTNERSHIP WITH MIJENTE
START SOMEWHERE LLC 729 K STREET NE WASHINGTON, DC 20002	13-2992977	501(C)(3)	106,174.	0.			LESBIAN WHO TECH
STONEWALL YOUTH PO BOX 7383 OLYMPIA, WA 98507	94-3202727	501(C)(3)	10,000.	0.			GENERAL SUPPORT
SURVIVORS ORGANIZING FOR LIBERATION (SOL) - PO BOX 181085 - DENVER, CO 80218	84-1493585	501(C)(3)	15,000.	0.			GENERAL SUPPORT
THE KNIGHTS AND ORCHIDS SOCIETY 108 BROAD STREET SELMA, AL 36701	45-2603909	501(C)(3)	10,000.	0.			GENERAL SUPPORT
THE VAID GROUP 225 BROADWAY, SUITE 2100 NEW YORK, NY 10007	27-3320012	501(C)(3)	154,000.	0.			GENERAL SUPPORT

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
TRANS QUEER PUEBLO 1726 E ROOSEVELT ST PHOENIX, AZ 85006	81-3625797	501(C)(3)	15,000.	0.			GENERAL SUPPORT
TRANS (FORMING) 2861 EAST POINT STREET WASHINGTON, GA 30344	26-3728794	501(C)(3)	10,000.	0.			GENERAL SUPPORT
TRANS (FORMING) 2861 EAST POINT STREET WASHINGTON, GA 30344	26-3728794	501(C)(3)	18,000.	0.			GENERAL SUPPORT
TRANS (FORMING) 2861 EAST POINT STREET WASHINGTON, GA 30344	26-3728794	501(C)(3)	10,000.	0.			TRAINING, POLITICAL EDUCATION, AND STRATEGIC PLANNING
TRANSGENDER ADVOCATES KNOWLEDGEABLE EMPOWERING (TAKE) - 8246 2ND AVENUE SOUTH - BIRMINGHAM, AL 35206	26-3728794	501(C)(3)	30,000.	0.			GENERAL SUPPORT
TRANSGENDER LAW CENTER PO BOX 70976 OAKLAND, CA 94612	05-0544006	501(C)(3)	10,000.	0.			PROJECT SUPPORT FOR THE TRANS AND QUEER #ABOLISHICE NATIONAL GATHERING
TRANSGENDER, GENDER VARIANT, AND INTERSEX JUSTICE PROJECT (TGIJP) - 370 TURK #370 - SAN FRANCISCO, CA 94102	94-3330568	501(C)(3)	15,000.	0.			HEALING JUSTICE RETREAT
WOMEN WITH A VISION 1226 NORTH BROAD STREET NEW ORLEANS, LA 70119	72-1202185	501(C)(3)	65,000.	0.			BAD COP DATABASE / ALTERNATIVE TO INCARCERATION

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:

ASTRAEA REQUIRES GRANT RECIPIENTS TO SUBMIT A SIGNED GRANT AGREEMENT PRIOR TO DISBURSEMENT OF GRANT FUNDS. GRANT RECIPIENTS ARE REQUIRED TO SUBMIT NARRATIVE AND FINANCIAL REPORTS AT THE END OF THE GRANT PERIOD, WHICH IS TYPICALLY BETWEEN SIX MONTHS AND ONE YEAR. MULTI-YEAR GRANTS ARE PAID IN ANNUAL INSTALLMENTS. GRANT RECIPIENTS OF MULTI-YEAR GRANTS MUST SUBMIT NARRATIVE AND FINANCIAL REPORTS FOR EACH COMPLETED YEAR PRIOR TO DISBURSEMENT OF FUNDS FOR THE FOLLOWING GRANT YEAR. ASTRAEA'S STAFF EVALUATES NARRATIVE AND FINANCIAL REPORTS TO ASSESS GRANTEE ACCOMPLISHMENTS

Part IV Supplemental Information

AND DETERMINE WHETHER THE GRANT WAS APPROPRIATELY SPENT.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: CENTER FOR MEDIA JUSTICE

(H) PURPOSE OF GRANT OR ASSISTANCE: MEDIA JUSTICE ANNUAL SUMMIT 2019:
CRIMINALIZATION AND FREEDOM IN A HIGH TECH WORLD

NAME OF ORGANIZATION OR GOVERNMENT: SOUTHERN VISION ALLIANCE

(H) PURPOSE OF GRANT OR ASSISTANCE: FACILITATING RURAL ORGANIZING THAT
SUPPORTS LEADERSHIP OF QUEER AND TRANS PEOPLE OF COLOR IN NORTH CAROLINA

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2018

Open to Public Inspection

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.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ASTRAEA FOUNDATION, INC.

