

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

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation The Wallace Foundation | | A Employer identification number 13-6183757 |
| Number and street (or P.O. box number if mail is not delivered to street address) 5 Penn Plaza 7th Floor | Room/suite | B Telephone number (see instructions) 212-251-9700 |
| City or town, state or province, and ZIP or foreign postal code New York, NY 10001 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1516339430 | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 1,594,938 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 11,120 | 11,624 | | |
| | 4 Dividends and interest from securities | 10,344,029 | 10,344,029 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 112,739,515 | | | |
| | b Gross sales price for all assets on line 6a 1,261,985,826 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 112,251,365 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) See Statement 1 | 6,640,801 | 8,384,188 | | | |
| 12 Total. Add lines 1 through 11 | 131,330,403 | 130,991,206 | 0 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 1,985,843 | 735,939 | | 1,240,227 |
| | 14 Other employee salaries and wages | 4,525,028 | 326,908 | | 4,146,124 |
| | 15 Pension plans, employee benefits | 2,003,346 | 294,201 | | 1,696,511 |
| | 16a Legal fees (attach schedule) Statement 2 | 140,807 | 57,004 | | 75,710 |
| | b Accounting fees (attach schedule) Statement 3 | 110,800 | 55,400 | | 59,500 |
| | c Other professional fees (attach schedule) Stmt 4 | 13,465,938 | 4,474,938 | | 8,213,937 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) Statement 5 | 1,430,290 | 728,617 | | |
| | 19 Depreciation (attach schedule) and depletion Stmt 6 | 288,164 | | | |
| | 20 Occupancy | 1,255,985 | 106,796 | | 1,100,583 |
| | 21 Travel, conferences, and meetings | 383,675 | 21,272 | | 351,719 |
| | 22 Printing and publications | 99,041 | 501 | | 97,794 |
| | 23 Other expenses (attach schedule) Statement 7 | 441,762 | 24,944 | | 411,834 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 26,130,679 | 6,826,520 | | 17,393,939 |
| | 25 Contributions, gifts, grants paid | 54,920,700 | | | 53,958,068 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 81,051,379 | 6,826,520 | 0 | 71,352,007 |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 50,279,024 | | | | |
| b Net investment income (if negative, enter -0-) | | 124,164,686 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | | |
|------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 44,474,927 | 52,337,584 | 52,337,584 |
| | 3 Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 445,640 | 264,069 | 264,069 |
| | 10a Investments—U.S. and state government obligations (attach schedule) | 122,476,255 | 98,100,192 | 98,100,192 |
| | b Investments—corporate stock (attach schedule) | 325,154,755 | 116,835,124 | 116,835,124 |
| | c Investments—corporate bonds (attach schedule) | 108,491,680 | 106,833,917 | 106,833,917 |
| Liabilities | 11 Investments—land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 795,758,375 | 1,135,370,836 | 1,135,370,836 |
| | 14 Land, buildings, and equipment: basis ▶ | 4,213,056 | | |
| | Less: accumulated depreciation (attach schedule) ▶ | 2,131,710 | 1,942,140 | 3,319,372 |
| | 15 Other assets (describe ▶ See Statement 13) | 1,720,982 | 3,278,336 | 3,278,336 |
| | 16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 1,400,654,324 | 1,514,962,198 | 1,516,339,430 |
| | 17 Accounts payable and accrued expenses | 1,606,307 | 2,361,265 | |
| | 18 Grants payable | 17,731,020 | 18,819,673 | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ See Statement 14) | 6,301,029 | 7,472,097 | |
| | 23 Total liabilities (add lines 17 through 22) | 25,638,356 | 28,653,035 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 1,375,015,968 | 1,486,309,163 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances (see instructions) | 1,375,015,968 | 1,486,309,163 | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 1,400,654,324 | 1,514,962,198 | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,375,015,968 |
| 2 | Enter amount from Part I, line 27a | 2 | 50,279,024 |
| 3 | Other increases not included in line 2 (itemize) ▶ See Statement 15 | 3 | 61,014,171 |
| 4 | Add lines 1, 2, and 3 | 4 | 1,486,309,163 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 1,486,309,163 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|
| 1a Statement 16 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 112,251,365 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | | 3 | | |

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2012 | 70,654,874 | 1,367,028,957 | 0.051685 |
| 2011 | 69,517,176 | 1,380,035,331 | 0.050373 |
| 2010 | 46,933,035 | 1,296,310,573 | 0.036205 |
| 2009 | 60,927,202 | 1,154,565,495 | 0.052771 |
| 2008 | 77,762,781 | 1,446,867,119 | 0.053746 |
| 2 Total of line 1, column (d) | | 2 | 0.244780 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | 3 | 0.048956 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | 4 | 1,438,501,102 |
| 5 Multiply line 4 by line 3 | | 5 | 70,423,260 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | 6 | 1,241,647 |
| 7 Add lines 5 and 6 | | 7 | 71,664,907 |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | | 8 | 71,442,419 |

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

| | | | |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 2,483,294 |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2 | 3 | 2,483,294 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 2,483,294 |
| 6 | Credits/Payments: | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 2,150,000 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d Tax Paid with O.R. 338,357 | 7 | 2,488,357 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 5,063 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 0 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | ✓ |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | ✓ |
| c Did the foundation file Form 1120-POL for this year? | | ✓ |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0 | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0 | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | ✓ |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | ✓ |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | ✓ | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | ✓ | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | ✓ |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | ✓ | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | ✓ | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> | ✓ | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | ✓ |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | ✓ |

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | ✓ |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | ✓ |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | ✓ | |

Website address ► www.wallacefoundation.org

14 The books are in care of ► Mary Geras, CFO Telephone no. ► 212-251-9700
 Located at ► 5 Penn Plaza 7th Floor New York NY ZIP+4 ► 10001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ☐ **15** N/A
 and enter the amount of tax-exempt interest received or accrued during the year

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **16** Yes No
 ✓

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► Denmark

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> 1b ✓ | | |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/> 1c ✓ | | |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | |
| a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) <input type="checkbox"/> 2b | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/> 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 4a ✓ | | |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/> 4b ✓ | | |

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

| | | | |
|----|--|--|---|
| | | | |
| 5b | | | |
| | | | |
| 6b | | | ✓ |
| | | | |
| 7b | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 17 | 0 | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Statement 18 | 0 | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ 31

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------|---------------------|------------------|
| See Statement 19 | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | 43 |

Part IX-A Summary of Direct Charitable Activities

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

| | Expenses |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 1 To administer Fall 2013 assessment to students in the summer learning demonstration district program. | |
| | 1,565,727 |
| 2 To assist summer learning demonstration districts in developing and managing communication efforts to inform parents about the benefits of summer learning and ensure high enrollment in Wallace-funded programs. | |
| | 1,411,040 |
| 3 Develop public reports on effective ways for urban school districts to manage the training, selection, support, and evaluation of school principals, using evidence from 6 districts working on this topic. | |
| | 700,000 |
| 4 Through conference presentations, webinars, print advertising and media outreach share Wallace research findings with non-grantee audiences, who can use the findings to improve their own work. | |
| | 705,907 |

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|----------------------------------------------------------|--------|
| 1 N/A | |
| | |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| Total. Add lines 1 through 3 | 0 |

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

| | | | |
|----------|----------------------------------------------------------------------------------------------------------------------|-----------|---------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,417,950,694 |
| b | Average of monthly cash balances | 1b | 39,137,144 |
| c | Fair market value of all other assets (see instructions) | 1c | 3,319,372 |
| d | Total (add lines 1a, b, and c) | 1d | 1,460,407,210 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0 |
| 3 | Subtract line 2 from line 1d | 3 | 1,460,407,210 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 21,906,108 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,438,501,102 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 71,925,055 |

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

| | | | |
|-----------|---------------------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 71,925,055 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 2,483,294 |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 2,483,294 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 69,441,761 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 132,660 |
| 5 | Add lines 3 and 4 | 5 | 69,574,421 |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 69,574,421 |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 | 1a | 71,352,007 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | 90,412 |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 71,442,419 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 71,442,419 |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------------|-------------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 69,574,421 |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 41,819,591 | |
| b Total for prior years: 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f Total of lines 3a through e | 0 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 71,442,419 | | | | |
| a Applied to 2012, but not more than line 2a | | | 41,819,591 | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see instructions) | 0 | | | |
| d Applied to 2013 distributable amount | | | | 29,622,828 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 0 | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0 | | |
| d Subtract line 6c from line 6b. Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 39,951,593 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 0 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test—enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test—enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

The Wallace Foundation, General Management, 5 Penn Plaza, 7th Floor, New York, NY 10001 (212) 251-9700

b The form in which applications should be submitted and information and materials they should include:**Brief Letter of Inquiry describing proposed projects****c** Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:**Grants are primarily limited to Education Leadership, Learning and Enrichment, and Arts Learning. No grants are made to individuals.**

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

William I. Miller
Signature of officer or trustee

12/16/14
Date

President
Title

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

**Paid
Preparer
Use Only**

| |
|----------------------------|
| Print/Type preparer's name |
|----------------------------|

Jocelyne C. Miller

Preparer's signature

Signature Jacqueline C. Thibault

Date _____

12/15/14

Check ☐ if self-employed

PTIN

P00634378

Firm's name ► KPMG, LLP

Firm's EIN ▶ 13-5565207

Firm's address ► 345 Park Ave. New York, NY 10154

| | |
|-----------|------------|
| Phone no. | 2127589700 |
|-----------|------------|

Schedule of Contributors

OMB No. 1545-0047

2014

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

The Wallace Foundation

Employer identification number

13-6183757

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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. Do not 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 is not covered by the General Rule and/or the Special Rules does not 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 does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

The Wallace Foundation

13-6183757

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | DeWitt Wallace Pr St Tr and Lila Acheson Wallace Pr St Tr WB McHenry, Trustee c/o Charles T Scott Greenfield Stein & Senior, LLP - 600 3rd Ave, New York, NY 10016 | \$ 1,594,938 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

Name of organization

Employer identification number

The Wallace Foundation

13-6183757

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 |
|---------------------------|----------------------------------------------|------------------------------------------------|----------------------|
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ | _____ _____ _____ | \$ _____ | _____ |

Name of organization

Employer identification number

The Wallace Foundation

13-6183757

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

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|-----------------------------------------|-------------------------|------------------------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| _____ _____ _____ | | _____ _____ _____ | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| _____ _____ _____ | | _____ _____ _____ | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| _____ _____ _____ | | _____ _____ _____ | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| _____ _____ _____ | | _____ _____ _____ | |

Form 990-PF
Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.**2013**Name **The Wallace Foundation**
c/o FinanceEmployer identification number
13-6183757**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.**Part I Required Annual Payment**

| | | | |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Total tax (see instructions) | 1 | 2,483,294. |
| 2a | Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 | 2a | |
| b | Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method | 2b | |
| c | Credit for federal tax paid on fuels (see instructions) | 2c | |
| d | Total. Add lines 2a through 2c | 2d | |
| 3 | Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty. | 3 | 2,483,294. |
| 4 | Enter the tax shown on the corporation's 2012 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5. | 4 | 481,112. |
| 5 | Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 | 5 | 481,112. |

Part II Reasons for Filing — Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☒ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a 'large corporation' figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

| | (a) | (b) | (c) | (d) | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|----------|----------|------------|
| 9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year | 9 | 5/15/13 | 6/15/13 | 9/15/13 | 12/15/13 |
| 10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column. | 10 | 120,278. | 494,346. | 545,924. | 653,388. |
| 11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 | 11 | 350,000. | 100,000. | 200,000. | 1,500,000. |
| Complete lines 12 through 18 of one column before going to the next column. | | | | | |
| 12 Enter amount, if any, from line 18 of the preceding column | 12 | | 229,722. | | |
| 13 Add lines 11 and 12 | 13 | | 329,722. | 200,000. | 1,500,000. |
| 14 Add amounts on lines 16 and 17 of the preceding column | 14 | | | 164,624. | 510,548. |
| 15 Subtract line 14 from line 13. If zero or less, enter -0- | 15 | 350,000. | 329,722. | 35,376. | 989,452. |
| 16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- | 16 | | 0. | 0. | |
| 17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 | 17 | | 164,624. | 510,548. | |
| 18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column. | 18 | 229,722. | | | |

Go to **Part IV** on page 2 to figure the penalty. Do not go to **Part IV** if there are no entries on line 17 — no penalty is owed.

Part IV Figuring the Penalty

| | (a) | (b) | (c) | (d) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------|----------|--------|
| 19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.) | 19 | 9/15/13 | 12/15/13 | |
| 20 Number of days from due date of installment on line 9 to the date shown on line 19. | 20 | 92 | 91 | |
| 21 Number of days on line 20 after 4/15/2013 and before 7/1/2013. | 21 | 15 | | |
| 22 Underpayment on line 17 $\times \frac{\text{Number of days on line 21}}{365} \times 3\%$ | 22 | 202.96 | | |
| 23 Number of days on line 20 after 6/30/2013 and before 10/1/2013. | 23 | 77 | 15 | |
| 24 Underpayment on line 17 $\times \frac{\text{Number of days on line 23}}{365} \times 3\%$ | 24 | 1,041.87 | 629.44 | |
| 25 Number of days on line 20 after 9/30/2013 and before 1/1/2014. | 25 | | 76 | |
| 26 Underpayment on line 17 $\times \frac{\text{Number of days on line 25}}{365} \times 3\%$ | 26 | | 3,189.18 | |
| 27 Number of days on line 20 after 12/31/2013 and before 4/1/2014. | 27 | | | |
| 28 Underpayment on line 17 $\times \frac{\text{Number of days on line 27}}{365} \times 3\%$ | 28 | | | |
| 29 Number of days on line 20 after 3/31/2014 and before 7/1/2014. | 29 | | | |
| 30 Underpayment on line 17 $\times \frac{\text{Number of days on line 29}}{365} \times \text{ } \%$ | 30 | | | |
| 31 Number of days on line 20 after 6/30/2014 and before 10/1/2014. | 31 | | | |
| 32 Underpayment on line 17 $\times \frac{\text{Number of days on line 31}}{365} \times \text{ } \%$ | 32 | | | |
| 33 Number of days on line 20 after 9/30/2014 and before 1/1/2015. | 33 | | | |
| 34 Underpayment on line 17 $\times \frac{\text{Number of days on line 33}}{365} \times \text{ } \%$ | 34 | | | |
| 35 Number of days on line 20 after 12/31/2014 and before 2/16/2015. | 35 | | | |
| 36 Underpayment on line 17 $\times \frac{\text{Number of days on line 35}}{365} \times \text{ } \%$ | 36 | | | |
| 37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36. | 37 | 1,244.83 | 3,818.62 | |
| 38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns. | 38 | | | 5,063. |

