

Form **990**
(Rev. January 2020)
Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2019
Open to Public Inspection

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 **2019** calendar year, or tax year beginning and ending

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 TPF SPECIAL ASSETS FUND		D Employer identification number 04-3731829
	Doing business as		E Telephone number 215-563-6417
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1835 MARKET STREET		G Gross receipts \$ 26,687,432.
	City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
F Name and address of principal officer: PEDRO A. RAMOS SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
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: N/A			
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: 2002
M State of legal domicile: PA			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: RECEIVE, MANAGE AND DISTRIBUTE ASSETS, IN SUPPORT OF THE PHILADELPHIA FOUNDATION.
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 31
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 29
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a) 5 12
	6 Total number of volunteers (estimate if necessary) 6 34
	7 a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.
b Net unrelated business taxable income from Form 990-T, line 39 7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h) 50,408,736. Prior Year 23,597,567. Current Year
	9 Program service revenue (Part VIII, line 2g) 0. 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 1,120,891. 1,359,184.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 70,088. 169,202.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 51,599,715. 25,125,953.
	Expenses
14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 0.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 1,060,625. 1,931,164.	
16a Professional fundraising fees (Part IX, column (A), line 11e) 0. 0.	
b Total fundraising expenses (Part IX, column (D), line 25) 880,956.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 3,187,066. 5,937,632.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 9,759,033. 28,688,218.	
19 Revenue less expenses. Subtract line 18 from line 12 41,840,682. -3,562,265.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 100,598,800. Beginning of Current Year 105,118,770. End of Year
	21 Total liabilities (Part X, line 26) 900,563. 7,463,771.
	22 Net assets or fund balances. Subtract line 21 from line 20 99,698,237. 97,654,999.

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	Date			
	PEDRO A. RAMOS, PRESIDENT Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KAREN GRIES	Preparer's signature KAREN GRIES	Date 11/16/20	Check if self-employed <input type="checkbox"/>	PTIN P00078514
	Firm's name CLIFTONLARSONALLEN LLP	Firm's address 220 S 6TH STREET, SUITE 300 MINNEAPOLIS, MN 55402	Firm's EIN 41-0746749	Phone no. 612-376-4500	

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: RECEIVE, MANAGE AND DISTRIBUTE ASSETS, PRIMARILY ILLIQUID ASSETS, IN SUPPORT OF THE PHILADELPHIA FOUNDATION. THE LENFEST INSTITUTE FOR JOURNALISM'S MISSION IS TO DEVELOP AND SUPPORT SUSTAINABLE BUSINESS MODELS FOR GREAT LOCAL JOURNALISM.

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 \$ 26,862,353. including grants of \$ 20,819,422.) (Revenue \$ 0.)

THE LENFEST INSTITUTE: THE LENFEST INSTITUTE SUPPORTS BOTH THE DIGITAL TRANSFORMATION OF HERITAGE NEWS ORGANIZATIONS AND THE ENTREPRENEURIAL EFFORTS OF YOUNG, INNOVATIVE COMPANIES. THE INSTITUTE BELIEVES THAT QUALITY CIVIC JOURNALISM REQUIRES NEW BUSINESS MODELS, POWERFUL INNOVATIONS AND GROWING, DIVERSE AUDIENCES TO ACHIEVE SUSTAINABILITY IN THE DIGITAL AGE. IT FUNDS PROGRAMS THAT PRODUCE HIGH-IMPACT JOURNALISM, INNOVATIVE NEWS TECHNOLOGY, AND THAT LEAD TO HIGHLY ENGAGED, DIVERSE AND GROWING AUDIENCES.

HIGH-IMPACT JOURNALISM: QUALITY, IN-DEPTH REPORTING REMAINS THE FUNDAMENTAL VALUE PROPOSITION

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 26,862,353.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <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 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) 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, key employee, creator or founder, or substantial contributor? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of any individual described in line 28a? <i>If "Yes," complete Schedule L, Part IV</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <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>		X
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?		

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

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 2a through 16 regarding employee counts, tax returns, business income, foreign accounts, prohibited transactions, and charitable contributions.

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 on Schedule O. See instructions.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (31), 1b (29), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed PA
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.
19 Describe on 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
ORLANDO ESPOSITO - 215-563-6417
1835 MARKET STREET, STE 2410, PHILADELPHIA, PA 19103

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. See instructions for the order in which to list the persons above.

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) PEDRO A. RAMOS PRES/CEO & MANAGER, INSTIT	1.20 36.10	X		X				0.	367,857.	52,294.
(2) JAMES FRIEDLICH CEO AND MANAGER, INSTITUTE	35.00 0.00	X		X				357,692.	0.	41,526.
(3) ANNIE MADONIA CHIEF ADVANCE OFFICER, INS	35.00 0.00				X			295,058.	0.	39,242.
(4) ORLANDO ESPOSITO CHIEF FINANCIAL OFFICER	1.00 35.00			X				0.	143,219.	14,848.
(5) KEN HERTS CHIEF OPERATING OFFICER, INSTITUTE	35.00 0.00			X				244,208.	0.	741.
(4) BURT HERMAN MANAGER, INSTITUTE	35.00 0.00					X		174,307.	0.	14,016.
(5) KAREN CLEARY CHIEF FINANCIAL OFFICER - INSTITUTE	20.00 0.00			X				50,769.	0.	0.
(8) JANELLE STAFFORD MANAGING DIRECTOR - INSTITUTE	35.00 0.00					X		177,692.	0.	0.
(9) REBECCA FORMAN DIRECTOR OF ADVANCEMENT - INSTITUTE	35.00 0.00					X		159,404.	0.	0.
(6) LON GREENBERG DIRECTOR	0.20 1.10	X						0.	0.	0.
(7) SHIRIN KARSAN DIRECTOR	0.20 1.10	X						0.	0.	0.
(8) STEPHEN COZEN DIRECTOR	0.20 1.10	X						0.	0.	0.
(8) EVELYN MCNIFF DIRECTOR	0.20 1.10	X						0.	0.	0.
(9) FRANCIS J. MIRABELLO, ESQ. DIRECTOR	0.20 1.10	X						0.	0.	0.
(10) N. NINA AHMAD, PHD DIRECTOR	0.20 1.10	X						0.	0.	0.
(10) JOHN NIHILL DIRECTOR	0.20 1.10	X						0.	0.	0.
(11) STEVEN SCOTT BRADLEY DIRECTOR	0.20 1.10	X						0.	0.	0.

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			
(11) MICHAEL PEARSON DIRECTOR	0.20 1.10	X						0.	0.	0.
(12) R. DUANE PERRY DIRECTOR	0.20 1.10	X						0.	0.	0.
(13) BILL BURKE DIRECTOR	0.20 1.10	X						0.	0.	0.
(14) ANDREW ROGOFF DIRECTOR	0.20 1.10	X						0.	0.	0.
(15) ELIZABETH LEEBRON TUTELMAN, PHD DIRECTOR	0.20 1.10	X						0.	0.	0.
(16) SARAH BARLETT MANAGER, INSTITUTE	1.00 0.00	X						0.	0.	0.
(17) MICHAEL X. DELLI CARPINI, PH. D MANAGER, INSTITUTE	1.00 0.00	X						0.	0.	0.
(18) BILL GRUESKIN MANAGER, INSTITUTE	1.00 0.00	X						0.	0.	0.
(19) DAVID W. HAAS MANAGER, INSTITUTE	1.00 0.00	X						0.	0.	0.
1b Subtotal								1,459,130.	511,076.	162,667.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,459,130.	511,076.	162,667.

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, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person		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
DOUGLAS K. SMITH 10 OCTOBER CIRCLE, LAGRANGEVILLE, NY 12540	GRANT FUNDED PROJECT MGT.	327,000.
CHARLES BAUM 2106 NE 17TH AVENUE, PORTLAND, OR 97212	GRANT FUNDED PROJECT MGT.	252,299.
PERMIT CAPITAL, 101 FRONT STREET SUITE 940, WEST CONSHOHOCKEN, PA 19428	INVESTMENT MGT.	228,608.
TIMOTHY GRIGGS 102 KADEN WAY, AUSTIN, TX 78738	GRANT FUNDED PROJECT MGT.	222,667.
YASMIN NAMINI 251 E. 51ST STREET, NEW YORK, NY 10022	GRANT FUNDED PROJECT MGT.	148,800.

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 **10**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	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	115,322.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	23,482,245.			
	g	Noncash contributions included in lines 1a-1f	1g	\$			
	h Total. Add lines 1a-1f			23,597,567.			
Program Service Revenue			Business Code				
	2 a						
	b						
	c						
	d						
	e						
	g Total. Add lines 2a-2f						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,498,280.		1,498,280.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real				
			(ii) Personal				
	6 b	Less: rental expenses					
	6 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				
				1,381,706.			
	7 b	Less: cost or other basis and sales expenses		1,520,802.			
	7 c	Gain or (loss)		-139,096.			
d Net gain or (loss)				-139,096.		-139,096.	
8 a	Gross income from fundraising events (not including \$ 115,322. of contributions reported on line 1c). See Part IV, line 18						
		8 a	40,677.				
		8 b	40,677.				
c Net income or (loss) from fundraising events				0.			
9 a	Gross income from gaming activities. See Part IV, line 19						
		9 a					
		9 b					
c Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances						
		10 a					
		10 b					
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code				
	11 a	FEE FOR SERVICE INCOME/GRANT OVER	900099	169,202.		169,202.	
	b						
	c						
	e Total. Add lines 11a-11d				169,202.		
12 Total revenue. See instructions				25,125,953.	0.	0.	1,528,386.