Employer identification number

13-2992977

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 checked="" 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 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 type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" 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) JENNIFER ALOTTA (TO JUL 2019) EXECUTIVE DIRECTOR	(i)	199,486.	0.	0.	3,964.	30,993.	234,443.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) SUSAN NEIMAN (TO DEC 2018) CHIEF FINANCIAL OFFICER	(i)	152,781.	0.	0.	2,797.	18,256.	173,834.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) BARBARA JEAN DAVIS DIRECTOR OF DEVELOPMENT	(i)	152,321.	0.	0.	0.	11,535.	163,856.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(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:

PURSUANT TO ASTRAEA'S TRAVEL POLICY, UPGRADED TRAVEL IS PERMITTED FOR ALL EMPLOYEES ONLY WHEN NECESSARY BECAUSE OF MEDICAL CONDITIONS, BASED UPON A PHYSICIAN'S ORDER. ONE INDIVIDUAL, LISTED IN PART VII, SECTION A, LINE 1A, WAS PROVIDED WITH A FIRST-CLASS FLIGHT PURSUANT TO THIS POLICY. THE COST OF THIS FIRST-CLASS FLIGHT WAS NOT TREATED AS TAXABLE COMPENSATION.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ 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 **THE ASTRAEA FOUNDATION, INC.** Employer identification number **13-2992977**

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	21	1,198,695.	
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** **0**

	Yes	No
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?		X
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?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
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.		

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

Schedule M (Form 990) 2018

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

THE ASTRAEA FOUNDATION, INC.

Employer identification number

13-2992977

FORM 990, PART I, DOING BUSINESS AS:

ASTRAEA LESBIAN FOUNDATION FOR JUSTICE

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

SIDE-BY-SIDE WITH GRANTEE AND DONOR PARTNERS TO ACHIEVE RACIAL,
ECONOMIC, SOCIAL AND GENDER JUSTICE WORLDWIDE.

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

RACIAL, ECONOMIC, SOCIAL AND GENDER JUSTICE WORLDWIDE.

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

VAID GROUP LGBTQ POVERTY INITIATIVE - A SPONSORED PROJECT OF
ASTRAEA-ENGAGE IN RESEARCH THAT WILL SERVE AS THE BASIS FOR A NATIONAL
LGBTQ POVERTY POLICY AGENDA. THIS AGENDA OUTLINES KEY ISSUE AREAS
IDENTIFIED BY ADVOCATES WHO PARTICIPATED IN NATIONAL CONVENINGS. THE
VAID GROUP HAS ONE DEDICATED PERSON TO LEAD A TWO-YEAR INITIATIVE TO
MOBILIZE GREATER ACTIVISM, ADVOCACY AND ENGAGEMENT TO ADDRESS POVERTY
IN LGBTQ COMMUNITIES NATIONWIDE USING INFORMATION IN THE POVERTY
AGENDA.

EXPENSES \$ 154,000. INCLUDING GRANTS OF \$ 154,000. REVENUE \$ 0.

LESBIANS WHO TECH - A SPONSORED PROJECT OF ASTRAEA - QUEER WOMEN AND
ALLIES IN TECH TO CREATE COMMUNITY, INCREASE VISIBILITY AND IMPROVE
PRESENTATION AMONG WOMEN AND LESBIANS IN TECHNOLOGY.

EXPENSES \$ 106,174. INCLUDING GRANTS OF \$ 106,174. REVENUE \$ 0.

Name of the organization

THE ASTRAEA FOUNDATION, INC.

Employer identification number

13-2992977

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

FORM 990 WAS DISTRIBUTED TO THE BOARD PRIOR TO IT BEING FILED.

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

DIRECTORS, OFFICERS AND KEY PERSONNEL ARE REQUIRED TO DISCLOSE ALL POSSIBLE CONFLICTS IMMEDIATELY IN WRITING TO THE BOARD. THE BOARD REVIEWS SUCH MATTERS, WHILE THE DISCLOSING PERSON IS RECUSED AND EXCLUDED FROM THE DELIBERATIONS AND DECISION, AND ACTS IN ACCORDANCE WITH THE POLICY.

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

ASTRAEA CONDUCTS A COMPREHENSIVE ASSESSMENT EVERY TWO YEARS TO COMPARE ITS STAFF'S SALARIES TO SEVERAL OTHER FOUNDATIONS WITH SIMILAR VALUES AND VARIOUS BUDGETS. DATA IS COLLECTED FROM EXISTING SALARY SURVEYS PUBLISHED ON A YEARLY BASIS BY NON-PROFIT ORGANIZATIONS, SUCH AS GUIDESTAR, PROFESSIONALS FOR NONPROFITS AND NON-PROFIT COORDINATING COMMITTEE OF NEW YORK. THIS ANALYSIS IS PREPARED BY THE CHIEF FINANCIAL OFFICER. THE INFORMATION COLLECTED IS PRESENTED TO THE EXECUTIVE DIRECTOR FOR A FINAL DECISION ON ALL STAFF. HOWEVER, DECISIONS REGARDING THE EXECUTIVE DIRECTOR'S SALARY ASSESSMENT ARE PRESENTED TO THE BOARD OF DIRECTORS FOR APPROVAL. MOST RECENTLY, ASTRAEA HAS RECEIVED SALARY BENCH-MARKING DATA FROM ADP (AUTOMATIC DATA PROCESSING, INC.). DATA IS REQUESTED AND REVIEWED ANNUALLY.

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

THE FINANCIAL STATEMENTS ARE AVAILABLE ON THE WEBSITE AND UPON REQUEST. GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART IX, LINE 11G, OTHER FEES:

Name of the organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
---	---

DEVELOPMENT CONSULTANTS:

PROGRAM SERVICE EXPENSES	8,961.
MANAGEMENT AND GENERAL EXPENSES	3,447.
FUNDRAISING EXPENSES	11,476.
TOTAL EXPENSES	23,884.

PROGRAM CONSULTANTS:

PROGRAM SERVICE EXPENSES	986,406.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	34,861.
TOTAL EXPENSES	1,021,267.