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

| | | (a) | (b) | (c) | (d) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------------|----------------|----------------|----------------|
| 20 Annualization periods (see instructions) | 20 | First 2 months | First 3 months | First 6 months | First 9 months |
| 21 Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items).... | 21 | 7,571,916. | 15,365,597. | 38,684,936. | 68,022,759. |
| 22 Annualization amounts (see instructions) | 22 | 6 | 4 | 2 | 1.33333 |
| 23a Annualized taxable income. Multiply line 21 by line 22 | 23a | 45,431,496. | 61,462,388. | 77,369,872. | 90,696,785. |
| b Extraordinary items (see instructions) | 23b | | | | |
| c Add lines 23a and 23b | 23c | 45,431,496. | 61,462,388. | 77,369,872. | 90,696,785. |
| 24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) | 24 | 908,630. | 1,229,248. | 1,547,397. | 1,813,936. |
| 25 Enter any alternative minimum tax for each payment period (see instructions) | 25 | | | | |
| 26 Enter any other taxes for each payment period (see instructions) | 26 | | | | |
| 27 Total tax. Add lines 24 through 26 | 27 | 908,630. | 1,229,248. | 1,547,397. | 1,813,936. |
| 28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) | 28 | | | | |
| 29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- | 29 | 908,630. | 1,229,248. | 1,547,397. | 1,813,936. |
| 30 Applicable percentage | 30 | 25% | 50% | 75% | 100% |
| 31 Multiply line 29 by line 30 | 31 | 227,158. | 614,624. | 1,160,548. | 1,813,936. |

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.

| | | 1st installment | 2nd installment | 3rd installment | 4th installment |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----------------|-----------------|-----------------|-----------------|
| 32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31 | 32 | 227,158. | 614,624. | 1,160,548. | 1,813,936. |
| 33 Add the amounts in all preceding columns of line 38 (see instructions) | 33 | | 120,278. | 614,624. | 1,160,548. |
| 34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- | 34 | 227,158. | 494,346. | 545,924. | 653,388. |
| 35 Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: 'Large corporations,' see the instructions for line 10 for the amounts to enter. | 35 | 120,278. | 1,121,369. | 620,824. | 620,824. |
| 36 Subtract line 38 of the preceding column from line 37 of the preceding column. | 36 | | 0. | 627,023. | 701,923. |
| 37 Add lines 35 and 36 | 37 | 120,278. | 1,121,369. | 1,247,847. | 1,322,747. |
| 38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) .. | 38 | 120,278. | 494,346. | 545,924. | 653,388. |

Form 2220 (2013)

The Wallace Foundation
13-6183757
2013

Index of Statements Attached to Return of Private Foundation (Form 990-PF)

- 1 Form 990-PF, Part I, Line 11, Other Income
- 2 Form 990-PF, Part I, Line 16a, Legal Fees
- 3 Form 990-PF, Part I, Line 16b, Accounting Fees
- 4 Form 990-PF, Part I Line 16c, Other Professional Fees
- 5 Form 990-PF, Part I, Line 18, Taxes
- 6 Form 990-PF, Part I, Line 19, Depreciation
- 7 Form 990-PF, Part I, Line 23, Other Expenses
- 8 Form 990-PF, Part II, Line 10a, Investments- U.S. and State Government Obligation
- 9 Form 990-PF, Part II, Line 10b, Investments-Corporate Stock
- 10 Form 990-PF, Part II, Line 10c, Investments-Corporate Bonds
- 11 Form 990-PF, Part II, Line 13, Investments-Other
- 12 Form 990-PF, Part II, Line 14, Land, Buildings and Equipment Minus
Accumulated Depreciation
- 13 Form 990-PF, Part II, Line 15, Other Assets
- 14 Form 990-PF Part II, Line 22, Other Liabilities
- 15 Form 990-PF, Part III, Line 3, Other Increases Not Included in Line 2, Part III
- 16 Form 990-PF, Part IV, Line 1, Capital Gains and Losses for Tax on Investment Income
- 17 Form 990-PF, Part VIII, Line 1, Information about Officers, Directors, Trustees,
Foundation Managers and their Compensation
- 18 Form 990-PF, Part VIII, Line 2, Compensation of Five Highest Paid Employees
- 19 Form 990-PF, Part VIII, Line 3, Five Highest Paid Independent Contractors for
Professional Services
- 20 Form 990-PF, Part XV, Line 3a and 3b, Grants and Contributions
Paid During the Year or Approved for Future Payment
- 21 Form 990-PF, Part II, Column (a) - Lines 10a, 10b, 10c, 13, Investments

The Wallace Foundation
13-6183757
2013

For the fiscal year beginning January 1, 2013 and ending December 31, 2013
Form 990-PF, Part I, Line 11, Other Income

| | Ordinary Income | Dividends Income and Other Income | Deductions | Col (a) Net Income (loss) Per Books | Unrelated Business Income | Col. (b) Income Excluded by Section 512, 513, or 514 |
|---------------------------------------------------------|--------------------|-----------------------------------------|-------------|-------------------------------------------|---------------------------------|---------------------------------------------------------------|
| Net Income (loss) from Form K-1: | | | | | | |
| Amberbrook IV, LLC | 746 | 4,363 | (64,942) | (59,833) | (3,947) | (55,886) |
| Amberbrook V, LLC | 38,778 | 258,735 | (595,568) | (298,055) | (28,789) | (269,266) |
| Amberbrook VI, LLC | 1,330 | 136,708 | (364,881) | (226,843) | (9,095) | (217,748) |
| Baker Brothers Life Sciences, LP | - | 74,757 | (354,300) | (279,543) | - | (279,543) |
| Baupost Value Partners, L.P.-IV | 50,378 | 162,746 | (204,215) | 8,909 | 83,470 | (74,561) |
| Commonfund Capital Natural Resources Partners V, L.P. | 187,737 | 136,592 | (151,037) | 173,292 | 15,982 | 157,310 |
| Commonfund Capital Natural Resources Partners VI, L.P. | 153,717 | 235,944 | (564,840) | (175,179) | (224,784) | 49,605 |
| Commonfund Capital Natural Resources Partners VII, L.P. | 115,788 | 98,367 | (367,140) | (152,985) | (167,243) | 14,258 |
| Denham Commodity Partners Fund V LP | 20,713 | 37,330 | (222,676) | (164,633) | (153,134) | (11,499) |
| Denham Commodity Partners Fund VI LP | 132,967 | 2,138 | (616,834) | (481,729) | (355,948) | (125,781) |
| Encap Energy Capital Fund IX-C, LP | - | 40,721 | (285) | 40,436 | - | 40,436 |
| EnerVest Energy Institutional Fund XIII-C, LP | 37,956 | 159 | (400,000) | (361,885) | - | (361,885) |
| European Strategic Partners 2006 'B', lp | - | 319,815 | (265,468) | 54,347 | - | 54,347 |
| Farallon Capital Institutional Partners, LP | 1,758,170 | (251,818) | (147,415) | 1,358,937 | - | 1,358,937 |
| Grandbanks Capital Venture Fund II, L.P. | - | 4,996 | (256,541) | (251,545) | - | (251,545) |
| Gryphon International EAFE Growth Fund | - | 467,257 | (295,525) | 171,732 | - | 171,732 |
| Harbourvest Partners VII - Buyout Holding Fund, L.P. | (9) | 141,409 | (83,018) | 58,382 | - | 58,382 |
| Harbourvest Partners VII - Venture Holding Fund LP | - | 38,643 | (88,119) | (49,476) | - | (49,476) |
| Insight Venture Partners (Cayman) VI, LP | - | 35,284 | (167,397) | (132,113) | - | (132,113) |
| Insight Venture Partners (Cayman) VII LP | - | 52,865 | (177,148) | (124,283) | - | (124,283) |
| Insight Venture Partners (Cayman) VIII LP | - | 15 | (156,740) | (156,725) | - | (156,725) |
| J.C. Flowers II L.P. | - | 23,524 | (134,808) | (111,284) | - | (111,284) |
| J.C. Flowers III, L.P. | - | 6 | (327,715) | (327,709) | - | (327,709) |
| JCF HRE AIV 2 Trust | - | (379) | (2,079) | (2,458) | - | (2,458) |
| JCF III AIV I LP | - | 583,437 | (1,955) | 581,482 | - | 581,482 |
| JCF III AIV SRV LP | - | - | (4,222) | (4,222) | - | (4,222) |
| JFL AIV Investor III-B, LP | - | 94 | (161) | (67) | - | (67) |
| JFL AIV Investor III-JA, LP | - | 11,649 | (194) | 11,455 | - | 11,455 |
| JFL Equity Investors III, LP | - | 1,357 | (161,750) | (160,393) | - | (160,393) |
| Jupiter JCF AIV II Special L.P. | - | 10,937 | (3,991) | 6,946 | - | 6,946 |
| J.P. Morgan Structured Debt Fund | - | 118,766 | (1,068) | 117,698 | - | 117,698 |
| NGP Natural Resources X, L.P. | (45,402) | 27,507 | (1,202,465) | (1,220,360) | (1,035,460) | (184,900) |
| OFI Institutional Emerging Markets Equity Fund, LP | - | 833,168 | (105,555) | 727,613 | - | 727,613 |
| Pantheon USA Fund V, LP | 8,521 | 78,171 | (141,179) | (54,487) | 4,626 | (59,113) |
| Pantheon USA Fund VI, LP | 71,369 | 310,700 | (326,749) | 55,320 | 67,733 | (12,413) |
| Providence Equity Partners VI (Umbrella US) LP | (2,789) | 18,266 | (375) | 15,102 | 15,290 | (188) |
| Providence Equity Partners VI International, LP | - | 115 | (32,438) | (32,323) | - | (32,323) |
| Providence Equity Partners VI, LP | (5,821) | 27,587 | (51,802) | (30,036) | (6,079) | (23,957) |
| Security Capital Preferred Growth LLC | - | 1,034,732 | (48,866) | 985,866 | - | 985,866 |

The Wallace Foundation
13-6183757
2013

For the fiscal year beginning January 1, 2013 and ending December 31, 2013
Form 990-PF, Part I, Line 11, Other Income

| | Ordinary Income | Dividends Income and Other Income | Deductions | Col (a) Net Income (loss) Per Books | Unrelated Business Income | Col. (b) Income Excluded by Section 512, 513, or 514 |
|-----------------------------------------------------------------------------|---------------------|-----------------------------------------|-----------------------|-------------------------------------------|---------------------------------|---------------------------------------------------------------|
| State Street Bank and Trust Company | - | 635,257 | (2,557) | 632,700 | - | 632,700 |
| Strategic Partners Fund III, L.P. (f/k/a CSFB Strategic Partners III, L.P.) | 1,530 | 365,502 | (256,708) | 110,324 | (32,901) | 143,225 |
| Strategic Partners Fund IV, L.P. (f/k/a CS Strategic Partners IV, LP) | 8,211 | 418,136 | (184,385) | 241,962 | (15,079) | 257,041 |
| Strategic Partners Fund V, L.P. (f/k/a CS Strategic Partners V, LP) | 4,795 | 341,621 | (298,844) | 47,572 | 4,668 | 42,904 |
| The Silchester International Investors Tobacco Free Trust | - | 2,544,312 | (233,962) | 2,310,350 | - | 2,310,350 |
| The Varde Fund IX, LP | (420) | 5,546 | (13,167) | (8,041) | 25,344 | (33,385) |
| The Varde Fund XI (B) Feeder, LP | (26,835) | 4,075,314 | (102,008) | 3,946,471 | 490 | 3,945,981 |
| Update Partners IV, L.P. | - | 21,945 | (169,493) | (147,548) | - | (147,548) |
| Walton Street Real Estate Fund V, LP | (77,981) | (315,557) | (51,753) | (445,291) | (35,705) | (409,586) |
| Walton Street Real Estate Fund VI, LP | 63,183 | 294,696 | (88,029) | 269,850 | 107,174 | 162,676 |
| Wellington Trust - CTF Energy Portfolio | - | 263,258 | (19,782) | 243,476 | - | 243,476 |
| | 2,496,632 | 13,726,693 | (9,512,149) | 6,711,176 | (1,743,387) | 8,454,563 |
| Other Income | | | | | | |
| Adjustment for DTC conversion | (70,375) | - | - | (70,375) | - | (70,375) |
| Grand Total | \$ 2,426,257 | \$ 13,726,693 | \$ (9,512,149) | \$ 6,640,801 | \$ (1,743,387) | \$ 8,384,188 |

The Wallace Foundation
13-6183757
2013

Statements 2,3,4

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part I, Line 16, a, b, c: Legal Fees, Accounting Fees and Other Professional Fees

| <u>Line</u> | <u>Statemer</u> | <u>Type of Service</u> | <u>Col (a)</u> <u>Per Books</u> | <u>Col (b)</u> <u>Inv.-Related</u> | <u>Col(d)</u> <u>Disbursements for</u> <u>Charitable Purposes</u> <u>(Cash Basis Only)</u> |
|-------------|-----------------|--------------------------------------|------------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------|
| 16 a | 2 | Legal Fees | 139,767 | 56,687 | 74,987 |
| | | Related Disbursements | 1,040 | 317 | 723 |
| | | | <u>\$ 140,807</u> | <u>\$ 57,004</u> | <u>\$ 75,710</u> |
| 16 b | 3 | Accounting Fees | <u>\$ 110,800</u> | <u>55,400</u> | <u>59,500</u> |
| 16 c | 4 | Other Professional Fees | | | |
| | | Investment Fees | <u>\$ 4,465,610</u> | <u>4,465,593</u> | <u>-</u> |
| | | General Consultants | 109,899 | 9,345 | 73,146 |
| | | Recruiting Fees | 239,665 | - | 214,871 |
| | | Temporary Help | 534,443 | - | 476,847 |
| | | Information Technology Consultants | 238,979 | - | 227,208 |
| | | Communications | - | - | 19,396 |
| | | Program Development | 238,325 | - | 143,224 |
| | | | <u>\$ 1,361,311</u> | <u>9,345</u> | <u>1,154,691</u> |
| | | Direct Charitable Activities | | | |
| | | Dissemination | 2,769,153 | - | 2,676,181 |
| | | Technical Assistance to Grantees | 1,454,342 | - | 1,179,364 |
| | | Knowledge Sharing | 495,955 | - | 387,593 |
| | | Research and Evaluation | 2,919,568 | - | 2,816,108 |
| | | | <u>\$ 7,639,017</u> | <u>-</u> | <u>7,059,246</u> |
| | | Total Other Professional Fees | <u>\$ 13,465,938</u> | <u>4,474,938</u> | <u>8,213,937</u> |

The Wallace Foundation
13-6183757
2013

Statement 5

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part I, Line 18, Taxes

| <u>Description</u> | <u>Col. (a) Revenue and Expense Per Books</u> | <u>Col.(b) Net Investment Income</u> |
|-----------------------------|-------------------------------------------------------|----------------------------------------------|
| Federal excise tax and UBIT | \$ 701,673 | \$ - |
| Foreign taxes | <u>728,617</u> | <u>728,617</u> |
| Total Taxes | <u>\$ 1,430,290</u> | <u>\$ 728,617</u> |