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 ...	20,791,822.	20,791,822.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	27,600.	27,600.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	985,747.	443,173.	133,531.	409,043.
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	646,080.	380,640.	83,468.	181,972.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	71,397.	19,032.	9,752.	42,613.
9 Other employee benefits	121,796.	47,550.	32,168.	42,078.
10 Payroll taxes	106,144.	53,995.	15,308.	36,841.
11 Fees for services (nonemployees):				
a Management				
b Legal	134,560.		134,560.	
c Accounting	145,595.		145,595.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	228,628.		228,628.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	3,588,215.	3,452,286.	79,031.	56,898.
12 Advertising and promotion	70,568.	40,677.		29,891.
13 Office expenses	11,645.	4,373.	3,346.	3,926.
14 Information technology	32,397.	15,767.	6,995.	9,635.
15 Royalties				
16 Occupancy	4,229.	1,484.	1,155.	1,590.
17 Travel	246,168.	188,973.	24,008.	33,187.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	162,389.	132,644.	9,644.	20,101.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	8,142.	2,858.	2,223.	3,061.
23 Insurance	13,610.	176.	13,434.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a EXPENSE REIMBURSEMENTS	1,048,778.	1,048,778.		
b FEES PAID FOR FISCAL SP	168,202.	168,202.		
c _____				
d _____				
e All other expenses _____	74,506.	42,323.	22,063.	10,120.
25 Total functional expenses. Add lines 1 through 24e	28,688,218.	26,862,353.	944,909.	880,956.
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	
	2 Savings and temporary cash investments	9,638,626.	2	16,454,553.
	3 Pledges and grants receivable, net	25,478,567.	3	10,721,661.
	4 Accounts receivable, net		4	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	13,229.	9	104,969.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 50,207.		
	b Less: accumulated depreciation	10b 10,177.	10c	40,030.
	11 Investments - publicly traded securities	40,607,495.	11	43,161,960.
	12 Investments - other securities. See Part IV, line 11	24,812,711.	12	34,635,597.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 33)	100,598,800.	16	105,118,770.	
Liabilities	17 Accounts payable and accrued expenses	665,563.	17	1,526,778.
	18 Grants payable	235,000.	18	5,936,993.
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	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		25	
	26 Total liabilities. Add lines 17 through 25	900,563.	26	7,463,771.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	569,316.	27	586,513.
	28 Net assets with donor restrictions	99,128,921.	28	97,068,486.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	99,698,237.	32	97,654,999.
	33 Total liabilities and net assets/fund balances	100,598,800.	33	105,118,770.

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	25,125,953.
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,688,218.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,562,265.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	99,698,237.
5	Net unrealized gains (losses) on investments	5	5,519,027.
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 on Schedule O)	9	-4,000,000.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	97,654,999.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits

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

Form 990 (2019)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization **TPF SPECIAL ASSETS FUND** Employer identification number **04-3731829**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

f Enter the number of supported organizations 1

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
THE PHILADELPHIA FOUNDATION	23-1581832	8	X		0.	0.
Total					0.	0.

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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
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.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
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 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2018. 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 - 2019. 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 - 2018. 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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(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 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	%
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2019. 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 - 2018. 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>	X	
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
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?		X
b A family member of a person described in (a) above?		X
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI.</i>		X

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

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? <i>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.</i>		
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? <i>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.</i>		
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? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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 2019 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-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required- explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2019 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2019, 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 2019. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2020. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

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 B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2019

Name of the organization

TPF SPECIAL ASSETS FUND

Employer identification number

04-3731829

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, 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 TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
<u>1</u>	 <hr/> <hr/> <hr/>	\$ <u>30,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>	 <hr/> <hr/> <hr/>	\$ <u>75,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>	 <hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>	 <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>	 <hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>12,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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	_____ _____ _____	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	_____ _____ _____	\$ <u>6,725.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	_____ _____ _____	\$ <u>8,475.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	_____ _____ _____	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	_____ _____ _____	\$ <u>1,025,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	_____ _____ _____	\$ <u>76,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
13	<hr/> <hr/> <hr/>	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<hr/> <hr/> <hr/>	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<hr/> <hr/> <hr/>	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<hr/> <hr/> <hr/>	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
19	<hr/> <hr/> <hr/>	\$ <u>600,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	<hr/> <hr/> <hr/>	\$ <u>5,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
23	<hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	<hr/> <hr/> <hr/>	\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
25	<hr/> <hr/> <hr/>	\$ <u>5,206,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	<hr/> <hr/> <hr/>	\$ <u>35,105.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	<hr/> <hr/> <hr/>	\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	<hr/> <hr/> <hr/>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	<hr/> <hr/> <hr/>	\$ <u>245,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
31	<hr/> <hr/> <hr/>	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	<hr/> <hr/> <hr/>	\$ 255,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	<hr/> <hr/> <hr/>	\$ 1,300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	<hr/> <hr/> <hr/>	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36	<hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
37	_____ _____ _____	\$ 325,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
38	_____ _____ _____	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
39	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
40	_____ _____ _____	\$ 450,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
41	_____ _____ _____	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42	_____ _____ _____	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
43	<hr/> <hr/> <hr/>	\$ <u>7,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44	<hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45	<hr/> <hr/> <hr/>	\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46	<hr/> <hr/> <hr/>	\$ <u>30,475.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
48	<hr/> <hr/> <hr/>	\$ <u>5,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
49	<hr/> <hr/> <hr/>	\$ <u>200,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
50	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
51	<hr/> <hr/> <hr/>	\$ <u>60,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
52	<hr/> <hr/> <hr/>	\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
53	<hr/> <hr/> <hr/>	\$ <u>6,375.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
54	<hr/> <hr/> <hr/>	\$ <u>5,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
55	<hr/> <hr/> <hr/>	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
56	<hr/> <hr/> <hr/>	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
57	<hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
58	<hr/> <hr/> <hr/>	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
59	<hr/> <hr/> <hr/>	\$ 26,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
60	<hr/> <hr/> <hr/>	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
61	_____ _____ _____	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
62	_____ _____ _____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
63	_____ _____ _____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
64	_____ _____ _____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
65	_____ _____ _____	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
66	_____ _____ _____	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
67	<hr/> <hr/> <hr/>	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
68	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
69	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
70	<hr/> <hr/> <hr/>	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
71	<hr/> <hr/> <hr/>	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
72	<hr/> <hr/> <hr/>	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
73	<hr/> <hr/> <hr/>	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
74	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
75	<hr/> <hr/> <hr/>	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
76	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
77	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
78	<hr/> <hr/> <hr/>	\$ 16,475.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
--	---

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
79	_____ _____ _____	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
80	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
81	_____ _____ _____	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
82	_____ _____ _____	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
83	_____ _____ _____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
84	_____ _____ _____	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
85	<hr/> <hr/> <hr/>	\$ 272,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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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

2019

Open to Public Inspection

Name of the organization **TPF SPECIAL ASSETS FUND** Employer identification number **04-3731829**

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		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
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 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 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).
 Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 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?

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)?

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 FASB 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 FASB 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 FASB 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) 2019

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 make 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 program
 - 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	51,561,528.	30,259,500.	20,233,626.		
b Contributions	8,743,531.	24,773,020.	9,064,550.	20,000,000.	
c Net investment earnings, gains, and losses	6,260,192.	-1,608,344.	2,711,333.	233,626.	
d Grants or scholarships					
e Other expenditures for facilities and programs	2,855,000.	1,702,000.	1,620,866.		
f Administrative expenses	228,628.	160,648.	129,143.		
g End of year balance	63,481,623.	51,561,528.	30,259,500.	20,233,626.	

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 0.00 %
 - b Permanent endowment 80.50 %
 - c Term endowment 19.50 %
- 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? <input type="checkbox"/> | 3b | |
- 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		50,207.	10,177.	40,030.
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				40,030.

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) PHILADELPHIA MEDIA		
(B) INQUIRER, - NONVOTING		
(C) SHARES	13,858,614.	COST
(D) ALTERNATIVE INVESTMENTS	4,538,711.	END-OF-YEAR MARKET VALUE
(E) MULTI STRATEGY HEDGE		
(F) FUNDS	9,316,036.	COST
(G) INTERNATIONAL EQUITY		
(H) FUNDS	6,922,236.	COST
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	34,635,597.	

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

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB 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	30,416,352.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	5,519,027.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	5,519,027.	
3	Subtract line 2e from line 1		3	24,897,325.
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	228,628.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	228,628.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	25,125,953.

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	28,459,590.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e	0.	
3	Subtract line 2e from line 1		3	28,459,590.
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	228,628.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	228,628.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	28,688,218.

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:

THE PURPOSE OF THE PERMANENTLY RESTRICTED ENDOWMENT IS TO SUPPORT CURRENT OPERATIONS THROUGH A TOTAL RETURN INVESTMENT STRATEGY AND A SPENDING POLICY SET TO MAINTAIN, AND IDEALLY INCREASE THE PURCHASING POWER OF THE ENDOWMENT WITHOUT PUTTING THE PRINCIPAL VALUE OF THESE FUNDS AT RISK. THE TEMPORARILY RESTRICTED ENDOWMENT FUNDS ARE RESTRICTED TO SUPPORT THE INQUIRER'S TRANSITION TO DIGITAL NEWS DELIVERY.

PART X, LINE 2:

THE PHILADELPHIA FOUNDATION (TPF), THE PHILADELPHIA FOUNDATION, INC. (TPF, INC.), TPF SPECIAL ASSETS FUND (SAF), THE HARRY R. HALLORAN, JR. CHARITABLE TRUST (HALLORAN TRUST), AND DELAWARE CHARITABLE ASSETS, INC.

Part XIII Supplemental Information *(continued)*

(DCA) ARE EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE). TPF IS TREATED AS A PUBLICLY SUPPORTED, TAX-EXEMPT COMMUNITY FOUNDATION AS DEFINED IN SECTIONS 509(A)(1) AND 170(B)(1)(A)(VI) OF THE CODE. IN ADDITION, THE IRS HAS DETERMINED THAT TPF, INC. IS A COMPONENT PART OF TPF AND IS EXEMPT AS SUCH. SAF, THE HALLORAN TRUST AND DCA ARE RECOGNIZED AS TAX-EXEMPT SUPPORTING ORGANIZATIONS UNDER SECTION 509(A)(3) OF THE CODE. CERTAIN UNRELATED BUSINESS INCOME IS SUBJECT TO FEDERAL INCOME TAXES. THE FOUNDATION FOLLOWS THE INCOME TAX STANDARD FOR UNCERTAIN TAX POSITIONS. THE APPLICATION OF THIS STANDARD HAS NO IMPACT ON THE FOUNDATION'S CONSOLIDATED FINANCIAL STATEMENTS.

THE LENFEST INSTITUTE FOR JOURNALISM, LLC (THE INSTITUTE) IS A SINGLE-MEMBER LLC WITH SAF AS THE SOLE MEMBER. THE INSTITUTE IS A DISREGARDED ENTITY FOR TAX PURPOSES, AND ALL ACTIVITY WILL BE REPORTED UNDER SAF.

THE FOUNDATION ENGAGES IN INVESTMENTS THAT PRODUCE UNRELATED BUSINESS INCOME. THE ASSOCIATED UNRELATED BUSINESS INCOME TAX IS GENERATED PRIMARILY FROM EARNINGS ON LEVERAGED INVESTMENTS (PRIMARILY HEDGE FUNDS) AS WELL AS OWNERSHIP OF PRIVATE COMPANY STOCK. AS OF DECEMBER 31, 2019 AND 2018, THE HALLORAN TRUST HAD PREPAID TAXES OF \$ 202,966 AND \$105,077, RESPECTIVELY, WHICH IS INCLUDED IN PREPAID EXPENSES AND OTHER ASSETS IN THE ACCOMPANYING CONSOLIDATED STATEMENTS OF FINANCIAL POSITION.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		CORPORATE PHILANTHROPY (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	155,999.		155,999.
	2	Less: Contributions	115,322.		115,322.
	3	Gross income (line 1 minus line 2)	40,677.		40,677.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	20,250.		20,250.
	8	Entertainment			
	9	Other direct expenses	20,427.		20,427.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			40,677.
11	Net income summary. Subtract line 10 from line 3, column (d)			0.	