IT CONSULTANT:

PROGRAM SERVICE EXPENSES	28,279.
MANAGEMENT AND GENERAL EXPENSES	10,876.
FUNDRAISING EXPENSES	15,227.
TOTAL EXPENSES	54,382.

PAYROLL AND HR FEES:

PROGRAM SERVICE EXPENSES	34,076.
MANAGEMENT AND GENERAL EXPENSES	13,106.
FUNDRAISING EXPENSES	18,349.
TOTAL EXPENSES	65,531.

SEARCH FIRM:

PROGRAM SERVICE EXPENSES	59,251.
MANAGEMENT AND GENERAL EXPENSES	22,789.
FUNDRAISING EXPENSES	31,905.

Name of the organization THE ASTRAEA FOUNDATION, INC.	Employer identification number 13-2992977
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TOTAL EXPENSES	113,945.
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OTHER ADMINISTRATIVE FEES:

PROGRAM SERVICE EXPENSES	33,634.
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MANAGEMENT AND GENERAL EXPENSES	13,244.
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FUNDRAISING EXPENSES	18,009.
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TOTAL EXPENSES	64,887.
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PIPELINE PROJECT CONSULTANT:

PROGRAM SERVICE EXPENSES	5,474.
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MANAGEMENT AND GENERAL EXPENSES	0.
--	-----------

FUNDRAISING EXPENSES	0.
-----------------------------	-----------

TOTAL EXPENSES	5,474.
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INTERNATIONAL TRANS FUND CONSULTANTS:

PROGRAM SERVICE EXPENSES	160,679.
---------------------------------	-----------------

MANAGEMENT AND GENERAL EXPENSES	0.
--	-----------

FUNDRAISING EXPENSES	0.
-----------------------------	-----------

TOTAL EXPENSES	160,679.
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GLOBAL:

PROGRAM SERVICE EXPENSES	353,379.
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MANAGEMENT AND GENERAL EXPENSES	0.
--	-----------

FUNDRAISING EXPENSES	0.
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TOTAL EXPENSES	353,379.
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TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	1,863,428.
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FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

JUNE 30, 2019

Prepared for	THE ASTRAEA FOUNDATION, INC. 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003
Prepared by	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176
Amount due or refund	NO AMOUNT IS DUE. THE ORGANIZATION WILL RECEIVE A REFUND IN THE AMOUNT OF \$8,193
Make check payable to	NO AMOUNT IS DUE.
Mail tax return and check (if applicable) to	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CENTER OGDEN, UT 84201-0027
Return must be mailed on or before	JULY 15, 2020
Special Instructions	THE RETURN SHOULD BE SIGNED AND DATED.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2018

For calendar year 2018 or other tax year beginning JUL 1, 2018, and ending JUN 30, 2019

▶ Go to www.irs.gov/Form990T for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Department of the Treasury
Internal Revenue Service

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE ASTRAEA FOUNDATION, INC. Number, street, and room or suite no. If a P.O. box, see instructions. 116 EAST 16TH STREET, 7TH FLOOR City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10003	D Employer identification number (Employees' trust, see instructions.) 13-2992977 E Unrelated business activity code (See instructions.)
C Book value of all assets at end of year		F Group exemption number (See instructions.) ▶ G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Enter the number of the organization's unrelated trades or businesses. ▶ _____ Describe the only (or first) unrelated trade or business here ▶ _____ . If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. ▶ _____

J The books are in care of ▶ **THE ORGANIZATION** Telephone number ▶ **(212) 529-8021**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from a partnership or an S corporation (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule)	12		
13 Total. Combine lines 3 through 12	13	0.	

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule) (see instructions)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	0.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	31	
32 Unrelated business taxable income. Subtract line 31 from line 30	32	0.

Part III Total Unrelated Business Taxable Income	
33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions) 0.
34	Amounts paid for disallowed fringes
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34
37	Specific deduction (Generally \$1,000, but see line 37 instructions for exceptions) 1,000.
38	Unrelated business taxable income. Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36

Part IV Tax Computation	
39	Organizations Taxable as Corporations. Multiply line 38 by 21% (0.21) 0.
40	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 38 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)
41	Proxy tax. See instructions
42	Alternative minimum tax (trusts only)
43	Tax on Noncompliant Facility Income. See instructions
44	Total. Add lines 41, 42, and 43 to line 39 or 40, whichever applies

Part V Tax and Payments	
45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 45a
b	Other credits (see instructions) 45b
c	General business credit. Attach Form 3800 45c
d	Credit for prior year minimum tax (attach Form 8801 or 8827) 45d
e	Total credits. Add lines 45a through 45d 45e
46	Subtract line 45e from line 44 46 0.
47	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule) 47
48	Total tax. Add lines 46 and 47 (see instructions) 48 0.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2 49 0.
50a	Payments: A 2017 overpayment credited to 2018 50a 1,774.
b	2018 estimated tax payments 50b 6,419.
c	Tax deposited with Form 8868 50c
d	Foreign organizations: Tax paid or withheld at source (see instructions) 50d
e	Backup withholding (see instructions) 50e
f	Credit for small employer health insurance premiums (attach Form 8941) 50f
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total ▶ 50g
51	Total payments. Add lines 50a through 50g 51 8,193.
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/> 52
53	Tax due. If line 51 is less than the total of lines 48, 49, and 52, enter amount owed 53
54	Overpayment. If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid 54 8,193.
55	Enter the amount of line 54 you want: Credited to 2019 estimated tax ▶ Refunded ▶ 55 8,193.