Statement 6

Form 990-PF, Part I, Line 19, Depreciation

| Description of the Property (a) | Date Acquired (b) | Cost (c) | Depreciation Allowed in Prior Years (e) | Method Of Depreciation (f) | Rate(%) or Life (g) | Col (a) Per Books Deprn. 2013 (h) |
|------------------------------------|-------------------------|--------------------|--------------------------------------------------|----------------------------------|---------------------------|-----------------------------------------------|
| Leasehold Improvements | 2004 | 97,990 | 46,371 | Straight Line | thru 2/21 | \$ 6,324 |
| | 2005 | 3,398,139 | 1,624,600 | Straight Line | thru 2/21 | 217,251 |
| | 2006 | 10,079 | 4,525 | Straight Line | thru 2/21 | 696 |
| | 2007 | 7,112 | 2,794 | Straight Line | thru 2/21 | 516 |
| | 2008 | 1,409 | 483 | Straight Line | thru 2/21 | 108 |
| | 2009 | 2,903 | 779 | Straight Line | thru 2/21 | 264 |
| | 2010 | 826 | 186 | Straight Line | thru 2/21 | 84 |
| | 2011 | 7,028 | 818 | Straight Line | thru 2/21 | 624 |
| | 2012 | 21,058 | 1,521 | Straight Line | thru 2/21 | 2,388 |
| | 2013 | 27,009 | - | Straight Line | thru 2/21 | 1,427 |
| Furniture | 2005 | 399,033 | 188,581 | Straight Line | thru 2/21 | 25,494 |
| | 2006 | 23,846 | 10,738 | Straight Line | thru 2/21 | 1,596 |
| | 2009 | 490 | 108 | Straight Line | 15 years | 36 |
| | 2013 | 27,980 | - | Straight Line | 15 years | 828 |
| Computer Equipment | 2010 | 13,523 | 10,417 | Straight Line | 3 years | 3,107 |
| | 2011 | 11,829 | 6,105 | Straight Line | 3 years | 3,479 |
| | 2012 | 32,153 | 4,744 | Straight Line | 3 years | 10,798 |
| | 2013 | 43,320 | - | Straight Line | 3 years | 8,471 |
| Telephone and Office Equipment | 2005 | 2,551 | 2,551 | Straight Line | 5 years | - |
| | 2008 | 68,736 | 66,431 | Straight Line | 5 years | 2,305 |
| | 2010 | 255 | 117 | Straight Line | 5 years | 60 |
| | 2011 | 700 | 204 | Straight Line | 5 years | 144 |
| | 2012 | 2,085 | 35 | Straight Line | 5 years | 420 |
| | 2013 | 460 | - | Straight Line | 5 years | 96 |
| Framed Prints and Photographs | 2006 | \$12,260 | \$10,645 | Straight Line | 7 years | \$1,615 |
| | 2013 | \$286 | \$0 | Straight Line | 7 years | \$33 |
| | | \$4,213,056 | \$1,982,752 | | | \$288,164 |

The Wallace Foundation
13-6183757
2013

Statement 7

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part I, Line 23, Cols. a , b & d - Other Expenses

| <u>Description</u> | <u>Col (a)</u> <u>Per Books</u> | <u>Col (b)</u> <u>Inv-Related</u> | <u>Col. (d)</u> <u>Disbursements for</u> <u>Charitable purposes</u> <u>(Cash Basis Only)</u> |
|------------------------------------------|------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------|
| Operating Expenses: | | | |
| Insurance | \$125,136 | \$ 10,640 | 112,919 |
| Computer Software, Maintenance and Parts | 184,594 | 5,120 | 166,437 |
| Office Management | 97,299 | 8,273 | 87,579 |
| Training Courses | 22,528 | - | 33,216 |
| Payroll Services | 10,706 | 910 | 10,183 |
| NY State Filing Fee | 1,500 | - | 1,500 |
| Total Other Expenses | \$ 441,762 | 24,944 | 411,834 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 8
Page 1 of 2

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10a - Investments- U.S. and state government obligations

| Description | Interest Rate | Maturity Date | Par Value | Fair Market Value |
|------------------------------------------------------|----------------------|----------------------|------------------|--------------------------|
| U.S. Agency Obligations: | | | | |
| Federal Home Loan PC Pool 1Q0723 | 2.61 | 01/01/2038 | 69,753 | \$ 74,517 |
| Fannie Mae Pool 462014 | 5.26 | 07/01/2015 | 366,086 | 379,942 |
| Fannie Mae Pool AE0446 | 4.09 | 09/01/2020 | 517,126 | 553,826 |
| Fannie Mae Notes | 0.35 | 08/28/2015 | 682,000 | 681,686 |
| Fannie Mae Aces FNA 2013-M5 | 0.59 | 08/25/2015 | 639,621 | 638,478 |
| Federal Home Loan Mortgage Corp Multifamily SPC K014 | 3.87 | 04/25/2021 | 520,000 | 545,908 |
| Federal Home Loan Mortgage Corp Multifamily SPC K006 | 4.25 | 01/25/2020 | 751,000 | 812,440 |
| Small Business Administration | 4.99 | 09/01/2024 | 211,896 | 229,634 |
| Small Business Administration | 5.36 | 11/01/2025 | 384,520 | 415,051 |
| Small Business Administration | 6.02 | 08/01/2028 | 566,773 | 637,365 |
| Small Business Administration | 5.60 | 09/01/2028 | 909,108 | 1,012,519 |
| Small Business Administration | 5.63 | 10/01/2028 | 455,467 | 501,719 |
| Small Business Administration | 4.05 | 12/01/2029 | 337,433 | 351,633 |
| Small Business Administration | 2.20 | 09/01/2032 | 316,718 | 295,019 |
| Small Business Administration | 2.18 | 10/01/2032 | 412,140 | 383,562 |
| Small Business Administration | 2.07 | 05/01/2033 | 663,735 | 612,030 |
| Total for U.S. Agency Obligations: | | | | 8,125,330.50 |
| U.S. Government Obligations: | | | | |
| Treasury Inflation IX Note/Bond | 2.38 | 01/15/2025 | 123,910 | 142,428 |
| Treasury Inflation IX Note/Bond | 2.50 | 01/15/2029 | 1,196,657 | 1,406,263 |
| Treasury Inflation IX Note/Bond | 2.13 | 02/15/2041 | 597,268 | 671,084 |
| Treasury Inflation IX Note/Bond | 1.25 | 07/15/2020 | 856,784 | 916,622 |
| Treasury Inflation IX Note/Bond | 0.13 | 07/15/2022 | 1,015,670 | 972,900 |
| United States Treasury Note/Bond | 1.63 | 08/15/2022 | 4,000,000 | 3,634,080 |
| United States Treasury Note/Bond | 6.13 | 08/15/2029 | 397,000 | 521,436 |
| United States Treasury Note/Bond | 2.75 | 11/15/2042 | 1,113,000 | 879,971 |
| United States Treasury Note/Bond | 2.88 | 05/15/2043 | 717,000 | 581,107 |
| United States Treasury Note/Bond | 0.75 | 12/31/2017 | 2,856,000 | 2,792,625 |
| United States Treasury Note/Bond | 0.50 | 06/15/2016 | 1,072,000 | 1,070,907 |
| United States Treasury Note/Bond | 1.38 | 07/31/2018 | 1,843,000 | 1,826,450 |
| United States Treasury Note/Bond | 4.50 | 02/15/2036 | 4,000,000 | 4,450,640 |
| United States Treasury Note/Bond | 4.75 | 02/15/2037 | 7,000,000 | 8,053,290 |
| United States Treasury Note/Bond | 4.25 | 05/15/2039 | 6,400,000 | 6,825,024 |
| United States Treasury Note/Bond | 4.63 | 02/15/2040 | 600,000 | 677,628 |
| United States Treasury Note/Bond | 4.38 | 05/15/2040 | 13,694,000 | 14,875,108 |
| United States Treasury Note/Bond | 4.75 | 02/15/2041 | 1,190,000 | 1,369,250 |
| United States Treasury Note/Bond | 3.13 | 02/15/2042 | 1,240,000 | 1,069,116 |
| United States Treasury Principal Strip | 0.00 | 11/15/2027 | 2,130,000 | 1,280,663 |
| United States Treasury Principal Strip | 0.00 | 05/15/2030 | 35,000,000 | 18,715,550 |
| United States Treasury Principal Strip | 0.01 | 05/15/2037 | 11,000,000 | 4,310,130 |
| United States Treasury Principal Strip | 0.01 | 05/15/2039 | 32,300,000 | 11,530,777 |
| Total for U.S. Government Obligations: | | | | 88,573,048.01 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 8
Page 2 of 2

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10a - Investments- U.S. and state government obligations