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

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

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

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If "Yes," explain: _____

**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

2019

Open to Public
Inspection

Name of the organization

TPF SPECIAL ASSETS FUND
General Information on Grants and Assistance

Employer identification number
04-3731829

- 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 non-cash assistance	(h) Purpose of grant or assistance
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		3,000,000.	0.	N/A		KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT ONGOING TRANSFORMATION TO A SUPPORT HIGH IMPACT
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		757,463.	0.	N/A		JOURNALISM - GRANT TO SUPPORT SPOTLIGHT PA COVERAGE OF PENNSYLVANIA NEWS TECHNOLOGY AND INNOVATION - GRANT TO SUPPORT THE INQUIRER'S DIGITAL TRANSFORMATION
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		500,000.	0.	N/A		SUPPORT HIGH IMPACT
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		308,000.	0.	N/A		JOURNALISM - GRANT TO SUPPORT THE INQUIRER'S INVESTIGATIVE REPORTING
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		250,000.	0.	N/A		INQUIRER DEI IMPERATIVES GRANT: LENFEST FELLOWS 2ND ROUND, PROFESSIONAL DEVELOPMENT, & SUPPORT HIGH IMPACT
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		200,000.	0.	N/A		JOURNALISM: ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **60.**
- 3** Enter total number of other organizations listed in the line 1 table **86.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.
SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) (2019)

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
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		144,940.	0. N/A		N/A	SUPPORT HIGH IMPACT JOURNALISM - GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		106,500.	0. N/A		N/A	SUPPORT HIGH IMPACT JOURNALISM - GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		100,000.	0. N/A		N/A	NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		50,000.	0. N/A		N/A	SUPPORT HIGH IMPACT JOURNALISM - GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM
THE PHILADELPHIA INQUIRER 801 MARKET STREET SUITE 300 PHILADELPHIA, PA 19107	45-5415437		15,000.	0. N/A		N/A	INQUIRER DEI IMPERATIVES GRANT: LENFEST FELLOWS 2ND ROUND, PROFESSIONAL DEVELOPMENT, &
BOTCAST, INC. 630 DESNOYER AVENUE ST. PAUL, MN 55104	81-1705652		20,000.	0. N/A		N/A	COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
AMERICAN PRESS INSTITUTE 1212 AVENUE OF THE AMERICAS, FLOOR NEW YORK, NY 10019	13-1623828	501C3	18,500.	0. N/A		N/A	COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
BLOCK CLUB CHICAGO NFP PO BOX 11033 LEWISTON, ME 04243-9401	01-0024570		18,500.	0. N/A		N/A	COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
POSITIVE FUTURES NETWORK 220 2ND AVENUE SOUTH SEATTLE, WA 98104	91-1715916	501C3	18,500.	0. N/A		N/A	COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT

Schedule I (Form 990)

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INSTITUTE FOR NONPROFIT NEWS 714 W OLYMPIC BLVD SUITE 931 LOS ANGELES, CA 90015	27-2614911	501C3	15,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
MISSISSIPPI NEWS AND INFORMATION CORP - 750 WOODLANDS PARKWAY SUITE 100 ATTN: MARY MARGARET WHITE - RIDGELAND, MS 39157	47-2158741	501N3	15,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
SOUTHSIDE NEWS / THE STAND NEWS 2331 S. SALINA STREET SYRACUSE, NY 13205	77-0682361		15,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
THE CONVERSATION US, INC. 89 SOUTH STREET, SUITE 202 BOSTON, MA 02111	46-0906774		15,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
WAYNE STATE UNIVERSITY WDET-FM, 4600 CASS AVENUE DETROIT, MI 48201	38-6024829	501C3	15,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
BOTCAST, INC. 630 DESNOYER AVENUE ST. PAUL, MN 55104	81-1705652		15,000.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
THE REGENTS OF THE UNIV OF MINNESOTA - 450 MCNAMARA ALUMNI CTR 200 OAK ST SE - MINNEAPOLIS, MN 55455	41-6007513		14,450.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
SAN ANTONIO REPORT 126 GONZALES ST. # 100 SAN ANTONIO, TX 78205	47-4820476	501C3	14,000.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA - 2020 N. 13TH ST., 334 ANNENBERG HALL - PHILADELPHIA, PA 19122	23-1365971	501C3	12,500.	0. N/A	N/A		COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOTCAST, INC. 630 DESNOYER AVENUE ST. PAUL, MN 55104	81-1705652		9,375.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
MC CLATCHY INTERACTIVE 111 W. HARGETT STREET RALEIGH, NC 27601	56-0338580		7,700.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
BOTCAST, INC. 630 DESNOYER AVENUE ST. PAUL, MN 55104	81-1705652		6,375.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
BOTCAST, INC. 630 DESNOYER AVENUE ST. PAUL, MN 55104	81-1705652		6,375.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
FRIENDS OF PUBLIC RADIO ARIZONA 2323 W 14TH STREET TEMPE, AZ 85283	01-0579687	501C3	5,500.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
INDIANA UNIVERSITY DEPT. 78867 PO BOX 78000 DETROIT, MI 48278-0896	58-2126423	501C3	5,500.	0. N/A			COMMUNITY LISTENING & ENGAGEMENT FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT
ATLANTA EDUCATIONAL TELECOMMUNICATIONS COLLAB - 740 BISMARK ROAD NE - ATLANTA, GA 30324	58-2126423	501C3	100,000.	0. N/A			FACEBOOK RETENTION ACCELERATOR GRANT: DEVELOPMENT OF A SUBSCRIBER-ONLY APP AND GRANT TO SUPPORT
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH ST. NW WASHINGTON, DC 20036	53-0193519	501C3	150,000.	0. N/A			REPORTING ON DELAWARE RIVER AND OHIO RIVER WATERSHEDS
TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA - 2020 N. 13TH ST., 334 ANNENBERG HALL - PHILADELPHIA, PA 19122	23-1365971	501C3	12,500.	0. N/A			GRANT TO SUPPORT SUMMER JOURNALISM PROGRAM.

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
RESOLVE PHILADELPHIA, INC. 718 ARCH STREET, SUITE 501S PHILADELPHIA, PA 19106	83-2762074	501C3	250,000.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND WORKSTREAM #3: GRANT TO BUILD CAPACITY IN DATA	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND WORKSTREAM #3: GRANT TO BUILD CAPACITY IN DATA
RESOLVE PHILADELPHIA, INC. 718 ARCH STREET, SUITE 501S PHILADELPHIA, PA 19106	83-2762074	501C3	125,000.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM
RESOLVE PHILADELPHIA, INC. 718 ARCH STREET, SUITE 501S PHILADELPHIA, PA 19106	83-2762074	501C3	25,000.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM
AMERICAN PRESS INSTITUTE 1212 AVENUE OF THE AMERICAS, FLOOR NEW YORK, NY 10019	13-1623828	501C3	3,344,812.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: RUN TABLE STAKES CHANGE-MANAGEMENT PROGRAM	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: RUN TABLE STAKES CHANGE-MANAGEMENT PROGRAM
TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA - 2020 N. 13TH ST., 334 ANNENBERG HALL - PHILADELPHIA, PA 19122	23-1365971	501C3	2,078,045.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT NEWS CATALYST PROJECT, WHICH	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: GRANT TO SUPPORT NEWS CATALYST PROJECT, WHICH
MC CLATCHY INTERACTIVE 111 W. HARGETT STREET RALEIGH, NC 27601	56-0338580		12,500.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: MCCLATY TABLE STAKES EXPANSION TO BRING	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: MCCLATY TABLE STAKES EXPANSION TO BRING
GANNETT CO., INC. 7950 JONES BRANCH DRIVE MCLEAN, VA 22107	47-2390983		12,500.	0. N/A	N/A	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: TABLE STAKES "INSIDE" PERFORMANCE-DRIVEN CHANGE	KNIGHT-LENFEST LOCAL NEWS TRANSFORMATION FUND: TABLE STAKES "INSIDE" PERFORMANCE-DRIVEN CHANGE
SEBRAMEDIA 4470 W. SUNSET BLVD #92759 LOS ANGELES, CA 90027	47-5124565		50,000.	0. N/A	N/A	LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO CREATE AN AUDIENCE GROWTH AND ENGAGEMENT TOOLKIT	LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO CREATE AN AUDIENCE GROWTH AND ENGAGEMENT TOOLKIT
DISTRIBUTED MEDIA LAB, INC. 3634 SOUTH COURT PALO ALTO, CA 94306	82-3695954		50,000.	0. N/A	N/A	LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO DEVELOP A MODEL FOR EXPANDING REVENUE	LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO DEVELOP A MODEL FOR EXPANDING REVENUE