Part VI Statements Regarding Certain Activities and Other Information (see instructions)		Yes	No
56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here ▶		
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		
58	Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

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

Sign Here Signature of officer _____ Date _____ **INTERIM EXECUTIVE DIRECTOR** Title _____

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

Paid Preparer Use Only

Print/Type preparer's name: **FREDERICK MARTENS** Preparer's signature: _____ Date: _____ Check if self-employed PTIN: **P00298107**

Firm's name ▶ **LUTZ AND CARR, CPAS LLP** Firm's EIN ▶ **13-1655065**

Firm's address ▶ **551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176** Phone no. **212-697-2299**

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. THE ASTRAEA FOUNDATION, INC.	Employer identification number (EIN) or 13-2992977
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 116 EAST 16TH STREET, 7TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE ORGANIZATION

- The books are in the care of ▶ **116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003**
Telephone No. ▶ **(212) 529-8021** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **MAY 15, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2018**, and ending **JUN 30, 2019**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. THE ASTRAEA FOUNDATION, INC.	Employer identification number (EIN) or 13-2992977
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 116 EAST 16TH STREET, 7TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10003	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

THE ORGANIZATION

- The books are in the care of ▶ **116 EAST 16TH STREET, 7TH FLOOR - NEW YORK, NY 10003**
Telephone No. ▶ **(212) 529-8021** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **MAY 15, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2018**, and ending **JUN 30, 2019**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	6,223.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,192.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

2018 TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM 199

FOR THE YEAR ENDING

JUNE 30, 2019

Prepared for	THE ASTRAEA FOUNDATION, INC. 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003
Prepared by	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176
To be signed and dated by	NOT APPLICABLE
Amount of tax	Total tax \$ 0.00 Less: payments and credits \$ 0.00 Plus: other amount \$ 0.00 Plus: interest and penalties \$ 0.00 NO PMT REQUIRED \$
Overpayment	Credited to your estimated tax \$ 0.00 Other amount \$ 0.00 Refunded to you \$ 0.00
Make check payable to	NOT APPLICABLE
Mail tax return and check (if applicable) to	THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. IF YOU WISH TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE FTB, PLEASE CONTACT OUR OFFICE. WE WILL THEN SUBMIT THE ELECTRONIC RETURN TO THE FTB. DO NOT MAIL THE PAPER COPY OF THE RETURN TO THE FTB.
Return must be mailed on or before	NOT APPLICABLE
Special Instructions	

California Exempt Organization Annual Information Return

Calendar Year 2018 or fiscal year beginning (mm/dd/yyyy) **07/01/2018**, and ending (mm/dd/yyyy) **06/30/2019**

Corporation/Organization name THE ASTRAEA FOUNDATION, INC.		California corporation number 3797536
Additional information. See instructions.		FEIN 13-2992977
Street address (suite or room) 116 EAST 16TH STREET, 7TH FLOOR		PMB no.
City NEW YORK	State NY	ZIP code 10003
Foreign country name	Foreign province/state/county	Foreign postal code

<p>A First Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>B Amended Return <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>C IRC Section 4947(a)(1) trust <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>D Final Information Return? <input type="checkbox"/> Dissolved <input type="checkbox"/> Surrendered (Withdrawn) <input type="checkbox"/> Merged/Reorganized Enter date: (mm/dd/yyyy) _____</p> <p>E Check accounting method: (1) <input type="checkbox"/> Cash (2) <input checked="" type="checkbox"/> Accrual (3) <input type="checkbox"/> Other</p> <p>F Federal return filed? (1) <input checked="" type="checkbox"/> 990T (2) <input type="checkbox"/> 990PF (3) <input type="checkbox"/> Sch H (990) (4) <input checked="" type="checkbox"/> Other 990 series</p> <p>G Is this a group filing? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>H Is this organization in a group exemption <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," what is the parent's name? _____</p> <p>I Did the organization have any changes to its guidelines not reported to the FTB? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>J If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>K Is the organization exempt under R&TC Section 23701g? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," enter the gross receipts from nonmember sources \$ _____</p> <p>L If organization is a public charity exempt under R&TC Section 23701d and meets the filing fee exception, check box. No filing fee is required <input checked="" type="checkbox"/></p> <p>M Is the organization a Limited Liability Company? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N Did the organization file Form 100 or Form 109 to report taxable income? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>O Is the organization under audit by the IRS or has the IRS audited in a prior year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>P Is federal Form 1023/1024 pending? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Date filed with IRS _____</p>
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Part I Complete Part I unless not required to file this form. See General Information B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	3,534,191	00
	2	Gross dues and assessments from members and affiliates	2		00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1	3	10,072,736	00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Information B. STMT 2	4	13,606,927	00
	5	Cost of goods sold	5		00
	6	Cost or other basis, and sales expenses of assets sold	6	3,078,482	00
	7	Total costs. Add line 5 and line 6	7	3,078,482	00
	8	Total gross income. Subtract line 7 from line 4	8	10,528,445	00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	12,586,636	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	-2,058,191	00
Filing Fee	11	Total payments	11		00
	12	Use tax. See General Information K	12		00
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11	13		00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	14		00
	15	Filing fee \$10 or \$25. See General Information F	15	N/A	00
	16	Penalties and Interest. See General Information J	16		00
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result	17		00

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

Sign Here	Signature of officer	Title INTERIM EXECUT	Date	• Telephone
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	• PTIN P00298107
	Firm's name (or yours, if self-employed) and address LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176			• Firm's FEIN 13-1655065
				• Telephone 212-697-2299

May the FTB discuss this return with the preparer shown above? See instructions Yes No

Part II Organizations with gross receipts of more than \$50,000 and private foundations regardless of amount of gross receipts - complete Part II or furnish substitute information.