| Description | Interest Rate | Maturity Date | Par Value | Fair Market Value |
|------------------------------------------------------------|---------------|---------------|-----------|---------------------|
| U.S. Municipality Obligations | | | | |
| Kentucky St Asset/Liability Co | 3.17 | 04/01/2018 | 702,531 | 722,012 |
| Metropolitan Transportation Authority NY Revenue | 5.87 | 11/15/2039 | 610,000 | 650,181 |
| Total for U.S. Municipality Obligations: | | | | 1,372,192.37 |
| Receivable for Investments Sold, Net | | | | 29,621 |
| Total for U.S. Agency & Government Obligations: | | | \$ | 98,100,192 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 1 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|-------------------------------------|---------------|--------------------------|
| Common Stock: | | |
| Aaon Inc | 7,200 | \$ 230,040 |
| Abaxis Inc | 2,600 | 104,052 |
| Accenture PLC | 11,774 | 968,058 |
| Adecco SA Reg | 16,471 | 1,307,531 |
| Advent Software Inc | 5,000 | 174,950 |
| Afren PLC | 219,600 | 615,401 |
| African Minerals Ltd | 21,100 | 66,772 |
| Agrium Inc | 4,700 | 429,956 |
| Aker Solutions ASA | 26,756 | 478,065 |
| Alamos Gold Inc | 8,200 | 99,466 |
| Alent PLC | 108,878 | 640,168 |
| Alpha Natural Resources Inc | 7,125 | 50,873 |
| Altisource Asset Management | 540 | 502,200 |
| Altisource Portfolio Solutions S.A. | 3,500 | 555,205 |
| Amec PLC | 38,147 | 687,408 |
| Amsurg Corp | 1,700 | 78,064 |
| Anadarko Petroleum Corp | 11,800 | 935,976 |
| Aon PLC | 21,918 | 1,838,701 |
| Applied Industrial Tech Inc | 4,600 | 225,814 |
| Applied Materials Inc | 4,413 | 78,066 |
| Aptar Group Inc | 7,200 | 488,232 |
| Arch Capital Group Ltd | 35,697 | 2,130,754 |
| Archer Daniels Midland Co | 4,900 | 212,660 |
| Astrazeneca PLC | 17,826 | 1,055,346 |
| Atwood Oceanics Inc | 10,700 | 571,273 |
| B&G Foods Inc | 3,700 | 125,467 |
| Badger Meter Inc | 2,700 | 147,150 |
| Baidu Inc - Sponsored ADR | 10,495 | 1,866,851 |
| Balchem Corp | 2,650 | 155,555 |
| Bally Technologies Inc | 4,300 | 337,335 |
| Bank of Hawaii Corp | 2,900 | 171,506 |
| Bank of The Ozarks | 3,500 | 198,065 |
| Bank United Inc | 3,500 | 115,220 |
| Beacon Roofing Supply Inc | 4,150 | 167,162 |
| Blackbaud Inc | 1,400 | 52,710 |
| Boston Beer Company Inc | 1,000 | 241,790 |
| Brinker International Inc | 4,600 | 213,164 |
| Brookline Bancorp Inc | 4,400 | 42,108 |
| Cameron International Corp | 15,300 | 910,809 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 2 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|--------------------------------------|---------------|--------------------------|
| Carbo Ceramics Inc | 2,550 | 297,152 |
| Carlsberg AS | 12,796 | 1,418,075 |
| Carpentryright PLC | 29,882 | 248,945 |
| Cheesecake Factory Inc/The | 3,400 | 164,118 |
| Chesapeake Utilities Corp | 2,000 | 120,040 |
| Church & Dwight Co Inc | 8,100 | 536,868 |
| Cimarex Energy Co | 11,000 | 1,154,010 |
| Clarcor Inc | 6,200 | 398,970 |
| Cloud Peak Energy Inc | 8,500 | 153,000 |
| Community Bank System Inc | 3,200 | 126,976 |
| Compass Group PLC | 219,141 | 3,513,376 |
| Compass Minerals International | 4,600 | 368,230 |
| Computer Modelling Group Ltd | 10,000 | 250,096 |
| Concho Resources Inc | 10,200 | 1,101,600 |
| Consol Energy Inc | 30,400 | 1,156,416 |
| Constellation Software Inc | 1,800 | 381,160 |
| Covidien PLC | 28,788 | 1,960,463 |
| Cracker Barrel Old Country Store Inc | 1,200 | 132,084 |
| Credit Saison Co Ltd | 38,000 | 1,000,029 |
| Cubic Corp | 500 | 26,330 |
| Cullen/Frost Bankers Inc | 2,800 | 208,404 |
| Cummins Inc | 3,500 | 493,395 |
| CVB Financial Corp | 11,500 | 196,305 |
| Delek US Holdings Inc | 10,200 | 350,982 |
| Deutsche Boerse AG | 11,858 | 983,651 |
| Diageo PLC | 29,226 | 968,111 |
| Diamond Offshore Drilling Inc | 4,600 | 261,832 |
| Diamondback Energy Inc | 6,700 | 354,162 |
| Direct Line Insurance Group | 119,701 | 494,844 |
| Donaldson Company Inc | 4,900 | 212,954 |
| Dril-Quip Inc | 5,700 | 626,601 |
| Eagle Materials Inc | 2,000 | 154,860 |
| Eldorado Gold Corp | 46,500 | 264,585 |
| EOG Resources Inc | 4,900 | 822,416 |
| Evolution Petroleum Corp | 1,900 | 23,446 |
| Exponent Inc | 3,700 | 286,528 |
| Factset Research Systems Inc | 1,600 | 173,728 |
| FEI Company | 3,600 | 321,696 |
| First Financial Bankshares Inc | 4,100 | 271,912 |
| First Quantum Minerals Ltd | 54,200 | 976,365 |
| Flextronics Intl Ltd | 69,039 | 536,433 |
| Flowers Foods Inc | 7,475 | 160,488 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 3 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|-----------------------------------|---------------|--------------------------|
| FNB Corp | 10,200 | 128,724 |
| Forward Air Corp | 2,400 | 105,384 |
| Franklin Electric Co Inc | 2,200 | 98,208 |
| Genel Energy PLC | 9,900 | 176,266 |
| Genesee & Wyoming Inc | 800 | 76,840 |
| Gentex Corp | 3,600 | 118,764 |
| Glencore Xstrata PLC | 304,500 | 1,577,033 |
| Goldcorp Inc | 15,100 | 327,217 |
| Gorman-Rupp Co | 3,250 | 108,648 |
| Graco Inc | 1,600 | 124,992 |
| Green Plains Renewable Energy Inc | 1,800 | 34,902 |
| Groupe Bruxelles Lambert SA | 14,429 | 1,326,755 |
| Gulfport Energy Corp | 6,200 | 391,530 |
| Haemonetics Corp | 7,000 | 294,910 |
| Halcon Resources Corp | 38,900 | 150,154 |
| Halliburton Company | 23,100 | 1,172,325 |
| Hawkins Inc | 1,600 | 59,504 |
| Healthcare Services Group | 8,125 | 230,506 |
| Henry Schein Inc | 2,600 | 297,076 |
| Hibbett Sports Inc | 3,500 | 235,235 |
| Hittite Microwave Corp | 4,200 | 259,266 |
| HollyFrontier Corp | 15,700 | 780,133 |
| Home Loan Servicing Solutions Ltd | 8,500 | 195,245 |
| Icon PLC | 7,400 | 299,034 |
| IDEXX Laboratories Inc | 2,700 | 287,199 |
| Imperial Oil Ltd | 36,483 | 1,615,210 |
| ING Groep NV CVA | 165,354 | 2,301,280 |
| Innophos Holdings Inc | 3,000 | 145,800 |
| J & J Snack Foods Corp | 1,600 | 141,744 |
| J2 Global Inc | 2,200 | 110,022 |
| Jack Henry & Associates Inc | 4,100 | 242,761 |
| Jacobs Engineering Group Inc | 3,800 | 239,362 |
| Kao Corp | 52,600 | 1,656,496 |
| Kinross Gold Corp | 33,565 | 140,435 |
| Lancaster Colony Corp | 1,700 | 149,855 |
| Laredo Petroleum Inc | 3,500 | 96,915 |
| Lin Media LLC | 2,900 | 83,259 |
| Lindsay Corp | 1,700 | 140,675 |
| Littelfuse Inc | 1,400 | 130,102 |
| Lloyds Banking Group PLC | 1,219,121 | 1,592,720 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 4 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|-------------------------------|---------------|--------------------------|
| Louisiana Pacific Corp | 29,000 | 536,790 |
| Mallinckrodt PLC | 17,448 | 911,832 |
| Manhattan Associates Inc | 2,600 | 305,448 |
| Marathon Oil Corp | 28,800 | 1,016,640 |
| Marathon Petroleum Corp | 8,200 | 752,186 |
| Media General Inc | 1,800 | 40,680 |
| Meridian Bioscience Inc | 5,800 | 153,874 |
| Michael Page International | 13,024 | 105,266 |
| Micros Systems Inc | 5,700 | 327,009 |
| Middleby Corp | 1,000 | 239,970 |
| Mistras Group Inc | 1,700 | 35,496 |
| Monotype Imaging Holdings Inc | 6,800 | 216,648 |
| MWI Veterinary Supply Inc | 2,200 | 375,298 |
| Nabors Industries Ltd | 5,500 | 93,445 |
| National Oilwell Varco Inc | 11,400 | 906,642 |
| Natural Gas Services Group | 3,700 | 102,009 |
| Netgear Inc | 4,000 | 131,760 |
| New Gold Inc | 51,100 | 267,764 |
| Newfield Exploration Company | 14,700 | 362,061 |
| Newmarket Corp | 400 | 133,660 |
| Newmont Mining Corp | 15,200 | 350,056 |
| Nexstar Broadcasting Group | 6,200 | 345,526 |
| Nifco Inc | 12,700 | 336,637 |
| Noble Corp PLC | 10,600 | 397,182 |
| Nordson Corp | 3,700 | 274,910 |
| North West Co Inc/The | 3,400 | 80,661 |
| Northwestern Corp | 1,300 | 56,316 |
| Novartis AG Reg | 26,735 | 2,140,363 |
| Oasis Petroleum Inc | 3,000 | 140,910 |
| Occidental Petroleum Corp | 8,900 | 846,390 |
| Oceaneering International Inc | 5,000 | 394,400 |
| Ocwen Financial Corp | 5,300 | 293,885 |
| Ophir Energy PLC | 60,040 | 325,968 |
| Orkla ASA | 108,402 | 845,510 |
| PacWest Bancorp | 4,900 | 206,878 |
| Painted Pony Petroleum Ltd | 4,100 | 26,994 |
| Panalpina Welttransport Reg | 9,356 | 1,572,746 |
| Papa John's International Inc | 3,600 | 163,440 |
| Parexel International Corp | 2,700 | 121,986 |
| Pargesa Holding SA BR | 9,026 | 729,712 |
| Pason Systems Inc | 8,800 | 190,696 |
| Phillips 66 | 10,500 | 809,865 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 5 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|--------------------------------|---------------|--------------------------|
| Piedmont Natural Gas Co | 1,100 | 36,476 |
| Pioneer Natural Resources Co | 5,900 | 1,086,013 |
| Polaris Industries Inc | 3,000 | 436,920 |
| Pool Corp | 5,800 | 337,212 |
| Power Integrations Inc | 3,400 | 189,788 |
| Primoris Services Corp | 4,800 | 149,424 |
| QinetiQ Group PLC | 155,691 | 559,563 |
| Randgold Resources Ltd | 6,300 | 395,703 |
| Raven Industries Inc | 5,500 | 226,270 |
| RBC Bearings Inc | 600 | 42,450 |
| Reed Elsevier NV | 11,398 | 241,870 |
| Reed Elsevier PLC | 172,990 | 2,575,765 |
| RLI Corp | 2,200 | 214,236 |
| Rogers Corp | 1,100 | 67,650 |
| Rollins Inc | 9,025 | 273,367 |
| Royal Bank Of Scotland Group | 345,077 | 1,932,354 |
| Safety Insurance Group Inc | 2,100 | 118,230 |
| Sally Beauty Holdings Inc | 7,250 | 219,168 |
| Samsung Electronics Co Ltd GDR | 1,937 | 1,264,861 |
| Sankyo Co Ltd | 9,100 | 419,913 |
| Sapient Corp | 11,700 | 203,112 |
| Savills PLC | 20,541 | 219,776 |
| Schlumberger Ltd | 13,500 | 1,216,485 |
| Scorpio Tankers Inc | 11,900 | 140,301 |
| Sea Drill Ltd | 6,900 | 283,452 |
| Sensient Technologies Corp | 6,800 | 329,936 |
| Shaw Cor Ltd | 3,000 | 120,000 |
| Silgan Holdings Inc | 2,700 | 129,654 |
| Sirona Dental Systems Inc | 3,100 | 217,620 |
| SM Energy Co | 10,900 | 905,899 |
| Sodexo SA | 5,747 | 583,161 |
| Sodexo Prime De Fidelite | 10,966 | 1,112,744 |
| Solera Holdings Inc | 5,600 | 396,256 |
| South Jersey Industries Inc | 1,900 | 106,324 |
| Stanley Electric Co Ltd | 60,600 | 1,388,372 |
| Steel Dynamics Inc | 13,700 | 267,698 |
| Stella Jones Inc | 5,100 | 131,826 |
| Stepan Co | 1,300 | 85,319 |
| Superior Energy Services Inc | 18,100 | 481,641 |
| TE Connectivity Ltd | 46,568 | 2,566,362 |
| Team Inc | 1,600 | 67,744 |
| Techne Corp | 900 | 85,203 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 9
Page 6 of 6

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10b - Investments- corporate stock

| Description | Shares | Fair Market Value |
|--------------------------------------------|---------------|--------------------------|
| Television Francaise (T.F.I) | 24,587 | 474,654 |
| Tennant Co | 1,900 | 128,839 |
| Tesco PLC | 425,131 | 2,354,234 |
| Tesoro Corp | 13,400 | 783,900 |
| Texas Roadhouse Inc | 5,700 | 158,460 |
| Thermon Group Holdings Inc | 3,300 | 90,189 |
| TNT Express NV | 56,951 | 529,553 |
| Toro Co | 3,500 | 222,600 |
| Total SA | 8,964 | 550,032 |
| Tractor Supply Company | 4,100 | 318,078 |
| Tyler Technologies Inc | 3,200 | 326,816 |
| UniFirst Corp | 1,300 | 139,100 |
| Unilever PLC Sponsored ADR | 32,173 | 1,325,528 |
| United States Steel Corp | 11,100 | 327,450 |
| United Stationers Inc | 3,200 | 146,848 |
| Valmont Industries | 1,500 | 223,680 |
| Vesuvius PLC | 119,342 | 1,008,066 |
| Viewpoint Financial Group Inc | 13,660 | 374,967 |
| Vivendi | 31,328 | 826,891 |
| Vodafone Group PLC | 324,805 | 1,274,960 |
| Wabtec Corp | 7,500 | 557,025 |
| Watsco Inc | 1,400 | 134,484 |
| West Pharmaceutical Services | 6,800 | 333,608 |
| Westamerica Bancorporation | 3,200 | 180,672 |
| Whiting Petroleum Corp | 4,001 | 247,542 |
| Wolverine World Wide Inc | 4,100 | 139,236 |
| Zebra Technologies Corp | 4,375 | 236,600 |
| Total for Common Stock: | | 113,469,683 |
| Preferred Stock: | | |
| DG Funding Trust | 103 | 729,279 |
| Receivable for Investments Sold, Net | | 2,636,162 |
| Grand Total for All Corporate Stock | | \$ 116,835,124 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 10
Page 1 of 2

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10c - Investments - corporate bonds

| Description | Interest Rate | Maturity Date | Par Value | Fair Market Value |
|---------------------------------------------------|---------------|---------------|-----------|-------------------|
| Corporate Bonds: | | | | |
| 21st Century Fox America | 8.15 | 10/17/2036 | 230,000 | \$ 293,855 |
| Alabama Power Co | 6.00 | 03/01/2039 | 361,000 | 421,233 |
| Ally Auto Receivables Trust | 0.52 | 05/20/2015 | 817,257 | 817,142 |
| American Airlines 2013 2 Equipment Trust | 4.95 | 07/15/2024 | 245,000 | 255,413 |
| American Express Co | 7.00 | 03/19/2018 | 168,000 | 200,733 |
| Anadarko Petroleum Corp | 0.00 | 10/10/2036 | 866,000 | 311,466 |
| BAE Systems Holdings Inc | 6.38 | 06/01/2019 | 180,000 | 208,318 |
| Banc Of America CMO | 5.18 | 09/10/2047 | 584,000 | 621,689 |
| Bank Of America Corp | 6.50 | 08/01/2016 | 145,000 | 163,718 |
| Blackstone Holdings Finance Co LLC | 6.63 | 08/15/2019 | 354,000 | 413,366 |
| Boston Properties LP | 4.13 | 05/15/2021 | 279,000 | 285,024 |
| Carlyle Holdings II Finance LLC | 5.63 | 03/30/2043 | 216,000 | 212,332 |
| CDP Financial | 5.60 | 11/25/2039 | 321,000 | 359,080 |
| Chevron Corp | 3.19 | 06/24/2023 | 279,000 | 267,826 |
| Cobalt CMBS Commercial Mortgage Trust | 5.96 | 05/15/2046 | 500,000 | 553,138 |
| Comcast Cable Communications | 8.88 | 05/01/2017 | 198,000 | 243,144 |
| Comcast Corp | 4.25 | 01/15/2033 | 195,000 | 181,139 |
| COMM 2007-C9 Mortgage Trust | 5.80 | 12/10/2049 | 260,000 | 293,184 |
| Continental Airlines 2012-1 EETC | 4.15 | 10/11/2025 | 283,839 | 285,258 |
| CSFB Commercial Mortgage Trust Series 2005-C3 | 4.65 | 07/15/2037 | 99,666 | 100,034 |
| CVS Pass Through Trust | 8.35 | 07/10/2031 | 375,815 | 471,118 |
| Delta Air Lines 2011-1 EETC | 5.30 | 10/15/2020 | 269,257 | 293,490 |
| Dominion Resources Inc | 5.25 | 08/01/2033 | 460,000 | 485,176 |
| Ericsson LM SR Unsecured | 4.13 | 05/15/2022 | 294,000 | 285,759 |
| Ford Credit Floorplan Master Owner Trust | 0.74 | 09/15/2016 | 544,000 | 544,678 |
| Ford Motor Company SR Unsecured | 7.45 | 07/16/2031 | 162,000 | 198,397 |
| GCCFC Commercial Mortgage Trust | 5.44 | 03/10/2039 | 743,000 | 816,144 |
| GCCFC Commercial Mortgage Trust | 5.22 | 04/10/2037 | 395,000 | 416,558 |
| GE Commercial Mortgage Corporation | 5.31 | 11/10/2045 | 385,000 | 409,174 |
| General Electric Capital Corporation SR Unsecured | 5.88 | 01/14/2038 | 320,000 | 364,515 |
| Goldcorp Inc SR Unsecured | 3.70 | 03/15/2023 | 360,000 | 321,970 |
| Goldman Sachs Group Inc SR Unsecured | 7.50 | 02/15/2019 | 165,000 | 200,965 |
| HCP Inc SR Unsecured | 2.63 | 02/01/2020 | 213,000 | 203,029 |
| Health Care Reit Inc SR Unsecured | 6.13 | 04/15/2020 | 224,000 | 252,110 |
| Host Hotels & Resorts SR Unsecured | 5.25 | 03/15/2022 | 198,000 | 206,407 |
| Howard Hughes Medical Institute SR Unsecured | 3.50 | 09/01/2023 | 287,000 | 282,224 |
| HSBC Holdings PLC SR Unsecured | 5.10 | 04/05/2021 | 295,000 | 327,878 |
| Hyundai Capital America SR Unsecured | 2.13 | 10/02/2017 | 273,000 | 271,133 |
| JP Morgan Chase Commercial Mortgage | 5.81 | 06/15/2049 | 378,000 | 420,456 |
| Kinder Morgan Energy Partners SR Unsecured | 3.95 | 09/01/2022 | 277,000 | 269,925 |
| KKR Group Finance Co | 6.38 | 09/29/2020 | 391,000 | 439,073 |
| Lehman Brothers Holding Capital Trust VII | 1.00 | 11/29/2049 | 480,000 | 48 |
| Merck Sharp & Dohme Corp | 5.76 | 05/03/2037 | 304,000 | 350,539 |
| MMAF Equipment Finance LLC | 0.94 | 08/10/2016 | 725,000 | 726,064 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 10
Page 2 of 2