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
VT DIGGER 26 STATE STREET, SUITE 8 MONTPELIER, VT 05602	27-1553931	501C3	50,000.	0. N/A			LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO SUPPORT CREATING A SELF SERVICE PORTAL
PICO NETWORKS INC. 81 PROSPECT STREET BROOKLYN, NY 11201	81-2636850		50,000.	0. N/A			LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO SUPPORT DEVELOPING A MARKETING STRATEGY
TECHNICALLY MEDIA, INC. CURTIS CENTER 601 WALNUT STREET #12 PHILADELPHIA, PA 19106	27-3522063		50,000.	0. N/A			LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO SUPPORT DEVELOPMENT OF A MARKETING STRATEGY
WBUR 881 COMMONWEALTH AVER BOSTON, MA 02215	04-2103547	501C3	50,000.	0. N/A			LOCAL NEWS BUSINESS MODEL CHALLENGE: GRANT TO SUPPORT EXPLORING PRODUCT RECOMMENDATIONS TO
THE ASSOCIATED PRESS 200 LIBERTY STREET NEW YORK, NY 10281	13-0452880		50,000.	0. N/A			LOCAL NEWS BUSINESS MODEL CHALLENGE: INNOVATION GRANT TO STUDY THE VIABILITY OF AUTOMATION
BERKELEYSIDE INC. 2120 UNIVERSITY AVENUE BERKELEY, CA 94704	81-0755511		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
CALMATERS 1017 L STREET #261 SACRAMENTO, CA 95814	47-2474086		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
CITY LIMITS NEWS, INC. 8 W 126TH STREET, 3RD FLR ATTN: ADINA BERLIANT - NEW YORK, NY 10027	27-0218689		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
DETROIT EDUCATIONAL TV FOUNDATION 1 CLOVER COURT WIXOM, MI 48393	38-1440200	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KOSU/OKLAHOMA STATE UNIV FOUNDATION - 400 SOUTH MONROE - STILLWATER, OK 74074	73-6097060	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
MINNPOST 900 6TH AVENUE SE SUITE 220 MINNEAPOLIS, MN 55414	26-0573427	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
PLANCK DBA PATCH MEDIA 134 WEST 29TH STREET FLOOR 11 NEW YORK, NY 10001	46-4544044		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
PUBLIC SOURCE INC 1936 FIFTH AVE PITTSBURGH, PA 15219	47-4309256	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
RICHLAND TIMES LLC 40 WEST FOURTH STREET MANSFIELD, OH 44902	90-0924516		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
SAN ANTONIO REPORT 126 GONZALES ST., # 100 SAN ANTONIO, TX 78205	47-4820476	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
THE CENTER FOR MICHIGAN 4100 N. DIXBORO ROAD ANN ARBOR, MI 48105	32-0167398	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
VT DIGGER 26 STATE STREET, SUITE 8 MONTPELIER, VT 05602	27-1553931	501C3	100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
WHEREBY US ENTERPRISES INC. 2093 PHILADELPHIA PIKE #3050 CLAYMONT, DE 19703	47-1042060		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE

TPF SPECIAL ASSETS FUND

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

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WISCONSIN CENTER FOR INVESTIGATIVE JOURNALISM (WISCONSIN WATCH) - 5006 VILAS COMMUNICATION HALL 821 UNIV AVE - MADISON, WI 53706	26-2143608 501C3		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
UNIVERSITY OF UTAH 201 S. PRESIDENTS CIRCLE RM 411 SALT LAKE CITY, UT 84112	87-6000525 501C3		82,840.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
UNIVERSITY OF UTAH 201 S. PRESIDENTS CIRCLE RM 411 SALT LAKE CITY, UT 84112	87-6000525 501C3		33,333.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
WHEREBY US ENTERPRISES INC. 2093 PHILADELPHIA PIKE #3050 CLAYMONT, DE 19703	47-1042060		33,333.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
WHYY 150 NORTH 6TH STREET ATTN: GIANNA TRIPODI-GHISE - PHILADELPHIA, PA 19106	23-1438083 501C3		33,333.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE
ADVANCE LOCAL MEDIA ALABAMA MEDIA GROUP DEPT 77571, PO DETROIT, MI 48277	13-4123607		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
ATLANTA JOURNAL CONSTITUTION 6205-A PEACHTREE DUNWOODY RD ATLANTA, GA 30328	58-1035149		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
BOSTON GLOBE LLC 1 EXCHANGE PLACE SUITE 201 BOSTON, MA 02109-2132	46-3488150		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
DP MEDIA NETWORK LLC 5990 N. WASHINGTON STREET DENVER, CO 80216	75-2207039		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GATEHOUSE MEDIA OPERATING ,LLC 175 SULLY'S TRAIL, 3RD FLOOR PITTSFORD, NY 14534	36-4197636		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
LOS ANGELES TIMES COMMUNICATIONS 2300 E. IMPERIAL HWY ATTN: DONNA WA EL SEGUNDO, CA 90245	82-4402852		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
MIAMI HERALD MEDIA COMPANY 3511 NW 91 AVENUE MIAMI, FL 33172	20-5063905		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
NEWSDAY, LLC 235 PINELAWN ROAD ATTN: ELAINE PINI MELVILLE, NY 11747	26-2913233		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
PHOENIX NEWSPAPERS, INC 200 E. VAN BUREN PHOENIX, AZ 85004	86-0937358		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
SAN FRANCISCO CHRONICLE/SF GATE 901 MISSION STREET SAN FRANCISCO, CA 94103	13-3920860		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
SEATTLE TIMES COMPANY 1000 DENNY WAY SEATTLE, WA 98109	91-0403890		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
STAR TRIBUNE MEDIA COMPANY LLC 650 3RD AVENUE SUITE 1300 MINNEAPOLIS, MN 55488	80-0481910		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
THE DALLAS MORNING NEWS, INC. 1954 COMMERCE STREET DALLAS, TX 75201	26-0358790		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRIBUNE PUBLISHING COMPANY LLC 160 N. STEYSON, 41TH FLOOR ATTN: CH CHICAGO, IL 60601	36-3779720		100,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
OMAHA WORLD-HERALD 1314 DOUGLAS STREET SUITE 600 OMAHA, NE 68102	45-5344990		50,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
ST LOUIS POST DISPATCH LLC ATTN: ERIC WALKER 900 N. TUCKER BLV ST. LOUIS, MO 63101	43-1885357		50,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL
ADVANCE LOCAL NEWS ALABAMA MEDIA GROUP DEPT 77571, PO DETROIT, MI 48277	13-4123607		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
BALTIMORE TIMES 2513 N. CHARLES STREET BALTIMORE, MD 21218	52-1537277		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
BLOCK CLUB CHICAGO NFP 233 N. MICHIGAN AVE., SUITE 1800 CHICAGO, IL 60601	82-3844275	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
BROOKLYN EAGLE 16 COURT STREET, 30TH FLR ATTN: NED BROOKLYN, NY 11241	83-4358243		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
CAROLINA PUBLIC PRES PO BOX 17595 ASHEVILLE, NC 28816	46-0801080		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
CPSPA COURIER INC 109 WELCH BOULEVARD ATTN: SHERI L. FLINT, MI 48503	87-0761096	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN

TPF SPECIAL ASSETS FUND

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DORSEY MEDIA LLC 39 LA RUE PL NW ATLANTA, GA 30327	83-2233623		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
EDUCATIONNC 220 FAYETTEVILLE STREET, SUITE 300 RALEIGH, NC 27601	20-5625322	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
MILDRED D BROWN STUDY CENTER 2216 NORTH 24TH STREET ATTN: JOHN OMAHA, NE 68110	26-0705941	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
MISSISSIPPI NEWS AND INFORMATION CORP - 750 WOODLANDS PARKWAY SUITE 100 ATTN: MARY MARGARET WHITE - RIDGELAND, MS 39157	47-2158741	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
NATIVE AMERICAN JOURNALISTS ASSOC. NAJA - OU GAYLORD COLLEGE 395 W. LI NORMAN, OK 73019	52-6105010	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
NEWSDAY, LLC 235 PINELAWN ROAD ATTN: ELAINE PINI MELVILLE, NY 11747	26-2913233		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
NEXT CITY INC PO BOX 22449 ATTN: LUCAS GRINDLEY PHILADELPHIA, PA 19110	22-3886361	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
RADIO AMBULANTE STUDIOS INC 560 RIVERSIDE DRIVE, SUITE 5P NEW YORK, NY 10027	81-2765654		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
SAHAN JOURNAL 370 WABASHA STREET, SUITE 500 ATTN: MUKHTAR IBRAHIM - SAINT PAUL, MN 55102	83-2745995	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN

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
SCALAWAG PO BOX 129 DURHAM, NC 27702	47-2014247		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
SPACESHIP MEDIA GROUP INC 1642 VERSAILLES ALAMEDA, CA 94501	82-2372848		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
TALLAHASSEE DEMOCRAT 277 N. MAGNOLIA DRIVE ATTN: RANDI ATWOOD - TALLAHASSEE, FL 32303-0990	16-0980985		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
TEXAS TRIBUNE INC. 919 CONGRESS AVENUE SIXTH FLOOR AUSTIN, TX 78701	26-4527097	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
THE KOREA TIMES LOS ANGELES, INC 3731 WILSHIRE BOUEVARD, SUITE 1000 ATTN: MAGGIE KYMN - LOS ANGELES, CA 90010	95-3675935		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
THE OPED PROJECT PUBLIC KNOWLEDGE FUND - 244 FIFTH AVENUE SUITE C240 - NEW YORK, NY 10001	27-2877151	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
THE SALT LAKE TRIBUNE 90 SOUTH 400 WEST, SUITE 700 SALT LAKE CITY, UT 84101	47-2524567		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
UNIVERSITY OF SOUTHERN CALIFORNIA 3502 WATT WAY, ASC #323 ATTN: GABRIEL KAHN - LOS ANGELES, CA 90089	95-1642394	501A	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
WHYY 150 NORTH 6TH STREET ATTN: GIANNA TRIPODI-GHISE - PHILADELPHIA, PA 19106	23-1438083	501C3	25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WURD RADIO, LLC 200 HIGHPOINT DR., SUITE 215 CHALFONT, PA 18914	43-1986554		25,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
INVESTIGATIVE REPORT 141 NEFF ANNEX COLUMBIA, MO 65211	51-0166741		24,999.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
GLENNOAKS MEDIA, LLC 1534 WOODWARD AVENUE ATTN: GLENN BU CHARLOTTE, NC 28206	26-2747371		24,968.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
ROCHESTER DEMOCRAT AND CHRONICLE 245 E. MAIN STREET ATTN: JULIE PHIL ROCHESTER, NY 14604-2103	47-2390983		24,930.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
ASHLEY WOODS 10474 KINGSTON AVE HUNTINGTON WOODS, MI 48070	83-2507589		24,900.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
NEVADA PUBLIC RADIO 1289 S. TORREY PINES DR LAS VEGAS, NV 89146	23-7441306		24,782.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
MENDOCINO NEWS MEDIA, LLC 1601 VALLEY RD ATTN: KATE B. MAXWEL WILLITS, CA 95490	81-3797192		24,440.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
LOS ANGELES TIMES COMMUNICATIONS 2300 E. IMPERIAL HWY ATTN: DONNA WA EL SEGUNDO, CA 90245	82-4402852		24,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
WEST VIRGINIA UNIVERSITY FOUNDATION INC - ONE WATERFRONT PLACE, 7TH FLR - MORGANTOWN, WV 26507	55-6017181	501C3	23,910.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CONNECTICUT NEWS PROJECT, INC 1049 ASYLUM AVENUE ATTN: BRUCE PUTT HARTFORD, CT 06105	27-0583046	501C3	23,571.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
CLIMATE CENTRAL INC ONE PALMER SQUARE, SUITE 402 ATTN: PRINCETON, NJ 08542	26-1797336	501C3	23,300.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
INJUSTICE WATCH 55 E. JACKSON BLVD, STE 640 CHICAGO, IL 60604	47-4537172		22,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
CITY LIMITS NEWS, INC. 8 W 126TH STREET, 3RD FLR ATTN: ADINA BERLIANT - NEW YORK, NY 10027	27-0218689		20,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
ISSUE MEDIA GROUP LLC 5090 STATE STREET, SUITE D-104 ATTN: PATRICE WATSON - SAGINAW, MI 48603	20-8773719		20,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
CHALKBEEAT, INC 1239 BROADWAY #703B NEW YORK, NY 10001	90-0915846		18,150.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
ISSUE MEDIA GROUP LLC 5090 STATE STREET, SUITE D-104 ATTN: PATRICE WATSON - SAGINAW, MI 48603	20-8773719		18,120.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
DOCUMENTED INC PO BOX 250250 ATTN: MAX SIEGELBAUM NEW YORK, NY 10025	82-4387314		17,150.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
THE MORNING CALL, LLC 160 N. STETSON AVE., 40TH FLR ATTN: THERESA M. RANG - CHICAGO, IL 60601	36-3779720		15,125.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN

TPF SPECIAL ASSETS FUND

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INDIA CURRENTS FOUNDATION 3343 BELGROVE CIRCLE ATTN: VANDANA SAN JOSE, CA 95148	83-3257703	501C3	12,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
OGDEN NEWSPAPERS OF IOWA, LLC 720 SECOND STREET ATTN: ANNE BLANKENSHIP - WEBSTER CITY, IA 50595	55-0244410		10,791.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
THE TYLER LOOP PO BOX 9982 TYLER, TX 75701-9998	83-0552182	501C3	10,000.	0. N/A			NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN
MIGHTY WRITERS 1501 CHRISTIAN STREET PHILADELPHIA, PA 19146	01-0920922		25,000.	0. N/A			PHILADELPHIA ECOSYSTEM COLLABORATION FUND: PLANNING/PROTOTYPING PROJECTS THAT BRING
UNTITLED FOLDER, LLC 399 MARKET STREET SUITE 360 PHILADELPHIA, PA 19106	83-1232893		25,000.	0. N/A			PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT CYPHER PHILLY INITIATIVE TO
VILLANOVA UNIVERSITY 800 LANCASTER AVENUE LEPAGE CTR FOR HISTORY C/O UNIV ADVANCEMENT - VILLANOVA	23-1352688	501C3	5,000.	0. N/A			PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT EVENT TO BRING JOURNALISTS AND
FREE PRESS, INC. 40 MAIN STREET, SUITE 301 FLORENCE, MA 01062	41-2106721		25,000.	0. N/A			PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT FREE PRESS' COLLABORATION
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA - 220 S. 3RD STREET - PHILADELPHIA, PA 19104	23-1352685	501C3	25,000.	0. N/A			PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT PHILLY RESPOND.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA - 220 S. 3RD STREET - PHILADELPHIA, PA 19104	23-1352685	501C3	25,000.	0. N/A			PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT THE COMMUNITY/JOURNALIST

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
THE VILLAGE OF ARTS AND HUMANITIES 2544 GERMANTOWN AVENUE PHILADELPHIA, PA 19113	22-3045318	501C3	25,000.	0. N/A	N/A	PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT THE REENTRY THINK TANK MEDIA	PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANT TO SUPPORT THE REENTRY THINK TANK MEDIA
TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA - 2020 N. 13TH ST., 334 ANNENBERG HALL - PHILADELPHIA, PA 19122	23-1365971	501C3	50,000.	0. N/A	N/A	SPOTLIGHT PA TEMPLE DATA DESK PROJECT GRANT: TO ORGANIZE AND DISSEMINATE DATA IN COLLABORATION	SPOTLIGHT PA TEMPLE DATA DESK PROJECT GRANT: TO ORGANIZE AND DISSEMINATE DATA IN COLLABORATION
THE MAINE CENTER FOR PUBLIC INTEREST RPT - PO BOX 284 - HALLOWELL, ME 04347	27-2623867	501C3	20,000.	0. N/A	N/A	SUPPORT HIGH IMPACT JOURNALISM EDUCATION REPORTING IN MAINE GRANT: TO ESTABLISH A FULL-TIME	SUPPORT HIGH IMPACT JOURNALISM EDUCATION REPORTING IN MAINE GRANT: TO ESTABLISH A FULL-TIME
PUBLIC SOURCE INC 1936 FIFTH AVE PITTSBURGH, PA 15219	47-4309256		125,000.	0. N/A	N/A	SUPPORT HIGH IMPACT JOURNALISM; ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER	SUPPORT HIGH IMPACT JOURNALISM; ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER
LNP MEDIA GROUP, INC. 8 WEST KING STREET PO BOX 1328 LANCASTER, PA 17608	23-0785160		100,000.	0. N/A	N/A	SUPPORT HIGH IMPACT JOURNALISM; ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER	SUPPORT HIGH IMPACT JOURNALISM; ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER
PHILA. ASSOC. OF BLACK JOURNALISTS 30 S 15TH STREET, 15TH FLOOR PHILADELPHIA, PA 19102	23-2094500	501C3	15,000.	0. N/A	N/A	TWO-YEAR PABJ RESIDENCE AT PIPELINE PHILLY: AN ENRICHMENT HUB FOR PHILADELPHIA ASSOCIATION	TWO-YEAR PABJ RESIDENCE AT PIPELINE PHILLY: AN ENRICHMENT HUB FOR PHILADELPHIA ASSOCIATION
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA - 220 S. 3RD STREET - PHILADELPHIA, PA 19104	23-1352685	501C3	15,000.	0. N/A	N/A	UPENN PROJECT FOR PHILADELPHIA INQUIRER - INTEGRATED PRODUCT DESIGN STUDENT GROUP USING	UPENN PROJECT FOR PHILADELPHIA INQUIRER - INTEGRATED PRODUCT DESIGN STUDENT GROUP USING
THE CITY 33 WEST 31ST STREET 4TH FLOOR NEW YORK, NY 10001	37-1896785	501C3	1,000,000.	0. N/A	N/A	FISCAL SPONSORSHIP: THE CITY - LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL	FISCAL SPONSORSHIP: THE CITY - LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL
THE CITY 33 WEST 31ST STREET 4TH FLOOR NEW YORK, NY 10001	37-1896785	501C3	1,000,000.	0. N/A	N/A	FISCAL SPONSORSHIP: THE CITY - LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL	FISCAL SPONSORSHIP: THE CITY - LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL

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
THE CITY 33 WEST 31ST STREET 4TH FLOOR NEW YORK, NY 10001	37-18996785	501C3	1,000,000.	0.	N/A		FISCAL SPONSORSHIP: THE CITY - LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL
FIRST DRAFT NEWS INC 219 W. 40TH ST. 14TH FLR NEW YORK, NY 10018	83-3554102	501C3	750,000.	0.	N/A		FISCAL SPONSORSHIP: FIRST DRAFT COLLABORATIVE PLATFORM BUILD FOCUSED ON FIGHTING MISINFORMATION
CULTURETRUST PHILADALPHIA 1315 WALNUT STREET SUITE 320 C/O CULTUREWORKS GREATER PHILA - PHILADELPHIA,	46-3109411	501C3	10,000.	0.	N/A		FISCAL SPONSORSHIP: GRANT TO RESOLVE PHILADELPHIA TO SUPPORT COLLABORATION AMONG PHILADELPHIA NEWS
LUMINARY MEDIA 314 WALL STREET KINGSTON, NY 12401	14-1828815		74,000.	0.	N/A		FISCAL SPONSORSHIP: THE RIVER TO SUPPORT COMMUNITY JOURNALISM ALONG THE HUDSON RIVER
FIRST DRAFT NEWS INC 219 W. 40TH ST. 14TH FLR NEW YORK, NY 10018	83-3554102	501C3	200,000.	0.	N/A		FISCAL SPONSORSHIP: FIRST DRAFT COLLABORATIVE PLATFORM BUILD FOCUSED ON FIGHTING MISINFORMATION

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
SUPPORT GRANTEES ATTENDANCE AT JOURNALISM CONVENTIONS	23	27,600.	0.	N/A	N/A

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:

TPF SPECIAL ASSETS FUND REVIEWS ALL GRANT APPLICATIONS. DUE DILIGENCE

INCLUDES:

1) ENSURE THE ORGANIZATION HAS A VALID PUBLIC CHARITY STATUS OR EQUIVALENCY DETERMINATION, OR IS A QUALIFIED RECIPIENT WITHIN THE LENFEST INSTITUTE'S MISSION.

2) REVIEW THE APPLICANT'S FINANCIAL INFORMATION INCLUDING AUDITED

FINANCIAL, FORM 990, AND ANNUAL REPORT OR EQUIVALENT, IF AVAILABLE.

Part IV Supplemental Information

- 3) MAKE SELECTED SITE VISITS
- 4) PERIODICALLY MEET WITH NONPROFIT'S KEY STAFF MEMBERS
- 5) COMPLETE EXPENDITURE RESPONSIBILITY, AS REQUIRED.

UPON RECEIPT OF A GRANT AWARD NOTIFICATION, THE GRANTEE MUST SIGN A CERTIFICATION INDICATING THAT THE FUNDS WILL BE USED FOR THE INTENDED PURPOSE. THE GRANTEE IS ALSO ADVISED OF ANY FURTHER GRANT REPORTING REQUIREMENT AND DEADLINES. ALL REPORTING REQUIREMENTS MUST BE MET BEFORE THE GRANTEE CAN REAPPLY.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: GRANT TO SUPPORT ONGOING TRANSFORMATION TO A DIGITAL NEWS ORGANIZATION THROUGH ENHANCEMENTS TO DIGITAL PRODUCTS AND TECHNOLOGY

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM -

GRANT TO SUPPORT SPOTLIGHT PA COVERAGE OF PENNSYLVANIA STATE GOVERNMENT

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS TECHNOLOGY AND INNOVATION -

GRANT TO SUPPORT THE INQUIRER'S DIGITAL TRANSFORMATION EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM -

GRANT TO SUPPORT THE INQUIRER'S INVESTIGATIVE REPORTING TEAM

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: INQUIRER DEI IMPERATIVES GRANT:
LENFEST FELLOWS 2ND ROUND, PROFESSIONAL DEVELOPMENT, & ORGANIZATIONAL
CULTURAL COMPETENCY TRAINING

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM:
ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER WATERSHEDS

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM -
GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM TRAINING AND ANNUAL
CONVENING

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM -
GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM TRAINING AND ANNUAL
CONVENING

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION
PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM -
GRANT TO SUPPORT THE INQUIRER'S HEALTH JOURNALISM TRAINING AND ANNUAL
CONVENING

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: THE PHILADELPHIA INQUIRER

(H) PURPOSE OF GRANT OR ASSISTANCE: INQUIRER DEI IMPERATIVES GRANT:

LENFEST FELLOWS 2ND ROUND, PROFESSIONAL DEVELOPMENT, & ORGANIZATIONAL CULTURAL COMPETENCY TRAINING

NAME OF ORGANIZATION OR GOVERNMENT: BOTCAST, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: AMERICAN PRESS INSTITUTE

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: BLOCK CLUB CHICAGO NFP

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: POSITIVE FUTURES NETWORK

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: INSTITUTE FOR NONPROFIT NEWS

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

Part IV Supplemental Information

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: MISSISSIPPI NEWS AND INFORMATION CORP

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: SOUTHSIDE NEWS / THE STAND NEWS

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: THE CONVERSATION US, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: WAYNE STATE UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: BOTCAST, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: THE REGENTS OF THE UNIV OF MINNESOTA

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: SAN ANTONIO REPORT

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT:

TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: BOTCAST, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: MC CLATCHY INTERACTIVE

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: BOTCAST, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

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FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: BOTCAST, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: FRIENDS OF PUBLIC RADIO ARIZONA

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT: INDIANA UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE: COMMUNITY LISTENING & ENGAGEMENT

FUND: GRANT TO SUPPORT TOOLS THAT ENABLE NEWSROOMS TO INTERACT WITH THEIR COMMUNITIES. FUNDED BY NII, DEMOCRACY FUND AND KNIGHT FOUNDATION.