828951 12-12-18

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1		00		
	2	Interest	•	2	231,267	00		
	3	Dividends	•	3		00		
	4	Gross rents	•	4		00		
	5	Gross royalties	•	5		00		
	6	Gross amount received from sale of assets (See Instructions)	STATEMENT 3	•	6	3,220,516	00	
	7	Other income	SEE STATEMENT 4	•	7	82,408	00	
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1		•	8	3,534,191	00	
	9	Contributions, gifts, grants, and similar amounts paid	STATEMENT 5	•	9	5,333,352	00	
	10	Disbursements to or for members		•	10		00	
	11	Compensation of officers, directors, and trustees	SEE STATEMENT 6	•	11	518,470	00	
	12	Other salaries and wages		•	12	2,358,134	00	
	Expenses and Disbursements	13	Interest	•	13	17,462	00	
		14	Taxes	•	14	222,680	00	
		15	Rents	•	15	333,534	00	
		16	Depreciation and depletion (See instructions)		•	16	80,728	00
		17	Other Expenses and Disbursements	SEE STATEMENT 7	•	17	3,722,276	00
		18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9		•	18	12,586,636	00

Schedule L Balance Sheet		Beginning of taxable year		End of taxable year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		1,960,026		2,401,703
2	Net accounts receivable		50,127		99,404
3	Net notes receivable				
4	Inventories				
5	Federal and state government obligations				
6	Investments in other bonds				
7	Investments in stock				
8	Mortgage loans				
9	Other investments	STMT 8	12,024,434		11,410,929
10 a	Depreciable assets	453,764		453,764	
b	Less accumulated depreciation	(101,588	352,176	(182,316)	271,448
11	Land				
12	Other assets	STMT 9	4,019,945		2,756,484
13	Total assets		18,406,708		16,939,968
Liabilities and net worth					
14	Accounts payable		437,040		918,169
15	Contributions, gifts, or grants payable		2,655,944		2,532,511
16	Bonds and notes payable	STMT 10	325,626		269,101
17	Mortgages payable				
18	Other liabilities	STMT 11	65,260		72,877
19	Capital stock or principal fund				
20	Paid-in or capital surplus. Attach reconciliation				
21	Retained earnings or income fund		14,922,838		13,147,310
22	Total liabilities and net worth		18,406,708		16,939,968

Schedule M-1 Reconciliation of income per books with income per return						
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.						
1	Net income per books	• -1,775,528	7	Income recorded on books this year not included in this return	STMT 12	• 282,663
2	Federal income tax	•	8	Deductions in this return not charged against book income this year		•
3	Excess of capital losses over capital gains	•	9	Total. Add line 7 and line 8		282,663
4	Income not recorded on books this year	•	10	Net income per return.		
5	Expenses recorded on books this year not deducted in this return	•		Subtract line 9 from line 6		-2,058,191
6	Total. Add line 1 through line 5	-1,775,528				

CA 199 CASH CONTRIBUTIONS STATEMENT 1
 INCLUDED ON PART I, LINE 3

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
ARCUS FOUNDATION	44 WEST 28TH STREET, 17TH FLOOR NEW YORK, NY 10001	06/30/19	262,088.
FORD FOUNDATION	320 WEST 43RD STREET 4TH FLOOR NEW YORK, NY 10017	06/30/19	480,000.
WELLSPRING PHILANTHROPIC FUND	PO BOX 770001 CINCINNATI, OH 45277	06/30/19	2,095,375.
US AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID)	1300 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20523	06/30/19	832,489.
FOUNDATION FOR A JUST SOCIETY	25 EAST 22ND STREET NEW YORK, NY 10010	06/30/19	1,600,000.
DREILINDEN GESELLSCHAFT FUR GEMEINNUTZIGES PRIVATKAPITAL MBH	ALTE KONIGSTR. 18, 22767, HAMBURG, GERMANY	06/30/19	422,414.
NATIONAL DEMOCRATIC INSTITUTE FOR INTERNATIONAL AFFAIRS	455 MASSACHUSETTS AVENUE, NW, 8TH FL WASHINGTON, DC 20001	06/30/19	370,000.
PUBLIC HEALTH SOLUTIONS	40 WORTH STREET - 5TH FLOOR NEW YORK, NY 10013	06/30/19	262,015.
TOTAL INCLUDED ON LINE 3			6,324,381.

CA 199	NONCASH CONTRIBUTIONS INCLUDED ON PART I, LINE 3	STATEMENT	2
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<u>CONTRIBUTOR'S NAME</u>	<u>CONTRIBUTOR'S ADDRESS</u>		
ARCUS FOUNDATION	44 WEST 28TH STREET, 17TH FLOOR NEW YORK, NY 10001		
<u>PROPERTY DESCRIPTION</u>	<u>DATE OF GIFT</u>	<u>TOTAL AMOUNT</u>	<u>FMV OF GIFT</u>
PUBLICLY TRADED SECURITIES	06/30/19	1,096,172.	834,084.
TOTAL INCLUDED ON LINE 3			834,084.