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 10c - Investments - corporate bonds

| Description | Interest Rate | Maturity Date | Par Value | Fair Market Value |
|----------------------------------------------|----------------------|----------------------|------------------|--------------------------|
| Morgan Stanley Re-Remic Trust | 5.80 | 08/12/2045 | 349,000 | 381,224 |
| Newcrest Finance PTY Ltd | 5.75 | 11/15/2041 | 245,000 | 178,225 |
| Nissan Master Owner Trust Rece | 0.64 | 05/15/2017 | 605,000 | 606,759 |
| Northeast Utilities SR Unsecured | 4.50 | 11/15/2019 | 183,000 | 198,623 |
| Nstar Electric Co SR Unsecured | 5.63 | 11/15/2017 | 211,000 | 239,014 |
| Porsche Innovative Lease Owner | 1.35 | 10/22/2019 | 350,000 | 349,827 |
| Pride International Inc | 6.88 | 08/15/2020 | 170,000 | 203,555 |
| Prudential Holdings, LLC | 8.70 | 12/18/2023 | 406,786 | 516,150 |
| PSE&G Power LLC | 4.30 | 11/15/2023 | 315,000 | 313,586 |
| Scottrade Finance Service SR Unsecured | 6.13 | 07/11/2021 | 457,000 | 451,292 |
| Shell International Finance Co | 4.55 | 08/12/2043 | 208,000 | 202,871 |
| Simon Property Group LP SR Unsecured | 10.35 | 04/01/2019 | 90,000 | 121,785 |
| Simon Property Group LP SR Unsecured | 6.75 | 02/01/2040 | 177,000 | 222,006 |
| SouthWest Airlines 2007-1 Pass Through Trust | 6.15 | 02/01/2024 | 273,233 | 312,851 |
| Time Warner Inc | 6.25 | 03/29/2041 | 260,000 | 288,725 |
| Valero Energy Corp | 6.13 | 02/01/2020 | 284,000 | 324,390 |
| Verizon Communications SR Unsecured | 6.40 | 09/15/2033 | 400,000 | 460,048 |
| Wachovia Bank Commercial Mortgage | 5.48 | 12/15/2044 | 4,034 | 4,032 |
| Wachovia Bank Commercial Mortgage | 5.51 | 04/15/2047 | 295,000 | 321,974 |
| Wachovia Corporation | 7.57 | 08/01/2026 | 386,000 | 475,228 |
| Wal-Mart Stores Inc SR Unsecured | 4.88 | 07/08/2040 | 240,000 | 244,682 |
| World Omni Automobile Lease SE | 1.10 | 12/15/2016 | 323,000 | 324,740 |
| Xcel Energy Inc SR Unsecured | 4.70 | 05/15/2020 | 370,000 | 406,068 |

| | | | | |
|-----------------------------------|--|--|--|-------------------|
| Total for Corporate Bonds: | | | | 22,191,578 |
|-----------------------------------|--|--|--|-------------------|

Mutual Funds - Fixed Income:

The PIMCO Funds:

| | |
|-------------------------------------|------------|
| - Asset-Backed Securities Portfolio | 1,255,136 |
| - Emerging Markets Portfolio | 1,623,516 |
| - High Yield Portfolio | 1,078,092 |
| - International Portfolio | 4,386,442 |
| - Investment Grade Corp Portfolio | 8,993,546 |
| - U.S. Government Sector Portfolio | 12,529,850 |

GMO Trust

| | |
|---------------------------------|------------|
| - Benchmark-Free Allocation III | 36,215,900 |
|---------------------------------|------------|

DFA Investment Dimensions Group Inc:

| | |
|----------------------------------------|-----------|
| - DFA One -Year Fixed Income Portfolio | 5,659,880 |
|----------------------------------------|-----------|

BlackRock Funds II:

| | |
|------------------------------------------------|------------|
| - BlackRock Inflation Protected Bond Portfolio | 11,335,653 |
|------------------------------------------------|------------|

| | | | | |
|-----------------------------------------------|--|--|--|-------------------|
| Total for Mutual Funds - Fixed Income: | | | | 83,078,016 |
|-----------------------------------------------|--|--|--|-------------------|

U.S. Limited Liability Corporation:

| | |
|-------------------------------------|-----------|
| JP Morgan Structured Debt Fund, LLC | 1,564,324 |
|-------------------------------------|-----------|

Grand Total for All Bonds

| | | | | |
|--|--|--|--|-----------------------|
| | | | | \$ 106,833,917 |
|--|--|--|--|-----------------------|

THE WALLACE FOUNDATION
13-6183757
2013

Statement 11
Page 1 of 2

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 13 - Investments- other

| Description | Interest Rate | Maturity Date | Par Value | Shares | Fair Market Value |
|----------------------------------------------------------------------------------|------------------|------------------|-----------|--------|----------------------|
| Exchange Traded Commodities: | | | | | |
| SPDR Gold Shares | | | | 2,200 | 255,574 |
| U.S. Limited Partnerships, Corporations and Trusts: | | | | | |
| Amberbrook IV, LLC | | | | | 3,060,601 |
| Amberbrook V, LLC | | | | | 17,426,218 |
| Amberbrook VI, LLC | | | | | 12,416,759 |
| Baker Brothers Life Sciences, L.P. | | | | | 49,982,850 |
| Baupost Value Partners, L.P. IV | | | | | 44,007,301 |
| Commonfund Capital Natural Resources Partners V, L.P. | | | | | 5,059,119 |
| Commonfund Capital Natural Resources Partners VI, L.P. | | | | | 9,751,559 |
| Commonfund Capital Natural Resources Partners VII, L.P. | | | | | 6,957,265 |
| Denham Commodity Partners Fund V, L.P. | | | | | 3,052,712 |
| Denham Commodity Partners Fund VI, L.P. | | | | | 3,912,316 |
| EnerVest Energy Institutional Fund XIII-C, L.P. | | | | | 7,341,550 |
| Farallon Capital Institutional Partners, L.P. | | | | | 44,102,988 |
| Grandbanks Capital Venture Fund II, L.P. | | | | | 8,646,007 |
| Gryphon International EAFE Growth Fund | | | | | - |
| HarbourVest Partners VII-Buyout Holding Fund, L.P. | | | | | 3,996,461 |
| HarbourVest Partners VII-Venture Holding Fund, L.P. | | | | | 3,394,626 |
| JFL Equity Investors III, L.P. | | | | | 1,328,333 |
| JFL AIV Investors III - JA, L.P. | | | | | 1,445,970 |
| JFL AIV Investors III - B, L.P. | | | | | 703,736 |
| NGP Natural Resources X, L.P. | | | | | 7,743,737 |
| OFI Global: Emerging Markets Equity Fund, L.P. | | | | | 89,722,859 |
| Pantheon USA Fund V, L.P. | | | | | 5,383,456 |
| Pantheon USA Fund VI, L.P. | | | | | 11,824,555 |
| Providence Equity Partners VI (Umbrella U.S.) L.P. | | | | | 439,732 |
| Providence Equity Partners VI, L.P. | | | | | 11,548,265 |
| Realty Associates Fund VII Corporation | | | | | 8,395,552 |
| Security Capital Preferred Growth, LLC | | | | | 26,282,431 |
| Silchester International Investors Tobacco Free International Value Equity Trust | | | | | 73,748,503 |
| State Street Bank and Trust SSgA S&P 500 Index NL QP CTF | | | | | 95,646,754 |
| Strategic Partners Fund III, L.P. (f/k/a CSFB Strategic Partners III, LP) | | | | | 9,338,299 |
| Strategic Partners Fund IV, L.P. (f/k/a CS Strategic Partners IV, LP) | | | | | 12,948,805 |
| Strategic Partners Fund V, L.P. (f/k/a CS Strategic Partners V, LP) | | | | | 11,043,518 |
| Udata Partners IV, L.P. | | | | | 10,475,512 |
| The Varde Fund IX, L.P. | | | | | 20,483,250 |
| The Varde Fund XI (B) Feeder, L.P. | | | | | 15,334,938 |
| Walton Street Real Estate Fund V, L.P. | | | | | 8,159,346 |
| Walton Street Real Estate Fund VI, L.P. | | | | | 14,395,584 |
| Wellington Trust Company, NA CTF Energy Portfolio | | | | | 31,598,247 |
| Total for U.S. Limited Partnerships, Corporations and Trusts: | | | | | 691,099,714 |

THE WALLACE FOUNDATION
13-6183757
2013

Statement 11
Page 2 of 2

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part II, Line 13 - Investments- other

| Description | Interest Rate | Maturity Date | Par Value | Shares | Fair Market Value |
|--------------------------------------------------------------------------|------------------|------------------|-----------|--------|-------------------------|
| Non-U.S. Limited Partnerships, Corporations and Trusts : | | | | | |
| Autonomy Global Macro Fund, Ltd. | | | | | 29,189,759 |
| AXA Secondary Fund V, L.P. | | | | | 14,850,492 |
| Blenheim Commodity Fund, Ltd. | | | | | 26,054,794 |
| Blenheim Diversified Dynamic Alpha Fund, Ltd. | | | | | 21,481,548 |
| Coatue Offshore Fund, Ltd. | | | | | 34,021,977 |
| EnCap Energy Capital Fund IX-C, L.P. | | | | | 1,275,481 |
| HarbourVest Partners VIII Cayman Buyout Fund, L.P. | | | | | 6,393,482 |
| HarbourVest Partners VIII Cayman Venture Fund, L.P. | | | | | 14,409,853 |
| HSH Cayman Parters, L.P. | | | | | 6,678 |
| Insight Venture Partners (Cayman) VI, L.P. | | | | | 19,851,466 |
| Insight Venture Partners (Cayman) VII, L.P. | | | | | 10,707,789 |
| Insight Venture Partners (Cayman) VIII, L.P. | | | | | 4,108,985 |
| J.C. Flowers II, L.P. | | | | | 3,089,901 |
| J.C. Flowers III, L.P. | | | | | 65,350 |
| JCF HRE AIV II 2 Trust | | | | | - |
| JCF II Special AIV K L.P. | | | | | 274,739 |
| JCF III AIV I, L.P. | | | | | 2,140,585 |
| JCF III AIV II, LP | | | | | 10,008,372 |
| JCF III AIV SRV LP | | | | | 5,407 |
| Jupiter JCF AIV II Special L.P. | | | | | 2,787,786 |
| MKP Opportunity Offshore, Ltd | | | | | 26,097,500 |
| Paulson Credit Opportunities, Ltd | | | | | 42,785,369 |
| Providence Equity Partners Credit I, L.P. | | | | | 464,320 |
| Providence Equity Partners VI International L.P. | | | | | 5,474,798 |
| European Strategic Partners 2006 'B' | | | | | 16,368,985 |
| Trient Global Investment Funds, PLC | | | | | 25,441,362 |
| Viking Global Equities III, Ltd | | | | | 33,937,222 |
| Visium Balanced Offshore Fund, Ltd | | | | | 31,617,992 |
| York Credit Opportunities Unit Trust | | | | | 60,723,775 |
| Total for Non-U.S. Limited Partnerships, Corporations and Trusts: | | | | | 443,635,767 |
| ForeignMunicipality Obligations | | | | | |
| Province of Quebec | 6.35 | 01/30/2026 | 315,000 | | 379,780 |
| Grand Total for All Other Investments | | | | | \$ 1,135,370,836 |

The Wallace Foundation
13-6183757
2013

Statement 12

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part II, Line 14, Land, buildings, and equipment minus accumulated depreciation

| <u>Description of the Property</u> | (a) <u>Cost</u> | (b) <u>Accumulated Depreciation</u> | (a)-(b)=(c) <u>Book Value</u> |
|------------------------------------|----------------------------|--------------------------------------------|--------------------------------------|
| Leasehold Improvements | \$ 3,573,551 | 1,911,759 | 1,661,792 |
| Furniture | 451,348 | 227,381 | 223,967 |
| Computer | 100,825 | 47,120 | 53,705 |
| Office Equipment | 74,786 | 72,363 | 2,423 |
| Framed Prints and Photographs | <u>12,546</u> | <u>12,293</u> | <u>253</u> |
| Total | <u><u>\$ 4,213,056</u></u> | <u><u>\$ 2,270,916</u></u> | <u><u>\$ 1,942,140</u></u> |

The Wallace Foundation
13-6183757
2013

Statement 13

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part II, Line 15, Other Assets

| <u>Description</u> | Col. (a) Per Books <u>Beginning of Year</u> | Col.(b) Per Books <u>End of Year</u> | Col. (c) Fair Market Value <u>End of Year</u> |
|---------------------------|---------------------------------------------------|--------------------------------------------|-----------------------------------------------------|
| Accrued investment income | \$ 230,952 | 252,471 | 252,471 |
| Other receivables | <u>1,490,030</u> | <u>3,025,866</u> | <u>3,025,866</u> |
| Total Other Assets | <u>\$ 1,720,982</u> | <u>3,278,336</u> | <u>3,278,336</u> |

The Wallace Foundation
13-6183757
2013

Statement 14

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part II, Line 22, Other Liabilities

| <u>Description</u> | Col. (a) Per Books <u>Beginning of Year</u> | Col.(b) Per Books <u>End of Year</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------------|
| Deferred Federal excise tax | \$ 4,502,821 | \$ 5,812,154 |
| Landlord incentives | <u>1,798,208</u> | <u>1,659,943</u> |
| Total Other Liabilities | <u>\$ 6,301,029</u> | <u>\$ 7,472,097</u> |

The Wallace Foundation
13-6183757
2013

Statement 15

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part III, Line 3, Other increases not included in line 2 of Part III

| | | |
|---------------------------------------------------------------------------|----|--------------------------|
| Increase in unrealized appreciation in the fair value of investments held | \$ | 62,323,504 |
| Less: Net change in provision for deferred Federal excise tax | | (1,309,333) |
| | \$ | <u><u>61,014,171</u></u> |

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part IV, Line 1, Capital Gains and Losses for Tax on Investment Income

| | | Amount |
|-----------------------------------------------------------------------------|----------------------|----------------|
| Sales of Publicly Traded Securities | \$ 1,218,334,862 | |
| Cost of Publicly Traded Securities Sold | <u>1,149,246,311</u> | |
| Net Capital Gains and Losses | | \$ 69,088,551 |
| Capital Gain Dividends: | | |
| Pacific Investment Management Company Mutual Funds | | 868,377 |
| Benchmark-Free Allocation Fund III | | <u>369,369</u> |
| Subtotal | | 1,237,746 |
| Realized Gains (Losses) on Liquidated Partnerships: | | |
| Gryphon International EAFE Growth Fund | | 12,787,791 |
| Net Capital Gains (Losses) on Foreign Exchange Contracts: | | |
| Neuberger & Berman | | (46) |
| Van Eck Global | | (3,361) |
| Artisan Partners, L.P. | | 686,950 |
| SSGA Prime Money Market Fund | | <u>5,451</u> |
| Subtotal | | 688,994 |
| Realized Gains (Losses) on K-1's of Common Trusts and Limited Partnerships: | | |
| Amberbrook IV, LLC | | 467,311 |
| Amberbrook V, LLC | | 3,528,315 |
| Amberbrook VI, LLC | | 531,154 |
| Baker Brothers Life Sciences, LP | | 3,116,434 |
| Baupost Value Partners, L.P.-IV | | 2,126,239 |
| Commonfund Capital Natural Resources Partners V, L.P. | | 580,969 |
| Commonfund Capital Natural Resources Partners VI, L.P. | | 286,412 |
| Commonfund Capital Natural Resources Partners VII, L.P. | | 460,770 |
| CS Strategic Partners IV, L.P. | | 1,560,313 |
| CS Strategic Partners V, L.P. | | 958,100 |
| CSFB Strategic Partners III, L.P. | | 60,071 |
| Denham Commodity Partners Fund V LP | | (910,637) |
| Denham Commodity Partners Fund VI LP | | (212) |
| European Strategic Partners 2006 'B', lp | | (58,889) |
| Farallon Capital Institutional Partners, LP | | 127,308 |
| Grandbanks Capital Venture Fund II, L.P. | | 66,823 |
| Gryphon International EAFE Growth Fund | | 592,554 |
| Harbourvest Partners VII - Buyout Holding Fund, L.P. | | 452,783 |
| Harbourvest Partners VII - Venture Holding Fund LP | | 310,208 |
| Insight Venture Partners (Cayman) VI, LP | | 861,326 |
| Insight Venture Partners(Cayman) VII LP | | 67,991 |
| J.C. Flowers II L.P. | | 453 |
| J.P. Morgan Structured Debt Fund | | 39,362 |
| JCF HRE AIV 2 Trust | | (351) |
| JFL Equity Investors III, LP | | 847,517 |