NAME OF ORGANIZATION OR GOVERNMENT:

ATLANTA EDUCATIONAL TELECOMMUNICATIONS COLLAB

(H) PURPOSE OF GRANT OR ASSISTANCE: FACEBOOK RETENTION ACCELERATOR

GRANT: DEVELOPMENT OF A SUBSCRIBER-ONLY APP AND TO ENHANCE PAID NEWSLETTER EXPERIENCES

NAME OF ORGANIZATION OR GOVERNMENT: RESOLVE PHILADELPHIA, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND WORKSTREAM #3: GRANT TO BUILD CAPACITY IN DATA

JOURNALISM, FOSTER PARTNERSHIPS AMONG DIVERSE MEDIA AND RESEARCH HOW

Part IV Supplemental Information

COMMUNITIES ACCESS INFORMATION

NAME OF ORGANIZATION OR GOVERNMENT: RESOLVE PHILADELPHIA, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM IN PHILADELPHIA REGION

NAME OF ORGANIZATION OR GOVERNMENT: RESOLVE PHILADELPHIA, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: GRANT TO SUPPORT COLLABORATIVE JOURNALISM IN PHILADELPHIA REGION

NAME OF ORGANIZATION OR GOVERNMENT: AMERICAN PRESS INSTITUTE

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: RUN TABLE STAKES CHANGE-MANAGEMENT PROGRAM FOR MAJOR NEWS ORGANIZATIONS

NAME OF ORGANIZATION OR GOVERNMENT:

TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: GRANT TO SUPPORT NEWS CATALYST PROJECT, WHICH WORKS TO DRIVE DIGITAL TRANSFORMATION WITHIN NEWS ORGANIZATIONS.

NAME OF ORGANIZATION OR GOVERNMENT: MC CLATCHY INTERACTIVE

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: MCCLATCHY TABLE STAKES EXPANSION TO BRING PERFORMANCE-DRIVEN CHANGE PROCESSES TO MCCLATCHY'S 30 NEWSROOMS OVER TWO YEARS.

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NAME OF ORGANIZATION OR GOVERNMENT: GANNETT CO., INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: KNIGHT-LENFEST LOCAL NEWS

TRANSFORMATION FUND: TABLE STAKES "INSIDE" PERFORMANCE-DRIVEN CHANGE

FRAMEWORK TO MORE THAN 100 NEWS ORG ACROSS THE COUNTRY OVER TWO YEARS

NAME OF ORGANIZATION OR GOVERNMENT: DISTRIBUTED MEDIA LAB, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: LOCAL NEWS BUSINESS MODEL CHALLENGE:

GRANT TO DEVELOP A MODEL FOR EXPANDING REVENUE POTENTIAL FOR ADVERTISING,

DONATIONS AND MEMBERSHIP

NAME OF ORGANIZATION OR GOVERNMENT: WBUR

(H) PURPOSE OF GRANT OR ASSISTANCE: LOCAL NEWS BUSINESS MODEL CHALLENGE:

GRANT TO SUPPORT EXPLORING PRODUCT RECOMMENDATIONS TO GENERATE MARKETING

REVENUE

NAME OF ORGANIZATION OR GOVERNMENT: THE ASSOCIATED PRESS

(H) PURPOSE OF GRANT OR ASSISTANCE: LOCAL NEWS BUSINESS MODEL CHALLENGE:

INNOVATION GRANT TO STUDY THE VIABILITY OF AUTOMATION EXPERTISE USING

LOCAL DATA TO PRODUCE LOCALLY RELEVANT CONTENT AND INCREASE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: BERKELEYSIDE INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: CALMATTERS

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: CITY LIMITS NEWS, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: DETROIT EDUCATIONAL TV FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: KOSU/OKLAHOMA STATE UNIV FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: MINNPOST

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: PLANCK DBA PATCH MEDIA

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: PUBLIC SOURCE INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: RICHLAND TIMES LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: SAN ANTONIO REPORT

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: THE CENTER FOR MICHIGAN

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: VT DIGGER

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: WHEREBY US ENTERPRISES INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT:

WISCONSIN CENTER FOR INVESTIGATIVE JOURNALISM (WISCONSIN WATCH)

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF UTAH

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF UTAH

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

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LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: WHEREBY US ENTERPRISES INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: WHY

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT AND ACCELERATE MEMBERSHIP EFFORTS

NAME OF ORGANIZATION OR GOVERNMENT: ADVANCE LOCAL MEDIA

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: ATLANTA JOURNAL CONSTITUTION

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: BOSTON GLOBE LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: DP MEDIA NETWORK LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

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PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: GATEHOUSE MEDIA OPERATING ,LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: LOS ANGELES TIMES COMMUNICATIONS

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: MIAMI HERALD MEDIA COMPANY

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: NEWSDAY, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: PHOENIX NEWSPAPERS, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION

PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: SAN FRANCISCO CHRONICLE/SF GATE

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: SEATTLE TIMES COMPANY

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: STAR TRIBUNE MEDIA COMPANY LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: THE DALLAS MORNING NEWS, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: TRIBUNE PUBLISHING COMPANY LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: OMAHA WORLD-HERALD

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

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NAME OF ORGANIZATION OR GOVERNMENT: ST LOUIS POST DISPATCH LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT DIGITAL SUBSCRIPTION RETENTION PRACTICES.

NAME OF ORGANIZATION OR GOVERNMENT: ADVANCE LOCAL NEWS

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: BALTIMORE TIMES

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: BLOCK CLUB CHICAGO NFP

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: BROOKLYN EAGLE

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: CAROLINA PUBLIC PRES

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: CPSA COURIER INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

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LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: DORSEY MEDIA LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: EDUCATIONNC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: MILDRED D BROWN STUDY CENTER

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: MISSISSIPPI NEWS AND INFORMATION CORP

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: NATIVE AMERICAN JOURNALISTS ASSOC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: NEWSDAY, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: NEXT CITY INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

Part IV Supplemental Information

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: RADIO AMBULANTE STUDIOS INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: SAHAN JOURNAL

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: SCALAWAG

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: SPACESHIP MEDIA GROUP INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: TALLAHASSEE DEMOCRAT

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: TEXAS TRIBUNE INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: THE KOREA TIMES LOS ANGELES, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

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LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT:

THE OPED PROJECT PUBLIC KNOWLEDGE FUND

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: THE SALT LAKE TRIBUNE

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: UNIVERSITY OF SOUTHERN CALIFORNIA

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: WHYY

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: WURD RADIO, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: INVESTIGATIVE REPORT

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: GLENNOAKS MEDIA, LLC

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: ROCHESTER DEMOCRAT AND CHRONICLE

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: ASHLEY WOODS

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: NEVADA PUBLIC RADIO

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: MENDOCINO NEWS MEDIA, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: LOS ANGELES TIMES COMMUNICATIONS

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT:

WEST VIRGINIA UNIVERSITY FOUNDATION INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED
LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

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NAME OF ORGANIZATION OR GOVERNMENT: CONNECTICUT NEWS PROJECT, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: CLIMATE CENTRAL INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: INJUSTICE WATCH

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: CITY LIMITS NEWS, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: ISSUE MEDIA GROUP LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: CHALKBEAT, INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: ISSUE MEDIA GROUP LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT: DOCUMENTED INC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: THE MORNING CALL, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: INDIA CURRENTS FOUNDATION

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: OGDEN NEWSPAPERS OF IOWA. LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: THE TYLER LOOP

(H) PURPOSE OF GRANT OR ASSISTANCE: NEWS SUSTAINABILITY: FACEBOOK FUNDED

LOCAL NEWS ACCELERATOR GRANT TO SUPPORT GROWTH IN AUDIENCE ENGAGEMENT

NAME OF ORGANIZATION OR GOVERNMENT: MIGHTY WRITERS

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA ECOSYSTEM COLLABORATION

FUND: PLANNING/PROTOTYPING PROJECTS THAT BRING TOGETHER ORGANIZATIONS IN THE PHILADELPHIA AREA FOR CLOSER COLLABORATION.

NAME OF ORGANIZATION OR GOVERNMENT: UNTITLED FOLDER, LLC

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA NEWS ECOSYSTEM

COLLABORATION GRANT TO SUPPORT CYPHER PHILLY INITIATIVE TO EMPOWER

Part IV Supplemental Information

CITIZENS, JOURNALISTS, DATA SCIENTISTS, CODERS AND CREATIVES WITH THE ABILITY TO HARNESS OPEN DATA FOR CIVIC GOOD.

NAME OF ORGANIZATION OR GOVERNMENT: VILLANOVA UNIVERSITY

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA NEWS ECOSYSTEM

COLLABORATION GRANT TO SUPPORT EVENT TO BRING JOURNALISTS AND HISTORIANS TOGETHER.

NAME OF ORGANIZATION OR GOVERNMENT: FREE PRESS, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA NEWS ECOSYSTEM

COLLABORATION GRANT TO SUPPORT FREE PRESS' COLLABORATION INITIATIVE IN PHILADELPHIA.