CA 199	GROSS AMOUNT FROM SALE OF ASSETS	STATEMENT	3
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	GROSS SALES PRICE
			PURCHASED	
	COST OR OTHER BASIS	DEPREC.	EXPENSE OF SALE	GROSS SALES PRICE
	3,078,482.	0.	0.	3,220,516.
TOTAL TO FORM 199, PAGE 2, LN 6	3,078,482.	0.	0.	3,220,516.

CA 199	OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
MISCELLANEOUS REVENUE	25,668.
PROGRAM FEES	56,740.
TOTAL TO FORM 199, PART II, LINE 7	82,408.

CA 199	CASH CONTRIBUTIONS, GIFTS, GRANTS AND SIMILAR AMOUNTS PAID	STATEMENT	5
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ACTIVITY CLASSIFICATION: GRANTS TO RECIPIENTS

DONEES NAME	DONEES ADDRESS	RELATIONSHIP	AMOUNT
SEE ATTACHED FORM 990 SCHEDULE F & I	116 EAST 16 ST, 7TH FL - NEW YORK, NY 10003	NONE	5,333,352.

TOTAL FOR THIS ACTIVITY	5,333,352.
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TOTAL INCLUDED ON FORM 199, PART II, LINE 9	5,333,352.
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CA 199	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
RYAN LI DAHLSTROM 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	BOARD CO-CHAIR 1.50	0.
IIMAY HO 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	BOARD CO-CHAIR 1.50	0.
EUGENIE FITZGERALD 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	TREASURER 1.50	0.
WILL CORDERY 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	DIRECTOR 1.50	0.
JENNIFER BRIER (TO MAR 2019) 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	DIRECTOR 1.50	0.
URJOOJ ARSHAD 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003	DIRECTOR 1.50	0.

INVESTMENT MANAGEMENT FEES	56,930.
OTHER PROFESSIONAL FEES	1,863,428.
ADVERTISING AND PROMOTION	45,265.
OFFICE EXPENSES	121,029.
INFORMATION TECHNOLOGY	91,397.
TRAVEL	411,547.
CONFERENCES AND CONVENTIONS	406,489.
INSURANCE	8,257.
ALL OTHER EXPENSES	13,166.
TOTAL TO FORM 199, PART II, LINE 17	<u>3,722,276.</u>

CA 199	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PUBLICLY TRADED SECURITIES	12,024,434.	11,410,929.	
TOTAL TO FORM 199, SCHEDULE L, LINE 9	<u>12,024,434.</u>	<u>11,410,929.</u>	

CA 199	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
PLEDGES AND GRANTS RECEIVABLE	3,767,040.	2,563,030.	
PREPAID EXPENSES AND DEFERRED CHARGES	240,387.	180,936.	
SECURITY DEPOSITS	12,518.	12,518.	
TOTAL TO FORM 199, SCHEDULE L, LINE 12	<u>4,019,945.</u>	<u>2,756,484.</u>	

CA 199	BONDS AND NOTES PAYABLE	STATEMENT	10
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
NOTE PAYABLE	325,626.	269,101.	
TOTAL TO FORM 199, SCHEDULE L, LINE 16	<u>325,626.</u>	<u>269,101.</u>	

CA 199	OTHER LIABILITIES	STATEMENT 11
DESCRIPTION	BEG. OF YEAR	END OF YEAR
DEFERRED RENT	65,260.	72,877.
TOTAL TO FORM 199, SCHEDULE L, LINE 18	65,260.	72,877.

CA 199	INCOME RECORDED ON BOOKS THIS YEAR NOT INCLUDED IN THIS RETURN	STATEMENT 12
DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENT FOREIGN CURRENCY TRANSLATION		289,147. -6,484.
TOTAL TO FORM 199, SCHEDULE M-1, LINE 7		282,663.

Corporation Depreciation and Amortization

Attach to Form 100 or Form 100W.

FORM 199

FEIN 13-2992977

Corporation name

California corporation number

THE ASTRAEA FOUNDATION, INC.

3797536

Part I Election To Expense Certain Property Under IRC Section 179

1	Maximum deduction under IRC Section 179 for California	1	\$25,000
2	Total cost of IRC Section 179 property placed in service	2	
3	Threshold cost of IRC Section 179 property before reduction in limitation	3	\$200,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property (elected IRC Section 179 cost)	7	
8	Total elected cost of IRC Section 179 property. Add amounts in column (c), line 6 and line 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from prior taxable years	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	IRC Section 179 expense deduction. Add line 9 and line 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2019. Add line 9 and line 10, less line 12	13	

Part II Depreciation and Election of Additional First Year Depreciation Deduction Under R&TC Section 24356

(a) Description property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14 1 LEASEHOLD IMPROVEMENTS	10/01/16	404,316	83,858	SL	9.00	70,315	
2 FURNITURE	07/01/16	41,002	12,301	SL	5.00	8,200	
3 COMPUTER EQUIPMENT	12/31/15	8,446	5,429	SL	3.00	2,213	
TOTALS		453,764	101,588				
15	Add the amounts in column (g) and column (h). The total of column (h) may not exceed \$2,000. See instructions for line 14, column (h)					15	80,728