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Part IV, Line 1, Capital Gains and Losses for Tax on Investment Income

| | Amount |
|-----------------------------------------------------------|-----------------------|
| Jupiter JCF AIV II Special L.P. | (75,659) |
| NGP Natural Resources X, L.P. | 38,641 |
| OFI Institutional Emerging Markets Equity Fund, LP | 1,069,882 |
| Providence Equity Partners VI (Umbrella US) LP | 16,536 |
| Providence Equity Partners VI, LP | 5,968 |
| Security Capital Preferred Growth LLC | 83,703 |
| State Street Bank and Trust Company | 3,098,155 |
| The Silchester International Investors Tobacco Free Trust | 3,416,844 |
| The Varde Fund IX(B) Feeder, LP | (74,225) |
| The Varde Fund IX, LP | 1,571,578 |
| Udata Partners IV, L.P. | 1,532,138 |
| Walton Street Real Estate Fund V, LP | 253,692 |
| Walton Street Real Estate Fund VI, LP | 28,969 |
| Wellington Trust - CTF Energy Portfolio | (19,776) |
| Total | 28,448,283 |
| Grand Total | \$ 112,251,365 |

THE WALLACE FOUNDATION
13-6183757
2013

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part VIII, Line 1, Information about Officers, Directors, Trustees, Foundation Managers
and their Compensation

| (a) | (b) | (c) | (d) | (e) |
|--------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------|--------------------------------------------------------------------------|-------------------------------------------|
| <u>Name and address</u> ¹ | <u>Title and Average hours per week devoted to position</u> | <u>Compensation</u> | <u>Contributions to employee benefit plans and deferred compensation</u> | <u>Expense acct. and other allowances</u> |
| Kenneth Austin elected June 2013 | Senior Counsel and Corporate Secretary Full Time - Approx. 50 hrs. per wk. | 157,692 | 19,795 | None |
| Lawrence T. Babbio, Jr. | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Candace Beinecke | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Sharon W. Clark | Director of Human Resources, Information Technology and Shared Services Full Time - Approx. 50 hrs. per wk. | 295,401 ² | 81,910 ³ | None |
| Linda Darling-Hammond | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Susan H. Dodge Resigned June 2013 | Corporate Secretary & Executive Associate Full Time - Approx. 50 hrs. per wk. | 116,963 | 45,376 | None |
| Mary E. Geras | Chief Financial Officer Assistant Treasurer Full Time - Approx. 50 hrs. per wk. | 227,646 | 64,271 | None |
| Augusta S. Kappner | Director Part Time - Approx. 1 hr. per wk. | None | None | None |

¹ Address for all Directors and Employees is: 5 Penn Plaza 7th floor, New York, NY 10001.

² Includes a payout of \$2,287 for 2013 deferred compensation under a Supplemental Executive Retirement Plan (SERP).

³ Includes \$4,232 of 2013 deferred compensation for SERP.

THE WALLACE FOUNDATION
13-6183757
2013

Statement 17
Page 2 of 2

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part VIII, Line 1, Information about Officers, Directors, Trustees, Foundation Managers and their Compensation

| (a) | (b) | (c) | (d) | (e) |
|--------------------------------------|-------------------------------------------------------------------------------|----------------------|-----------------------------------------------------------------------------------|-------------------------------------------------|
| <u>Name and address ¹</u> | Title and Average hours per week devoted to position | <u>Compensation</u> | Contributions to employee benefit plans and deferred <u>compensation</u> | Expense acct. and other <u>allowances</u> |
| Kevin W. Kennedy | Chairman and Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Susan J. Kropf | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| William I. Miller | Director & President Full Time - Approx. 50 hr. per wk. | 541,608 ² | 110,394 ³ | None |
| Ann S. Moore | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Rob D. Nagel | Chief Investment Officer and Treasurer Full Time - Approx. 50 hrs. per wk. | 450,597 ⁴ | 108,909 ⁵ | None |
| Joseph W. Polisi | Director Part Time - Approx. 1 hr. per wk. | None | None | None |
| Amor Towles Elected January 2013 | Director Part Time - Approx. 1 hr. per wk. | None | None | None |

¹ Address for all Directors and Employees is: 5 Penn Plaza 7th floor, New York, NY 10001.

² Includes a payout of \$16,223 for 2013 deferred compensation under a Supplemental Executive Retirement Plan (SERP).

³ Includes \$26,210 of 2013 deferred compensation for SERP.

⁴ Includes a payout of \$11,072 for 2013 deferred compensation under a Supplemental Executive Retirement Plan (SERP).

⁵ Includes \$25,861 of 2013 deferred compensation for SERP.

THE WALLACE FOUNDATION
13-6183757
2013

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part VIII, Line 2, Compensation of Five Highest Paid Employees

| (a) | (b) | (c) | (d) | (e) |
|--------------------------------------|---------------------------------------------------------------------|----------------------|------------------------------------------------------------------------------------------|---------------------------------------------------------|
| <u>Name and address</u> ¹ | <u>Title and average hours per week devoted to position</u> | <u>Compensation</u> | <u>Contributions to employee benefit plans and deferred compensation</u> | <u>Expense account and other allowances</u> |
| Edward Pauly | Director of Evaluation Full Time - Approx. 50 hrs. per wk. | 291,789 ² | 84,345 ³ | None |
| Nancy Devine | Director of Communities Full Time - Approx. 50 hrs. per wk. | 243,965 | 68,788 | None |
| Daniel Windham | Director of Arts Full Time - Approx. 50 hrs. per wk. | 232,015 | 66,147 | None |
| Lucas Held | Director of Communication Full Time - Approx. 50 hrs. per wk. | 217,260 | 63,976 | None |
| Jody Spiro | Director of Education Full Time - Approx. 50 hrs. per wk. | 223,852 | 63,976 | None |

¹ Address for all Employees is: 5 Penn Plaza 7th floor, New York, NY 10001.

² Includes a payout of \$2,082 for 2013 deferred compensation under a Supplemental Executive Retirement Plan (SERP).

³ Includes \$4,612 of 2013 deferred compensation for SERP.

The Wallace Foundation
13-6183757
2012

Statement 19

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part VIII-Line 3, Five Highest Paid Independent Contractors for Professional Services