NAME OF ORGANIZATION OR GOVERNMENT:

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA NEWS ECOSYSTEM

COLLABORATION GRANT TO SUPPORT THE COMMUNITY/JOURNALIST EXCHANGE

NAME OF ORGANIZATION OR GOVERNMENT: THE VILLAGE OF ARTS AND HUMANITIES

(H) PURPOSE OF GRANT OR ASSISTANCE: PHILADELPHIA NEWS ECOSYSTEM

COLLABORATION GRANT TO SUPPORT THE REENTRY THINK TANK MEDIA JUSTICE FELLOWSHIP.

NAME OF ORGANIZATION OR GOVERNMENT:

TEMPLE UNIVERSITY KLEIN SCHOOL OF MEDIA

(H) PURPOSE OF GRANT OR ASSISTANCE: SPOTLIGHT PA TEMPLE DATA DESK

PROJECT GRANT: TO ORGANIZE AND DISSEMINATE DATA IN COLLABORATION WITH THE SPOTLIGHT PA TEAM AND LOCAL/REGIONAL NEWSROOMS

Part IV Supplemental Information

NAME OF ORGANIZATION OR GOVERNMENT:

THE MAINE CENTER FOR PUBLIC INTEREST RPT

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT

JOURNALISM EDUCATION REPORTING IN MAINE GRANT: TO ESTABLISH A FULL-TIME EDUCATION REPORTER IN MAINE, WITH AN EMPHASIS ON REPORTING IN MAINE'S RURAL COUNTIES.

NAME OF ORGANIZATION OR GOVERNMENT: PUBLIC SOURCE INC

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM:

ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER WATERSHEDS

NAME OF ORGANIZATION OR GOVERNMENT: LNP MEDIA GROUP, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: SUPPORT HIGH IMPACT JOURNALISM:

ENVIRONMENTAL COVERAGE OF DELAWARE AND OHIO RIVER WATERSHEDS

NAME OF ORGANIZATION OR GOVERNMENT: PHILA. ASSOC. OF BLACK JOURNALISTS

(H) PURPOSE OF GRANT OR ASSISTANCE: TWO-YEAR PABJ RESIDENCE AT PIPELINE

PHILLY: AN ENRICHMENT HUB FOR PHILADELPHIA ASSOCIATION OF BLACK JOURNALISTS (PABJ) MEMBERS.

NAME OF ORGANIZATION OR GOVERNMENT:

TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

(H) PURPOSE OF GRANT OR ASSISTANCE: UPENN PROJECT FOR PHILADELPHIA

INQUIRER - INTEGRATED PRODUCT DESIGN STUDENT GROUP USING DESIGN-THINKING TO HELP UNDERSTAND THE MARKET NEEDS AROUND NEWS CONSUMPTION.

NAME OF ORGANIZATION OR GOVERNMENT: THE CITY

Part IV Supplemental Information

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: THE CITY -
LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL SPONSORSHIP PROGRAM
TO PROVIDE A DIGITAL REPORTING PLATFORM THAT FOCUSES ON LOCAL ISSUES IN
THE CITY OF NEW YORK

NAME OF ORGANIZATION OR GOVERNMENT: THE CITY

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: THE CITY -
LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL SPONSORSHIP PROGRAM
TO PROVIDE A DIGITAL REPORTING PLATFORM THAT FOCUSES ON LOCAL ISSUES IN
THE CITY OF NEW YORK

NAME OF ORGANIZATION OR GOVERNMENT: THE CITY

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: THE CITY -
LAUNCHING A NONPROFIT NEWS SITE FOR NEW YORK; FISCAL SPONSORSHIP PROGRAM
TO PROVIDE A DIGITAL REPORTING PLATFORM THAT FOCUSES ON LOCAL ISSUES IN
THE CITY OF NEW YORK

NAME OF ORGANIZATION OR GOVERNMENT: FIRST DRAFT NEWS INC

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: FIRST DRAFT
COLLABORATIVE PLATFORM BUILD FOCUSED ON FIGHTING MISINFORMATION ONLINE

NAME OF ORGANIZATION OR GOVERNMENT: CULTURETRUST PHILADALPHIA

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: GRANT TO RESOLVE
PHILADELPHIA TO SUPPORT COLLABORATION AMONG PHILADELPHIA NEWS
ORGANIZATIONS ON REPORTING ON ECONOMIC JUSTICE

NAME OF ORGANIZATION OR GOVERNMENT: FIRST DRAFT NEWS INC

(H) PURPOSE OF GRANT OR ASSISTANCE: FISCAL SPONSORSHIP: FIRST DRAFT

Part IV Supplemental Information

COLLABORATIVE PLATFORM BUILD FOCUSED ON FIGHTING MISINFORMATION ONLINE

Multiple horizontal lines for supplemental information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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.

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

TPF SPECIAL ASSETS FUND

Employer identification number

04-3731829

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <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	1b	
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?	2	
3 Indicate which, if any, of the following the 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"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <input type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
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?	5a	X
b Any related organization?	5b	X
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?	6a	X
b Any related organization?	6b	X
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	7	X
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	8	X
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2019

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) PEDRO A. RAMOS PRES/CEO & MANAGER, INSTITT	(i) 0.	0.	0.	0.	0.	0.	0.
(ii)	367,443.	0.	414.	37,798.	14,496.	420,151.	0.
(2) JAMES FRIEDLICH CEO AND MANAGER, INSTITUTE	(i) 357,692.	0.	0.	0.	41,526.	399,218.	0.
(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ANNIE MADONIA CHIEF ADVANCE OFFICER, INS	(i) 295,058.	0.	0.	0.	39,242.	334,300.	0.
(ii)	0.	0.	0.	0.	0.	0.	0.
(4) ORLANDO ESPOSITO CHIEF FINANCIAL OFFICER	(i) 143,021.	0.	198.	0.	14,848.	158,067.	0.
(ii)	244,208.	0.	0.	0.	741.	244,949.	0.
(5) KEN HERTS CHIEF OPERATING OFFICER, INSTITUTE	(i) 0.	0.	0.	0.	0.	0.	0.
(ii)	174,307.	0.	0.	0.	14,016.	188,323.	0.
(6) BURT HERMAN MANAGER, INSTITUTE	(i) 0.	0.	0.	0.	0.	0.	0.
(ii)	177,692.	0.	0.	0.	0.	177,692.	0.
(7) JANELLE STAFFORD MANAGING DIRECTOR - INSTITUTE	(i) 0.	0.	0.	0.	0.	0.	0.
(ii)	159,404.	0.	0.	0.	0.	159,404.	0.
(8) REBECCA FORMAN DIRECTOR OF ADVANCEMENT - INSTITUTE	(i) 0.	0.	0.	0.	0.	0.	0.
(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 3:

TPF SPECIAL ASSETS FUND RELIES ON THE PHILADELPHIA FOUNDATION TO DETERMINE THE COMPENSATION FOR THE PRESIDENT & CEO, PEDRO A. RAMOS. THE PHILADELPHIA FOUNDATION USED THE FOLLOWING METHODS TO DETERMINE COMPENSATION FOR THE PRESIDENT & CEO:

COMPENSATION COMMITTEE

FORM 990 OF OTHER ORGANIZATIONS

COMPENSATION SURVEY OR STUDY

APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE

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

2019

Open to Public
Inspection

Name of the organization

TPF SPECIAL ASSETS FUND

Employer identification number

04-3731829

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

BETWEEN LOCAL NEWS ORGANIZATIONS AND THEIR AUDIENCES. THE LENFEST
INSTITUTE INVESTS IN INDISPENSABLE PUBLIC-BENEFIT JOURNALISM FOR THE
COMMUNITIES IT SERVES.

NEWS TECHNOLOGY AND INNOVATION:

TO SURVIVE AND THRIVE, LOCAL NEWS ENTERPRISES MUST BE NIMBLE, TECH
ENABLED AND COMMITTED TO CONSTANT INNOVATION. INVESTING IN THE
TECHNICAL MUSCLE OF NEWS ORGANIZATIONS AND INTRODUCING NEW TOOLS
IMPROVE CUSTOMER EXPERIENCE, AUDIENCE ENGAGEMENT AND OPERATIONAL
EFFICIENCY, ALL KEY TO BUSINESS SUSTAINABILITY.

DIVERSE & GROWING AUDIENCES:

DIVERSE AND INCLUSIVE NEWSROOMS ATTRACT DIVERSE AND GROWING AUDIENCES.
OUR INVESTMENTS IN NEWSROOM DIVERSITY, COMMUNITY LISTENING PROJECTS,
AND MULTI-CULTURAL NEWS MEDIA ADDRESS SOME OF JOURNALISM'S BIGGEST
CHALLENGES AND ONE OF ITS GREATEST OPPORTUNITIES.

KNIGHT-LENFEST TRANSFORMATION FUND:

THE KNIGHT-LENFEST TRANSFORMATION FUND IS A FIVE-YEAR EFFORT DESIGNED
TO ACCELERATE INNOVATION IN LOCAL NEWS ORGANIZATIONS IN PHILADELPHIA
AND ACROSS THE UNITED STATES. THE FUND WAS CREATED BY THE JOHN S. AND
JAMES L. KNIGHT FOUNDATION AND THE LENFEST INSTITUTE FOR JOURNALISM TO
HELP BUILD A SUSTAINABLE, EQUITABLE FUTURE FOR LOCAL NEWS.

SPOTLIGHT PA:

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

Schedule O (Form 990 or 990-EZ) (2019)

932211 09-06-19

Name of the organization

TPF SPECIAL ASSETS FUND

Employer identification number

04-3731829

A COLLABORATIVE NEWSROOM DEDICATED TO PRODUCING NONPARTISAN
 INVESTIGATIVE JOURNALISM ABOUT PENNSYLVANIA GOVERNMENT AND URGENT
 STATEWIDE ISSUES.

FACEBOOK LOCAL NEWS ACCELERATORS:

THE FACEBOOK JOURNALISM PROJECT ACCELERATOR IS A BROAD PROGRAM
 COMPRISED OF THREE DIFFERENT COMMON PROBLEM AREAS IN THE NEWS INDUSTRY
 AND SOLUTIONS OF HOW TO OVERCOME THEM. IT ENCOMPASSES THE SUBSCRIPTION
 ACQUISITION, SUBSCRIPTION RETENTION, AND MEMBERSHIP RETENTION
 ACCELERATORS. FUNDED AND ORGANIZED BY THE FACEBOOK JOURNALISM PROJECT,
 THE PROGRAMS INCLUDE HANDS-ON WORKSHOPS, A GRANTMAKING PROGRAM, AND
 REGULAR REPORTS ON BEST PRACTICES.

SPOTLIGHT PA:

SPOTLIGHT PA IS A COLLABORATIVE EFFORT AMONG THE PHILADELPHIA INQUIRER,
 PITTSBURGH POST GAZETTE AND PENN LIVE/PATRIOT NEWS THAT IS DEDICATED TO
 PRODUCING NON-PARTISAN INVESTIGATIVE JOURNALISM ABOUT PENNSYLVANIA
 GOVERNMENT AND URGENT STATEWIDE ISSUES.