Part III Summary

16	Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), or Depreciation (if no election is made), enter the amount from line 15, column (g)	16	80,728
17	Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	80,728
18	Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 2, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	0

Part IV Amortization

(a) Description of property	(b) Date acquired (mm/dd/yyyy)	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year
19						
20	Total. Add the amounts in column (g)					20
21	Total amortization claimed for federal purposes from federal Form 4562, line 44					21
22	Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 2, line 12					22

TAXABLE YEAR
2018

California e-file Return Authorization for Exempt Organizations

FORM
8453-EO

Exempt Organization name	Identifying number
THE ASTRAEA FOUNDATION, INC.	13-2992977

Part I Electronic Return Information (whole dollars only)

1 Total gross receipts (Form 199, line 4)	1	13,606,927
2 Total gross income (Form 199, line 8)	2	10,528,445
3 Total expenses and disbursements (Form 199, line 9)	3	12,586,636

Part II Settle Your Account Electronically for Taxable Year 2018

4 <input type="checkbox"/> Electronic funds withdrawal	4a Amount	4b Withdrawal date (mm/dd/yyyy)
---	------------------	--

Part III Banking Information (Have you verified the exempt organization's banking information?)

5 Routing number _____	7 Type of account: <input type="checkbox"/> Checking <input type="checkbox"/> Savings
6 Account number _____	

Part IV Declaration of Officer

I authorize the exempt organization's account to be settled as designated in Part II. If I check Part II, Box 4, I authorize an electronic funds withdrawal for the amount listed on line 4a.

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2018 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements to be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider the reason(s) for the delay.**

Sign Here			
	Signature of officer	Date	INTERIM EXECUTIVE DIRECTOR

Part V Declaration of Electronic Return Originator (ERO) and Paid Preparer.

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2018 Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or **four** years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO	ERO's signature	Date	Check if also paid preparer <input checked="" type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's PTIN P00298107
Must Sign	Firm's name (or yours if self-employed) and address	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY			FEIN 13-1655065 ZIP code 10176

Under penalties of perjury, I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

Paid Preparer	Paid preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Paid preparer's PTIN
Must Sign	Firm's name (or yours if self-employed) and address	FEIN ZIP code		

TAX RETURN FILING INSTRUCTIONS

CALIFORNIA FORM RRF-1

FOR THE YEAR ENDING

JUNE 30, 2019

Prepared for	THE ASTRAEA FOUNDATION, INC. 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003
Prepared by	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176
Amount due or refund	BALANCE DUE OF \$225.00
Make check payable to	DEPARTMENT OF JUSTICE
Mail tax return and check (if applicable) to	REGISTRY OF CHARITABLE TRUSTS P.O. BOX 903447 SACRAMENTO, CA 94203-4470
Return must be mailed on or before	PLEASE MAIL AS SOON AS POSSIBLE.
Special Instructions	THE REPORT SHOULD BE SIGNED AND DATED BY THE AUTHORIZED INDIVIDUAL(S).

TAX RETURN FILING INSTRUCTIONS

NEW YORK FORM CHAR500

FOR THE YEAR ENDING

JUNE 30, 2019

Prepared for	THE ASTRAEA FOUNDATION, INC. 116 EAST 16TH STREET, 7TH FLOOR NEW YORK, NY 10003
Prepared by	LUTZ AND CARR, CPAS LLP 551 FIFTH AVENUE, SUITE 400 NEW YORK, NY 10176
Amount due or refund	BALANCE DUE OF \$775.00
Make check payable to	DEPARTMENT OF LAW
Mail tax return and check (if applicable) to	NYS OFFICE OF ATTORNEY GENERAL CHARITIES BUREAU REGISTRATION SECTION 28 LIBERTY STREET NEW YORK, NY 10005
Return must be mailed on or before	NOVEMBER 15, 2020
Special Instructions	THE REPORT SHOULD BE SIGNED AND DATED BY THE AUTHORIZED INDIVIDUAL(S). THE ATTACHED COPY OF FEDERAL FORM 990 MUST BE PROPERLY SIGNED AND DATED.

CHAR500

NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.com

Send with fee and attachments to:
NYS Office of the Attorney General
Charities Bureau Registration Section
28 Liberty Street
New York, NY 10005

2018
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1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) **07/01/2018** and Ending (mm/dd/yyyy) **06/30/2019**

Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: THE ASTRAEA FOUNDATION, INC.	Employer Identification Number (EIN): 13-2992977
	Mailing Address: 116 EAST 16TH STREET, 7TH FLOOR	NY Registration Number: 02-46-26
	City / State / ZIP: NEW YORK, NY 10003	Telephone: 212 529-8021
	Website: WWW.ASTRAEAFOUNDATION.ORG	Email:

Check your organization's registration category: 7A only EPTL only DUAL (7A & EPTL) EXEMPT* Confirm your Registration Category in the Charities Registry at www.CharitiesNYS.com.

2. Certification

See instructions for certification requirements. Improper certification is a violation of law that may be subject to penalties. The certification requires two signatories.

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

President or Authorized Officer: _____
Signature _____ Print Name and Title _____ Date _____

Chief Financial Officer or Treasurer: _____
Signature _____ Print Name and Title _____ Date _____

3. Annual Reporting Exemption

Check the exemption(s) that apply to your filing. If your organization is claiming an exemption under one category (7A or EPTL only filers) or both categories (DUAL filers) that apply to your registration, complete only parts 1, 2, and 3, and submit the certified Char500. No fee, schedules, or additional attachments are required. If you cannot claim an exemption or are a DUAL filer that claims only one exemption, you must file applicable schedules and attachments and pay applicable fees.