| <u>Name and Address</u> | <u>Type of Service</u> | <u>Compensation</u> |
|------------------------------------------------------------------------------------------------------|-----------------------------------|---------------------|
| Mathematica Policy Research 600 Alexander Park PO Box 2393 Princeton, New Jersey 08543-2393 | Research and Consulting Services | \$ 1,565,727 |
| Crosby Marketing Communication Inc. 705 Melvin Avenue Suite 200 Annapolis, MD 21401 | Research and Consulting Services | 1,411,040 |
| Policy Studies Associates Inc. 1718 Connecticut Ave, Suite 400 Washington, DC 20009 | Evaluation | 700,000 |
| The Hatcher Group 4340 East West Highway Suite 912 Bethesda, MD 20814 | Communication Consulting Services | 518,352 |
| Next Level Strategic Marketing Group, LLC 48 Wheeler Avenue, 2nd Floor Pleasantville, NY 10570 | Research and Consulting Services | 490,273 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| | | | Line 3a | Line 3b |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| <u>SCHOOL LEADERSHIP</u> -- Our goal is to raise the quality of leadership by principals and other key school figures so they can improve teaching and learning in their schools. | | | | |
| <u>DEVELOP INNOVATIVE SITES</u> -- These grants support Wallace's principal pipeline initiative, which works with selected school districts to improve training and support of principals and evaluate the results for students. | | | | |
| Denver Public Schools Foundation 900 Grant Street Denver, CO 80203 | To enable the Denver school district to take part in the pipeline effort. | PC | 3,000,000 | |
| Education Development Center, Inc. 55 Chapel Street Newton, MA 02458 | To conduct a professional learning community for principal training programs and their alumni. | PC | 500,000 | |
| Education Development Center, Inc. 43 Foundry Avenue Waltham, MA 02453 | To provide technical assistance to the principal pipeline districts. | PC | 600,000 | |
| Georgia Leadership Institute for School Improvement, Inc. 1240 South Lumpkin Street Athens, GA 30602 | To conduct a professional learning community for principals. | PC | 450,000 | |
| Gwinnett County Board of Education 437 Old Peachtree Road NW Suwanee, GA 30024-2978 | To enable the Gwinnett County school district to take part in the pipeline effort. | NC | 2,500,000 | |
| Prince George's County Board of Education 14201 School Lane Upper Marlboro, MD 20772 | To enable the Prince George's County school district to take part in the pipeline effort. | NC | 2,300,000 | |
| The Charlotte-Mecklenburg Board of Education 1901 Herbert Spagh Lane Courier #871 Charlotte, NC 28208 | To enable the Charlotte-Mecklenburg school district to take part in the pipeline effort. | NC | 1,500,000 | |
| The Fund for Public Schools, Inc. 52 Chambers Street New York, NY 10007 | To enable the New York City school district to take part in the pipeline effort. | PC | 4,000,000 | |
| The School Board of Hillsborough County, Florida 901 East Kennedy Boulevard Tampa, FL 33602 | To enable the Hillsborough County school district to take part in the pipeline effort. | NC | 2,700,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| | | Line 3a | | Line 3b |
|----------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| <u>DEVELOP AND SHARE KNOWLEDGE</u> | | | | |
| American Association of Colleges for Teacher Education 1307 New York Avenue NW, Suite 300 Washington, DC 20005-4701 | To share knowledge about school leadership with colleges of education through speaking engagements and other means. | PC | 200,000 | |
| American Association of School Administrators, Inc. 1801 North Moore Street Arlington, VA 22209-1813 | To disseminate knowledge about school leadership through webinars, publications and the organization's national conference. | PC | 100,000 | |
| Council of Chief State School Officers One Massachusetts Avenue NW, Suite 700 Washington, DC 20001-1431 | To develop model standards for principal supervisors. | PC | 280,000 | |
| Council of Chief State School Officers One Massachusetts Avenue NW, Suite 700 Washington, DC 20001-1431 | To share knowledge about school leadership through speaking engagements and other means. | PC | 450,000 | |
| Council of Chief State School Officers One Massachusetts Avenue NW, Suite 700 Washington, DC 20001-1431 | To revise standards for education leadership training programs. | PC | 250,000 | |
| Council of Chief State School Officers One Massachusetts Avenue NW, Suite 700 Washington, DC 20001-1431 | To update 2008 "ISLLC" standards for school leadership and develop related resources. | PC | 500,000 | |
| Education Trust, Inc. 1250 H Street, N.W., Suite 700 Washington, DC 20005 | To disseminate ideas and information about school leadership. | PC | 165,000 | |
| National Staff Development Council 17330 Preston Road, Suite 106-D Dallas, TX 75252 | To disseminate ideas and information about school leadership through conferences and other means. | PC | 165,000 | |
| National Association of Secondary School Principals 1904 Association Drive Reston, VA 20191-1502 | To share ideas and information about school leadership with secondary school principals through speaking engagements and other means. | PC | 65,000 | |
| National Association of Secondary School Principals 1904 Association Drive Reston, VA 20191-1502 | To share ideas and information about school leadership with secondary school principals through speaking engagements and other means. | PC | | 200,000 |
| National Association of State Boards of Education 2121 Crystal Drive, Suite 350 Arlington, VA 22202 | To share Wallace knowledge via speaking engagements and dissemination. | PC | 150,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| National Conference of State Legislatures 7700 East First Place Denver, CO 80230 | To share ideas and information about school leadership through speaking engagements and other means. | NC | 400,000 | |
| The University Council for Educational Administration Inc. 405 Emmet St. South Charlottesville, VA 22904 | To compare and contrast education leader preparation program standards and determine how they might be strengthened. | PC | 80,000 | |
| The University Council for Educational Administration Inc. 405 Emmet St. South Charlottesville, VA 22904 | To support the dissemination of ideas and information about school leadership to principal training programs. | PC | 100,000 | |
| University of Washington 203C Miller Hall, Box 353600 Seattle, WA 98195 | To refine a tool to assess the performance of principal supervisors. | NC | 100,000 | |
| Vanderbilt University 202 Payne Hall, PMB 414 330 Appleton Pl. Nashville, TN 37203-5721 | To assess the current School Administration Manager (SAM) program model and determine the utility of a larger evaluation of SAM. | PC | 75,000 | 84,336 |
| <u>OTHER EDUCATION PROJECTS</u> | | | | |
| New Leaders, Inc. 30 West 26th Street, Second Floor New York, NY 10010 | To match a grant for a federal Investing in Innovation grant. | PC | 225,000 | |
| The NYC Leadership Academy, Inc. 45-18 Court Square, 2nd Floor Long Island City, NY 11101-4347 | To match funding for a federal Investing in Innovation grant. | PC | 250,000 | |
| <u>AFTERSCHOOL</u> -- Our goal is to improve the quality and availability of afterschool programs in cities so that children and teens, especially those with the greatest needs, attend often enough to benefit. | | | | |
| DEVELOP INNOVATION SITES | | | | |
| CITYWIDE AFTERSCHOOL SYSTEMS -- These grants support efforts in nine cities to develop and test coordinated, citywide approaches to increasing participation in high-quality afterschool learning opportunities for children and teens. | | | | |
| City of Fort Worth Parks and Community Services Department 4200 South Freeway, Suite 2200 Fort Worth, TX 76115-1499 | To fund the city's participation in the afterschool systems effort. | NC | 213,346 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| City of Grand Rapids Our Community's Children 300 Monroe NW, Suite 921 Grand Rapids, MI 49503 | To fund the city's participation in the afterschool systems effort. | NC | 190,492 | |
| City of Saint Paul Department of Parks and Recreation 400 City Hall Annex 25 West Fourth Street Saint Paul, MN 55102 | To fund the city's participation in the afterschool systems effort. | NC | 264,586 | |
| Family League of Baltimore City, Inc. 2305 North Charles Street, Suite 200 Baltimore, MD 21218 | To fund the city's participation in the afterschool systems effort. | PC | 210,000 | 19,625 |
| Fund for Philadelphia Inc. City Hall, Room 708 Philadelphia, PA 19107 | To fund the city's participation in the afterschool systems effort. | PC | 143,000 | 15,000 |
| Metro United Way, Inc. 334 East Broadway Louisville, KY 40202 | To fund the city's participation in the afterschool systems effort. | PC | 225,200 | 69,739 |
| National League of Cities Institute 1301 Pennsylvania Avenue, NW Washington, DC 20004 | To help coordinate the afterschool system building initiative. | SO 1 | 317,500 | |
| Stanford University Board of Trustees of the Leland Stanford Junior University Office of the President, Building 10 Stanford, CA 94305 | To provide technical assistance to the nine system-building efforts in the afterschool systems initiative. | PC | 105,000 | |
| The Community Foundation of Middle Tennessee, Inc. One Public Square Nashville, TN 37210 | To fund the city's participation in the afterschool systems effort. | PC | 310,110 | |
| The Forum for Youth Investment 7064 Eastern Avenue, NW Washington, DC 20012 | To provide technical assistance to the nine system-building efforts in the afterschool systems initiative. | PC | 25,000 | |
| Wellesley College Wellesley Centers for Women 106 Central Street Wellesley, MA 02481-8203 | To provide technical assistance to the nine system-building efforts in the afterschool systems initiative. | PC | 60,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| <u>STRENGTHENING FINANCIAL MANAGEMENT</u> --This effort seeks to strengthen the financial management of nonprofit organizations that provide high-quality afterschool programs to children and teens in Chicago -- and to share financial management expertise with afterschool nonprofits nationwide. | | | | |
| Donors Forum 208 S. La Salle St., Suite 1540 Chicago, IL 60604 | To help implement changes that aim, in part, to improve practices in state funding of afterschool and other nonprofit organizations. | PC | 315,000 | 580,000 |
| <u>DEVELOP AND SHARE KNOWLEDGE</u> | | | | |
| Afterschool Alliance 1616H Street, NW Washington, DC 20006 | To share information on policy changes and disseminate ideas and information about high-quality afterschool. | PC | 100,000 | |
| American Youth Policy Forum 1836 Jefferson Place, N.W. Washington, DC 20036 | To organize activities to follow up a national conference on afterschool. | PC | 100,000 | |
| Chapin Hall Center for Children 1313 East 60th Street Chicago, IL 60637 | To capture insights into how cities make sense of and use data to improve the quantity and quality of afterschool programming. | PC | 1,000,000 | 799,999 |
| Massachusetts Afterschool Partnership Inc. 128A Tremont Street, Ste 4F Boston, MA 02108 | To support this organization as it shares ideas and information about afterschool system-building and serves as a statewide voice for systems in Massachusetts. | PC | 75,000 | |
| National AfterSchool Association 8400 Westpark Drive, 2nd Floor McLean, VA 22102 | To help sponsor the organization's 25th anniversary conference and support its dissemination of ideas and information about afterschool. | PC | 100,000 | |
| National League of Cities Institute 1301 Pennsylvania Avenue, NW Washington, DC 20004 | To share ideas and information about afterschool systems through speaking engagements and other means. | SO 1 | 260,000 | |
| The After-School Corporation 1440 Broadway, 16th Floor New York, NY 10018 | To share ideas and information about afterschool with afterschool providers throughout the state of New York. | PC | 75,000 | |
| The After-School Corporation 1440 Broadway, 16th Floor New York, NY 10018 | To support Every Hour Counts (formerly the Collaborative for Building After-School Systems), a leading source of information and ideas about afterschool intermediaries. | PC | 150,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| United Way of Rhode Island Inc. 50 Valley Street Providence, RI 02909-2459 | To support this organization as it shares ideas and information about afterschool system-building and serves as a statewide voice for systems in Rhode Island. | PC | 75,000 | |
| Voices for Illinois Children, Inc. 208 South LaSalle Street, Suite 1490 Chicago, IL 60604-1103 | To support this organization as it shares ideas and information about afterschool system-building and serves as a statewide voice for systems in Illinois. | PC | 75,000 | |
| SUMMER AND EXPANDED LEARNING -- Our goal is to enable city children to boost their academic achievement by spending more time engaged in high-quality learning and enrichment activities over the summer and during the school year. | | | | |
| DEVELOP INNOVATION SITES | | | | |
| SUMMER LEARNING -- These grants are for Wallace's summer learning district demonstration project, which is helping selected school districts build strong summer learning programs on a wide scale and then evaluate the results for children. | | | | |
| Big Thought 2501 Oak Lawn Ave., Ste. 550, LB42 Dallas, TX 75219 | To support the Dallas Independent School District's 2013 summer learning program, known as the Thriving Minds Summer Camp. | PC | 1,915,301 | |
| Big Thought 2501 Oak Lawn Ave., Ste. 550, LB42 Dallas, TX 75219 | To support the Dallas Independent School District's 2014 summer learning program, known as the Thriving Minds Summer Camp. | PC | 1,000,000 | 555,000 |
| Boston After School & Beyond, Inc. 89 South Street, Suite 601 Boston, MA 02111 | To support Boston Public School's 2013 summer learning program. | PC | 1,500,000 | |
| Boston After School & Beyond, Inc. 89 South Street, Suite 601 Boston, MA 02111 | To support Boston Public School's 2014 summer learning program. | PC | 1,300,000 | |
| Cincinnati City School District 2651 Burnet Avenue Cincinnati, OH 45219 | To support the Cincinnati City School District's 2013 and 2014 summer learning program. | NC | 600,000 | |
| Dallas Independent School District 3700 Ross Avenue Dallas, TX 75217-2104 | To support the Dallas Independent School District's 2013 Thriving Minds Summer Camp. | NC | 1,189,000 | |
| Dallas Independent School District 3700 Ross Avenue Dallas, TX 75217-2104 | To support the Dallas Independent School District's 2014 Thriving Minds Summer Camp. | NC | | 1,200,000 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Pittsburgh Public Schools 341 South Bellefield Avenue Pittsburgh, PA 15213 | To support the Pittsburgh Public Schools' 2013 summer learning program. | NC | 1,400,000 | |
| Pittsburgh Public Schools 341 South Bellefield Avenue Pittsburgh, PA 15213 | To support the Pittsburgh Public Schools' 2014 Summer Learning Program. | NC | | 1,289,100 |
| RAND Corporation 4570 Fifth Avenue, Suite 600 Pittsburgh, PA 15213 | To provide technical assistance to the school districts participating in the summer learning district demonstration. | PC | 82,041 | |
| Rochester Area Community Foundation 500 East Avenue Rochester, NY 14607-1912 | To support the Rochester City School District's 2013 Summer Learning Program. | PC | 215,128 | |
| Rochester Area Community Foundation 500 East Avenue Rochester, NY 14607-1912 | To support the Rochester City School District's 2014 summer learning program. | PC | | 99,687 |
| Rochester City School District 131 West Broad Street Rochester, NY 14614 | To support the Rochester City School District's 2013 Summer Learning Program. | NC | 1,614,694 | |
| Rochester City School District 131 West Broad Street Rochester, NY 14614 | To support the Rochester City School District's 2014 summer learning program. | NC | | 1,107,801 |
| The Community Foundation for Northeast Florida, Inc. 245 Riverside Avenue, Suite 310 Jacksonville, FL 32202 | To support selected enrichment providers offering services to Duval County Public School's 2013 summer learning program, known as the Superintendent's Academy. | PC | 250,000 | |
| The Community Foundation for Northeast Florida, Inc. 245 Riverside Avenue, Suite 310 Jacksonville, FL 32202 | To support selected enrichment providers offering services to Duval County Public School's 2014 summer learning program, known as the Superintendent's Academy. | PC | | 268,000 |
| The School Board of Duval County, Florida 1701 Prudential Drive Jacksonville, FL 32207 | To support the Duval County Public Schools' 2013 summer learning program, known as the Superintendent's Academy. | NC | 1,450,000 | |
| The School Board of Duval County, Florida 1701 Prudential Drive Jacksonville, FL 32207 | To support the Duval County Public Schools' 2014 summer learning program, known as the Superintendent's Academy. | NC | | 1,316,000 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| | | FOUNDATION | Line 3a | Line 3b |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|-----------------|
| NAME AND ADDRESS | PURPOSE | STATUS OF RECIPIENT | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| <u>SUPPORT LEADING EXPANDED LEARNING ORGANIZATIONS</u> -- These grants support leading nonprofits with promising work under way to expand learning opportunities for children and teens. | | | | |
| Higher Achievement Program 1701 K Street, NW Suite 625 Washington, DC 20002 | To provide general operating support to this organization. | PC | 500,000 | |
| Horizons National Student Enrichment Program Inc. One Park Street Norwalk, CT 06851 | To support the implementation of business plan for the organization's growth. | PC | 500,000 | |
| National Center on Time & Learning, Inc. 24 School Street, 3rd Floor Boston, MA 02108 | National Center on Time & Learning, Inc. (Boston, Mass.) -- To provide technical assistance to New York school districts that received New York State grants to advance their work in expanded learning. | PC | 80,000 | |
| National Council of Young Mens Christian Assns of the USA 101 North Wacker Drive Chicago, IL 60606 | To develop a pilot summer learning program partnership with the BELL organization. | PC | 500,000 | |
| Say Yes To Education, Inc. 320 Park Avenue, 21st Floor New York, NY 10022 | To support a Say Yes citywide effort to boost education and other opportunities for young people in Buffalo, N.Y. | PC | 2,000,000 | 2,500,000 |
| Say Yes To Education, Inc. 320 Park Avenue, 21st Floor New York, NY 10022 | To support a Say Yes citywide effort to boost education and other opportunities for young people in Syracuse, N.Y. | PC | 500,000 | |
| The B.E.L.L. Foundation, Inc. 60 Clayton Street Dorchester, MA 02122 | To provide general operating support to this organization. | PC | 650,000 | |
| <u>DEVELOP AND SHARE KNOWLEDGE</u> | | | | |
| Afterschool Alliance 1616H Street, NW Washington, DC 20006 | To help fund the America After 3 survey, which includes a section on summer learning. | PC | 125,000 | |
| Communities in Schools 2345 Crystal Drive, Suite 801 Arlington, VA 22202 | To expand a one-year randomized control trial study of the Communities In Schools model into a two-year study, which would likely yield richer results. | PC | 208,150 | |
| Horizons National Student Enrichment Program Inc. One Park Street Norwalk, CT 06851 | To conduct a study to determine the feasibility of conducting randomized controlled trial research and analysis of the Horizons program. | PC | 75,000 | 50,000 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| MDRC 16 East 34th Street New York, NY 10016-4326 | To expand a one-year randomized control trial study of the Communities In Schools model into a two-year study, which would likely yield richer results. | PC | 195,000 | 300,000 |
| National Center on Time & Learning, Inc. 24 School Street, 3rd Floor Boston, MA 02108 | To support ongoing communications activity. | PC | 100,000 | |
| National Summer Learning Association Inc. 575 South Charles Street, Suite 310 Baltimore, MD 21201 | To increase awareness of summer learning loss and its solutions, and to strengthen the organizational structure of this group. | PC | 250,000 | |