INNOVATION GRANTS:

THE LENFEST INSTITUTE HAS AWARDED TWO TYPES OF GRANTS: THE LOCAL NEWS
 BUSINESS MODEL CHALLENGE FOR PROJECTS THAT EXPLORE NEW BUSINESS MODELS
 FOR SUSTAINABLE LOCAL NEWS AND INFORMATION ORGANIZATIONS, AND THE
 PHILADELPHIA NEWS ECOSYSTEM COLLABORATION GRANTS FOR PLANNING OR
 PROTOTYPE PROJECTS BRINGING TOGETHER ORGANIZATIONS IN THE PHILADELPHIA
 AREA FOR CLOSER COLLABORATION.

OTHER PROGRAM ACTIVITIES:

Name of the organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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THE LENFEST INSTITUTE SUPPORTS BOTH THE DIGITAL TRANSFORMATION OF HERITAGE NEWS ORGANIZATIONS AND THE ENTREPRENEURIAL EFFORTS OF YOUNG, INNOVATIVE COMPANIES. OTHER PROGRAM ACTIVITIES INCLUDE CONVENING, ADVISORY WORK, LEARNINGS SEMINARS, RESEARCH AND OTHER OUTREACH IN SUPPORT OF LOCAL JOURNALISM.

FORM 990 PART IV LINE 2A:

FOR THE PURPOSE OF REPORTING THE NUMBER OF EMPLOYEES DURING THE YEAR, TPF SPECIAL ASSETS FUND IS REPORTING ON PART IV, LINE 2A THE EMPLOYEES PAID BY A RELATED ORGANIZATION, THE PHILADELPHIA FOUNDATION, SINCE TPF SPECIAL ASSETS FUND REIMBURSES THE SALARY AND BENEFITS PAID TO THESE INDIVIDUALS.

FORM 990, PART VI, SECTION A, LINE 7A:

THE PHILADELPHIA FOUNDATION FUND HAS THE POWER TO APPOINT AND REMOVE ALL MEMBERS OF THE BOARD OF DIRECTORS OF TPF SPECIAL ASSETS FUND. THE PHILADELPHIA FOUNDATION HAS THE POWER TO APPOINT AND REMOVE ONE MEMBER OF THE GOVERNING BODY OF THE LENFEST INSTITUTE.

FORM 990, PART VI, SECTION A, LINE 7B:

TPF SPECIAL ASSETS FUND'S (SAF) RIGHT TO AMEND ITS GOVERNING INSTRUMENTS IS SUBJECT TO THE APPROVAL OF THE PHILADELPHIA FOUNDATION. FOR THE LENFEST INSTITUTE, THE RIGHT TO AMEND GOVERNING INSTRUMENTS AND CERTAIN OTHER POWERS ARE SUBJECT TO APPROVAL BY SAF, THE SOLE MEMBER.

FORM 990, PART VI, SECTION A, LINE 8B:

THE ORGANIZATION DOES NOT HAVE ANY COMMITTEES THAT HAVE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY.

Name of the organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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FORM 990, PART VI, SECTION B, LINE 11B:

TPF SPECIAL ASSETS FUND'S PUBLIC ACCOUNTING FIRM PREPARES THE FORM 990 BASED ON THE INFORMATION PROVIDED BY MEMBERS OF THE FINANCE TEAM. ONCE THE RETURN IS PREPARED, IT IS REVIEWED BY THE FINANCE TEAM ALONG WITH EXECUTIVE MANAGEMENT BEFORE BEING PROVIDED TO THE AUDIT COMMITTEE AND GOVERNING BODY FOR THEIR REVIEW.

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

BOARD MEMBERS, STANDING COMMITTEE MEMBERS, AND STAFF SHALL ADVISE THE PRESIDENT AND CEO OF THE TPF SPECIAL ASSETS FUND (SAF) OF AFFILIATION WITH ANY GRANTEE, POTENTIAL GRANTEE OR VENDOR IN RESPONSE TO AN ANNUAL QUESTIONNAIRE FROM SAF AND AT ANY OTHER TIME WHEN SUCH PERSON BECOMES AWARE OF AN AFFILIATION WHICH HAS NOT PREVIOUSLY BEEN DISCLOSED. NO MEMBER OF THE BOARD OR ANY STANDING COMMITTEE WHO IS AFFILIATED WITH ANY ORGANIZATION BEING CONSIDERED FOR A GRANT FROM SAF SHALL PARTICIPATE IN THE CONSIDERATION OF SUCH GRANT, OR SHALL VOTE ON SUCH GRANT AWARD. NO MEMBER OF THE BOARD OR ANY STANDING COMMITTEE WHO IS AFFILIATED WITH ANY VENDOR OF GOODS OR SERVICES TO SAF SHALL PARTICIPATE IN THE CONSIDERATION OR ADMINISTRATION OF ANY CONTRACT WITH SUCH VENDOR. NO MEMBER OF THE STAFF OF SAF SHALL, WITHOUT THE PERMISSION OF THE PRESIDENT AND CEO, BE AFFILIATED WITH ANY GRANTEE, PROSPECTIVE GRANTEE OR VENDOR TO SAF.

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

THE EXECUTIVE COMMITTEE OF THE INSTITUTE'S BOARD OF MANAGERS, WITHOUT PARTICIPATION OF THE CEO, IS RESPONSIBLE FOR ESTABLISHING ANNUAL COMPENSATION FOR THE INSTITUTE'S CEO. PRIOR TO THE ANNUAL ANNIVERSARY OF THE CEO'S HIRING DATE, THE EXECUTIVE COMMITTEE RESEARCHES COMPARABLE SALARY

Name of the organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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AND BENEFITS DATA, SUCH AS DATA AVAILABLE FROM SALARY AND BENEFIT SURVEYS, TO LEARN WHAT NONPROFIT EMPLOYERS WITH SIMILAR MISSIONS, SIMILAR BUDGET AND LOCATED IN THE SAME OR A SIMILAR GEOGRAPHIC REGION PAY THEIR SENIOR LEADERS. THE EXECUTIVE COMMITTEE MAY CHOOSE TO USE AN OUTSIDE EXPERT TO ASSIST IT WITH THIS RESEARCH. THE EXECUTIVE COMMITTEE DOCUMENTS WHO WAS INVOLVED AND THE PROCESS USED TO CONDUCT THE SALARY REVIEW, INCLUDING THE CRITERIA USED TO EVALUATE THE PERFORMANCE OF THE CEO. IT PRESENTS ITS PERFORMANCE REVIEW, COMPARABLE SALARY DATA AND COMPENSATION RECOMMENDATIONS TO THE FULL BOARD FOR ITS APPROVAL PRIOR TO THE ANNUAL ANNIVERSARY OF THE CEO'S HIRING DATE. THIS PROCESS LAST OCCURRED IN 2019.

THE INSTITUTE'S CEO IS RESPONSIBLE FOR REVIEWING AND DECIDING COMPENSATION FOR OTHER KEY EMPLOYEES OF THE ORGANIZATION. THE CEO USES DATA FROM SALARY AND BENEFIT SURVEYS AS NEEDED TO LEARN WHAT NONPROFIT EMPLOYERS WITH SIMILAR MISSIONS, BUDGETS AND GEOGRAPHIC REGIONS PAY THEIR SENIOR LEADERS. THE CEO DISCUSSES COMPENSATION DECISIONS WITH MEMBERS OF THE EXECUTIVE COMMITTEE. THIS PROCESS LAST OCCURRED IN 2019.

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

THE PHILADELPHIA FOUNDATION MAKES THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY FOR TPF SPECIAL ASSETS FUND AVAILABLE UPON REQUEST. WITH THE TPF SPECIAL ASSETS FUND BEING INCLUDED IN THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE PHILADELPHIA FOUNDATION, THEY ARE AVAILABLE THROUGH THE PHILADELPHIA FOUNDATION'S ANNUAL REPORT AND ALSO ON THE PHILADELPHIA FOUNDATION'S WEBSITE.

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

CONSULTING RELATED TO GRANT FUNDED PROGRAMS:

Name of the organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
---	--

PROGRAM SERVICE EXPENSES	3,405,830.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	3,405,830.

PAYROLL PROCESSING FEES:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	15,000.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	15,000.

ADMINISTRATIVE FEE TO PHILADELPHIA FOUNDATION:

PROGRAM SERVICE EXPENSES	26,250.
MANAGEMENT AND GENERAL EXPENSES	20,250.
FUNDRAISING EXPENSES	28,500.
TOTAL EXPENSES	75,000.

FEASIBILITY STUDY:

PROGRAM SERVICE EXPENSES	0.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	14,513.
TOTAL EXPENSES	14,513.

OTHER FEES:

PROGRAM SERVICE EXPENSES	20,206.
MANAGEMENT AND GENERAL EXPENSES	43,781.
FUNDRAISING EXPENSES	13,885.
TOTAL EXPENSES	77,872.

Name of the organization TPF SPECIAL ASSETS FUND	Employer identification number 04-3731829
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TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 3,588,215.

FORM 990 PART IX LINES 5 AND 7:

TPF SPECIAL ASSETS FUND DOES NOT ISSUE ANY W-2S, BUT RATHER REIMBURSES ITS RELATED ORGANIZATION, THE PHILADELPHIA FOUNDATION, FOR SALARIES PAID TO EMPLOYEES DEVOTING TIME TO THE LENFEST INSTITUTE FOR JOURNALISM. WITHIN THE STATEMENT OF FUNCTIONAL EXPENSES, THE SALARIES REIMBURSED TO THE RELATED ORGANIZATION ARE REPORTED AS SUCH IN PART IX OF THE FILING.

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

BAD DEBT EXPENSE -4,000,000.

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

SCHEDULE R, PART IV

TPF SPECIAL ASSETS FUND'S INTEREST IN THE PHILADELPHIA MEDIA NETWORK,
PBC CONSISTS ENTIRELY OF NON-VOTING SHARES.

Multiple horizontal lines for supplemental information.

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.

Type or print	Name of exempt organization or other filer, see instructions. TPF SPECIAL ASSETS FUND	Taxpayer identification number (TIN) 04-3731829
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. 1835 MARKET STREET, NO. 2410	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103	

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

ORLANDO ESPOSITO

- The books are in the care of ▶ **1835 MARKET STREET, STE 2410 - PHILADELPHIA, PA 19103**
Telephone No. ▶ **215-563-6417** 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 TINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **NOVEMBER 16, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2019** or
▶ tax year beginning _____, and ending _____.

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.