- 3a. 7A filing exemption: Total contributions from NY State including residents, foundations, government agencies, etc. did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during the fiscal year.
- 3b. EPTL filing exemption: Gross receipts did not exceed \$25,000 and the market value of assets did not exceed \$25,000 at any time during the fiscal year.

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing.

Yes No 4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.

Yes No 4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ <u>25.</u>	EPTL filing fee: \$ <u>750.</u>	Total fee: \$ <u>775.</u>	Make a single check or money order payable to: "Department of Law"
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CHAR500 Annual Filing for Charitable Organizations (Updated January 2019)

*The "Exempt" category refers to an organization's NYS registration status. It does not refer to its IRS tax designation.

CHAR500

Annual Filing Checklist

Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:

- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
- Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3.
- Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

Check the schedules you must submit with your CHAR500 as described in Part 4:

- If you answered "yes" in Part 4a, submit Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsel (FRC), Commercial Co-Venturers (CCV)
- If you answered "yes" in Part 4b, submit Schedule 4b: Government Grants

Check the financial attachments you must submit with your CHAR500:

- IRS Form 990, 990-EZ, or 990-PF, and 990-T if applicable
- All additional IRS Form 990 Schedules, including Schedule B (Schedule of Contributors). Schedule B of public charities is exempt from disclosure and will not be available for public review.
- Our organization was eligible for and filed an IRS 990-N e-postcard. Our revenue exceeded \$25,000 and/or our assets exceeded \$25,000 in the filing year. We have included an IRS Form 990-EZ for state purposes only.

If you are a 7A only or DUAL filer, submit the applicable independent Certified Public Accountant's Review or Audit Report:

- Review Report if you received total revenue and support greater than \$250,000 and up to \$750,000.
- Audit Report if you received total revenue and support greater than \$750,000
- No Review Report or Audit Report is required because total revenue and support is less than \$250,000
- We are a DUAL filer and checked box 3a, no Review Report or Audit Report is required

Calculate Your Fee

For 7A and DUAL filers, calculate the 7A fee:

- \$0, if you checked the 7A exemption in Part 3a
- \$25, if you did not check the 7A exemption in Part 3a

For EPTL and DUAL filers, calculate the EPTL fee:

- \$0, if you checked the EPTL exemption in Part 3b
- \$25, if the NET WORTH is less than \$50,000
- \$50, if the NET WORTH is \$50,000 or more but less than \$250,000
- \$100, if the NET WORTH is \$250,000 or more but less than \$1,000,000
- \$250, if the NET WORTH is \$1,000,000 or more but less than \$10,000,000
- \$750, if the NET WORTH is \$10,000,000 or more but less than \$50,000,000
- \$1500, if the NET WORTH is \$50,000,000 or more

Send Your Filing

Send your CHAR500, all schedules and attachments, and total fee to:

NYS Office of the Attorney General
 Charities Bureau Registration Section
 28 Liberty Street
 New York, NY 10005

Need Assistance?

Visit: www.CharitiesNYS.com
 Call: (212) 416-8401
 Email: Charities.Bureau@ag.ny.gov

Is my Registration Category 7A, EPTL, DUAL or EXEMPT?

Organizations are assigned a Registration Category upon registration with the NY Charities Bureau:

7A filers are registered to solicit contributions in New York under Article 7-A of the Executive Law ("7A")

EPTL filers are registered under the Estates, Powers & Trusts Law ("EPTL") because they hold assets and/or conduct activities for charitable purposes in NY.

DUAL filers are registered under both 7A and EPTL.

EXEMPT filers have registered with the NY Charities Bureau and meet conditions in **Schedule E - Registration Exemption for Charitable Organizations**. These organizations are not required to file annual financial reports but may do so voluntarily.

Confirm your Registration Category and learn more about NY law at www.CharitiesNYS.com.

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

- IRS Form 990 Part I, line 22
- IRS Form 990 EZ Part I, line 21
- IRS Form 990 PF, calculate the difference between Total Assets at Fair Market Value (Part II, line 16(c)) and Total Liabilities (Part II, line 23(b)).

CHAR500

Schedule 4b: Government Grants
www.CharitiesNYS.com

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If you checked the box in question 4b in Part 4, complete this schedule and list EACH government grant award by a domestic (federal, state or local) agency; interstate or intergovernmental agency (for example Port Authority of New York and New Jersey); and state or local authorities.

Use additional pages if necessary. Include this schedule with your certified CHAR500 NYS Annual Filing for Charitable Organizations.

1. Organization Information

Name of Organization: THE ASTRAEA FOUNDATION, INC.	NY Registration Number: 02-46-26
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2. Government Grants

Name of Government Agency	Amount of Grant
1. U.S. AGENCY FOR INTERNATIONAL DEVELOPMENT (USAID)	1. 832,489.
2. U.S. DEPARTMENT OF STATE	2. 174,559.
3.	3.
4.	4.
5.	5.
6.	6.
7.	7.
8.	8.
9.	9.
10.	10.
11.	11.
12.	12.
13.	13.
14.	14.
15.	15.
Total Government Grants:	Total: 1,007,048.