| National Summer Learning Association Inc. 575 South Charles Street, Suite 310 Baltimore, MD 21201 | To fund a consultant to help the Association develop a strategic plan. | PC | 250,000 | |
| RAND Corporation 4570 Fifth Avenue, Suite 600 Pittsburgh, PA 15213 | To conduct research about and an evaluation of the summer learning district demonstration project. | PC | 1,400,000 | 600,000 |
| The Forum for Youth Investment 7064 Eastern Avenue, NW Washington, DC 20012 | To develop a tool to assess summer learning programs; the tool would be adapted from one used to assess other youth programs. | PC | | 100,000 |
| University of Chicago 1313 East 60th Street Chicago, IL 60637 | To develop a framework of the non-cognitive and socio-emotional factors that contribute to young people's readiness for college and careers. | PC | 500,000 | 148,634 |
| ARTS EDUCATION -- Our goal is to engage more young people in high-quality arts learning during the school year and beyond. | | | | |
| DEVELOP INNOVATION SITES -- These grants help efforts in selected cities and organizations to plan or develop approaches to raising the quality and availability of arts education. | | | | |
| Big Thought 2501 Oak Lawn Ave., Ste. 550, LB42 Dallas, TX 75219 | To promote the efforts of the Thriving Minds project to improve and expand arts instruction in out of public school in Dallas. | PC | 100,000 | |
| Boys & Girls Clubs of America 1275 Peachtree Street NE Atlanta, GA 30309-3506 | To support the development of a plan to expand high-quality arts programming in the Boys & Girls Clubs network. | PC | 25,000 | |
| Boys & Girls Clubs of America 1275 Peachtree Street NE Atlanta, GA 30309-3506 | To carry out a plan to expand high-quality arts instruction for tweens. | PC | 1,130,000 | 4,220,000 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Boys & Girls Clubs of America 1275 Peachtree Street NE Atlanta, GA 30309-3506 | To support the development of a strategic plan to expand arts programming in the Boys & Girls Clubs national network. | PC | 49,500 | |
| Edvestors Incorporated 140 Clarendon Street, Ste. 305 Boston, MA 02116 | To support a four-year plan to increase access to and equitable distribution of high-quality arts instruction in the Boston Public Schools. | PC | 990,000 | |
| National Council of Young Mens Christian Assns of the USA 101 North Wacker Drive Chicago, IL 60606 | To support the development of a plan to expand arts programming in the Y's national network. | PC | 30,000 | |
| <u>DEVELOP AND SHARE KNOWLEDGE</u> | | | | |
| Grantmakers in the Arts 4055 21st St. Avenue West, Suite 100 Seattle, WA 98199-1247 | To support a activities including a study of federal arts education policy. | PC | 30,000 | |
| National Guild for Community Arts Education Inc. 520 8th Ave., 3rd Floor New York, NY 10018 | To promote and disseminate Something to Say, a report on high-quality afterschool arts programming for young people, at the Guild's national conference. | PC | 51,500 | |
| Research for Action, Inc. 3701 Chestnut St. 6W Philadelphia, PA 19104 | To conduct a study examining the Boys & Girls Clubs of America's arts learning programs. | PC | 510,000 | 990,000 |
| <u>AUDIENCE DEVELOPMENT FOR THE ARTS</u> -- Our goal is to get more people more deeply involved in the arts so they may reap the rewards of engaging with art. | | | | |
| <u>DEVELOP AND SHARE KNOWLEDGE</u> | | | | |
| Alliance of Resident Theatres New York Inc. 520 Eighth Avenue, Suite 319 New York, NY 10018 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Alternate Roots Inc. 1083 Austin Avenue NE, Room 7 Atlanta, GA 30307 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Fractured Atlas Productions Inc. 6120 Fillmore Place, Unit 7 West New York, NJ 07093 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| American Symphony Orchestra League 33 West 60th Street New York, NY 10023 | For participation in a focus group to help Wallace develop arts strategy. | PC | 1,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|---------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Arts Midwest 2908 Hennepin Avenue, Suite 200 Minneapolis, MN 55408-1954 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Association of Performing Arts Presenters, Inc. 1211 Connecticut Avenue NW Suite 200 Washington, DC 20036 | For participation in a focus group for the new arts strategy. | PC | 1,000 | |
| Berkeley Repertory Theatre 999 Harrison Street Berkeley, CA 94710 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Chamber Music America 99 Madison Avenue, 5th Floor New York, NY 10016 | For participation in a focus group to help Wallace develop arts strategy. | PC | 1,000 | |
| University of Maryland Clarice Smith Performing Arts Center Suite 3800 College Park, MD 20742-1625 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Classical Revolution/PDX 833 SE Main Street, Suite 328, Box 406 Portland, OR 97214 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| The Clay Studio 139 North Second Street Philadelphia, PA 19106 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Dad's Garage Inc. 280 Elizabeth Street, Suite C-101 Atlanta, GA 30307 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Dance USA 111 16th Street NW, Suite 300 Washington, DC 20036 | For participation in a focus group to help Wallace develop arts strategy. | PC | 1,000 | |
| Dance Service New York City Inc. 218 East 18th Street, 4th Floor New York, NY 10003 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-----------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Flynn Center for Performing Arts Ltd 153 Main Street Burlington, VT 05401 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Geva Theatre Center Inc. 75 Woodbury Blvd. Rochester, NY 14607 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Gotham Chamber Opera Inc. 410 W. 42nd Street New York, NY 10036 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Greater Baltimore Cultural Alliance 1800 N. Charles Street, Suite 810 Baltimore, MD 21201 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| KidZNotes 120 Morris Street Durham, NC 27701 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Performing Arts Center of Los Angeles County 135 N. Grant Avenue Los Angeles, CA 90012 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Milwaukee Repertory Theater Inc. 108 East Wells Street Milwaukee, WI 53202 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Montpelier Chamber Orchestra Society Inc. Orchestra Engagement Lab P.O. Box 272 Montpelier, VT 05601 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Museum of the New South Inc. 200 E. Seventh Street Charlotte, NC 28202 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| New York Live Arts Inc. 219 W. 19th Street New York, NY 10011 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Opera America, Inc. 330 Seventh Avenue New York, NY 10001 | For participation in a focus group to help Wallace develop arts strategy. | PC | | 1,000 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Samuel S. Fleisher Art Memorial Inc. 719 Catharine Street Philadelphia, PA 19147-2811 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| SECCA Foundation 750 Marguerite Drive Winston-Salem, NC 27106 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Streb Inc. 51 N. 1st Street Brooklyn, NY 11249 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Music Forward 1275 Prospect Avenue Brooklyn, NY 11218 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 500 | |
| Theatre Communications Group, Inc. 520 Eighth Avenue, 24th Floor New York, NY 10018 | For participation in a focus group to help Wallace develop arts strategy. | PC | 1,000 | |
| Washington State Arts Commission P.O. Box 42675 Olympia, WA 98504-2675 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | NC | 500 | |
| Woolly Mammoth Theatre Co 1401 Church Street, NW Washington, DC 20005 | For participation in meetings to help Wallace better understand the environment in which arts organizations operate today. | PC | 1,000 | |
| <u>COMMUNICATIONS</u> | | | | |
| Theatre Communications Group, Inc. 520 Eighth Avenue, 24th Floor New York, NY 10018 | To help sponsor the Theatre Communications Group's 2013 national conference. | PC | 5,000 | |
| Americans for the Arts, Inc. 1000 Vermont Ave., NW, 6th Floor Washington, DC 20005 | To help sponsor the Americans for the Arts' 2013 National Arts Marketing Project Conference. | PC | 15,000 | |
| Editorial Projects in Education, Inc. 6395 Arlington Road Bethesda, MD 20814 | To support print and web coverage of school leadership, arts learning, summer- and expanded learning, and afterschool. | PC | 1,200,000 | |
| Education Writers Association 2122 P Street NW, Suite 201 Washington, DC 20037 | To help inform education reporters about research on education leadership, afterschool and arts learning. | PC | 150,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Independent Sector 1602 L Street, N.W., Suite 900 Washington, DC 20036 | To help support the organization's 2013 annual conference. | PC | 25,000 | |
| Kennesaw State University Research and Service Foundation 1000 Chastain Road, #00310 Kennesaw, GA 30144 | To support Youth Today, which covers issues facing disadvantaged youth. | SO I | | 100,000 |
| Learning Matters Inc. 127 W 26th St. #1200 New York, NY 10001 | To support television and web coverage of education and related issues. | PC | 700,000 | |
| National Public Radio, Inc. 1111 North Capitol St. NE Washington, DC 20002 | To support television and web coverage of education and arts issues. | PC | 1,500,000 | |
| <u>FOUNDATIONWIDE - SERVICES TO THE FIELD</u> | | | | |
| Center for Effective Philanthropy Inc. 675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139 | To support this nonprofit organization, which helps philanthropies improve how they work. | PC | 100,000 | |
| Communication Network 1717 North Naper Blvd., Suite 102 Naperville, IL 60563 | To support this nonprofit membership organization, whose mission is to provide resources, guidance and leadership to advance communications in philanthropy. | PC | 15,000 | |
| Council of Chief State School Officers One Massachusetts Avenue NW, Suite 700 Washington, DC 20001-1431 | To support the work of the Arts Education Partnership. | PC | 25,000 | |
| Council on Foundations, Inc. 2121 Crystal Drive, Suite 700 Arlington, VA 22202 | To support this national, nonprofit membership organization for grantmakers. | PC | 44,500 | |
| FJC 520 Eight Ave., 20th Floor New York, NY 10018 | To support the 2013 program activities of the New York City Youth Funders. | PC | 3,000 | |
| Foundation Center 79 Fifth Avenue New York, NY 10003 | To support this national clearinghouse of information on private grantmaking. | PC | 75,000 | |
| Grantmakers for Education 720 SW Washington St., Suite 605 Portland, OR 97205 | To support this membership organization for private and public philanthropies that support improved education from early childhood to the higher education years. | PC | 24,500 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Grantmakers for Effective Organizations 1725 DeSales St., NW, Suite 404 Washington, DC 20036 | To support this national membership organization, which promotes learning among funders committed to building effective nonprofits. | PC | 250 | |
| Grantmakers in the Arts 4055 21st St. Avenue West, Suite 100 Seattle, WA 98199-1247 | To support this nonprofit membership organization, whose mission is to provide leadership and service to advance the use of philanthropy for arts and culture. | PC | 21,500 | |
| Grants Managers Network Inc. 1666 K St., NW Suite 440 Washington, DC 20006 | To support this national organization, which seeks to improve grantmaking by advancing the knowledge, skills and abilities of grants managers. | PC | 3,000 | |
| Independent Sector 1602 L Street, N.W., Suite 900 Washington, DC 20036 | To support this nonprofit organization, whose mission is to advance the common good by leading, strengthening, and mobilizing the nonprofit and philanthropic community. | PC | 10,000 | |
| Innovation Network, Inc. 1625 K Street, NW, Suite 1050 Washington, DC 20006 | To support the Evaluation Roundtable. | PC | 50,000 | |
| National Public Education Support Fund 3205 R St., NW Washington, DC 20007 | To support the Education Funder Strategy Group. | SO 1 | 25,000 | |
| Nonprofit Coordinating Committee of New York, Inc. 1350 Broadway, Suite 1801 New York, NY 10018-7802 | To support this nonprofit, which serves some 1,700 nonprofits in New York City, Long Island and Westchester. | PC | 3,000 | |
| Philanthropy New York, Inc. 79 Fifth Ave., 4th Floor New York, NY 10003-3076 | To support the principal professional community of philanthropic foundations in the New York City region. | PC | 24,250 | |
| Sponsors for Educational Opportunity, Inc. 55 Exchange Pl. New York, NY 10005 | To support a program providing college undergraduates from underserved communities with training, coaching and internships in philanthropy. | PC | 15,000 | |
| <u>OTHER GRANTS</u> | | | | |
| Boys & Girls Clubs of America 1275 Peachtree Street NE Atlanta, GA 30309-3506 | To support this organization in the memory George V. Grune, former chairman of Wallace's board of directors. | PC | 750,000 | |
| Jacksonville Symphony Association 300 West Water Street, Suite 200 Jacksonville, FL 32202 | To support this organization in the memory George V. Grune, former chairman of Wallace's board of directors. | PC | 250,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| New York University Steinhardt School of Culture, Education and Human Development 285 Mercer Street, 3rd Floor New York, NY 10003-6680 | To support the Research Alliance for New York City Schools. | PC | 100,000 | 200,000 |
| Rockefeller Philanthropy Advisors, Inc. 6 West 48th Street, 10th Floor New York, NY 10036 | To support a multi-year initiative to enhance the capacity of foundations to align their resources for impact. | PC | 20,000 | |
| <u>MATCHING GIFTS</u> | | | | |
| 826 NYC 372 5th Ave Brooklyn, NY 11215 | Employee Matching Gift-General support | PC | | 100 |
| Alzheimer's Association 2075 Silas Deane Highway, Suite 100 Rocky Hill, CT 06067 | Employee Matching Gift-General support | PC | 36 | 50 |
| American Cancer Society 20 Mercer Street Hackensack, NJ 07601 | Employee Matching Gift-General support | PC | 400 | |
| American Diabetes Association Matching Gifts Department 1701 N Beauregard Street Alexandria, VA 22311 | Employee Matching Gift-General support | PC | 50 | 50 |
| American Documentary, Inc. PO Box 25462 Brooklyn, NY 11202-5462 | Employee Matching Gift-General support | PC | | 40 |
| American Red Cross PO Box 4002018 Des Moines, IA 50340-2018 | Employee Matching Gift-General support | PC | 100 | |
| Architecture for Humanity, Inc. 695 Minna Street San Francisco, CA 94103 | Employee Matching Gift-General support | PC | 100 | 50 |
| AS220 95 Matheason St. Providence, RI 02903 | Employee Matching Gift-General support | PC | 400 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Asian American Coalition for Children and Families 50 Broad St., 18th Floor New York, NY 10004 | Employee Matching Gift-General support | PC | 2,000 | |
| Avon Products Foundation, Inc. 1 Avon Plaza Rye, NY 10580 | Employee Matching Gift-General support | PC | 50 | |
| Baltimore Community Foundation 2 East Read St. Baltimore, MD 21202 | Employee Matching Gift-General support | PC | | 200 |
| Baruch College Fund PO Box 805 New York, NY 10160-0302 | Employee Matching Gift-General support | SO III FI | 200 | 200 |
| Brooklyn Academy of Music, Inc. Peter Jay Sharp Building 30 Lafayette Ave. Brooklyn, NY 11217 | Employee Matching Gift-General support | PC | 100 | |
| Brooklyn Legal Services Corporation A Attn. Development 260 Broadway, Ste 2 Brooklyn, NY 11211 | Employee Matching Gift-General support | PC | 1,200 | |
| Brooklyn's Zen Center, Awake Youth Project 505 Carroll St. Suite 2A Brooklyn, NY 11215 | Employee Matching Gift-General support | PC | | 100 |
| Child Fund International 2821 Emerywood Parkway Richmond, VA 23294-3726 | Employee Matching Gift-General support | PC | 1,000 | |
| Children International 2000 East Red Bridge Road PO Box 219055 | Employee Matching Gift-General support | PC | 450 | |
| Citizens Union Foundation, Inc. of the City of NY 299 Broadway Suite 700 New York, NY 10007 | Employee Matching Gift-General support | PC | 1,000 | |
| Colby College 4322 Mayflower Hill Waterville, ME 04901-8843 | Employee Matching Gift-General support | PC | 300 | 200 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Columbia Greenhouse Nursery School 404 W 116 St. New York, NY 10027 | Employee Matching Gift-General support | PC | 150 | 150 |
| Columbia Journalism School PO Box 1383 New York, NY 10277-1836 | Employee Matching Gift-General support | PC | 150 | |
| Columbia University 704 Pulitzer Hall 2950 Broadway New York, NY 10027-9991 | Employee Matching Gift-General support | PC | | 150 |
| Compassion International 12290 Voyager Parkway Colorado Springs, CO 80997 | Employee Matching Gift-General support | PC | | 1,110 |
| DeerField Academy PO Box 306 Deerfield, MA 01342-9901 | Employee Matching Gift-General support | PC | 190 | 150 |
| Denver Dumb Friends League 2080 S. Quebec St. Denver, CO 80231 | Employee Matching Gift-General support | PC | 410 | |
| DownEast Lakes Land Trust 3 Water Street, PMB 75 Grand Lake Stream, ME 04668-4000 | Employee Matching Gift-General support | PC | 100 | 100 |
| Easter Seals, NY 40 W. 37th St. New York, NY 10018 | Employee Matching Gift-General support | PC | 200 | |
| Entertainment Industry Foundation 1201 W. 5th Street, T-700 Los Angeles, CA 90017 | Employee Matching Gift-General support | PC | 100 | |
| Food Bank of New York City 39 Broadway, 10th Floor New York, NY 10006 | Employee Matching Gift-General support | PC | 130 | 200 |
| Fordham University-WFUV-Public Radio Keating Hall Suite B-12 Bronx, NY 10458 | Employee Matching Gift-General support | PC | 206 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|---------------------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Fractured Atlas Productions, Inc. 248 W. 35th Street New York, NY 10001 | Employee Matching Gift-General support | PC | 200 | |
| Friends of Karen 118 Titicus Rd North Salem, MA 10560 | Employee Matching Gift-General support | PC | 200 | |
| Gay Men's Health Crisis, Inc. (GMHC) PO Box 7607 New York, NY 100113-7607 | Employee Matching Gift-General support | PC | 150 | |
| Good Tidings Foundation Pier 9, Suite 117 San Francisco, CA 94111 | Employee Matching Gift-General support | PC | 50 | |
| Grand Canyon Trust PO Box 1236 Flagstaff, AZ 86002-9928 | Employee Matching Gift-General support | PC | 200 | |
| Habitat for Humanity PO Box 6439 Americus, GA 31709 | Employee Matching Gift-General support | PC | 1,000 | |
| Hamilton College 198 College Hill Road Clinton, NY 13323 | Employee Matching Gift-General support | PC | 100 | |
| Harvard University 1350 Massachusetts Avenue Cambridge, MA 02138 | Employee Matching Gift-General support | PC | 200 | |
| Human Needs for Pantry 9 Label Street Montclair, NJ 07042 | Employee Matching Gift-General support | PC | 300 | |
| Hypertrophic Cardiomyopathy Association 322 Greenpond Rd. PO Box 306 Hibernia, NJ 07842 | Employee Matching Gift-General support | PC | 60 | 200 |
| Indiana University, School of Public & Environmental Affairs PO Box 500 Bloomington, IN 47402-0500 | Employee Matching Gift-General support | PC | | 2,000 |
| Kansas City Chapter of Young Audiences Inc. 5601 Wyandotte Street Kansas City, MO 64113 | Employee Matching Gift-General support | PC | 1,000 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Life Outreach International PO Box 982000 Fort Worth, TX 76182-8000 | Employee Matching Gift-General support | PC | 288 | |
| Long Island University 700 Northern Blvd Brookville, NY 11548 | Employee Matching Gift-General support | PC | 500 | |
| MADRE 121 W. 27th St., #301 New York, NY 10001 | Employee Matching Gift-General support | PC | 900 | |
| March of Dimes 1275 Mamaroneck Avenue White Plains, NY 10605 | Employee Matching Gift-General support | PC | 100 | 50 |
| Mercy Corps PO Box 2669 Portland, OR 97208 | Employee Matching Gift-General support | PC | 100 | |
| Met Council 80 Maiden Lane New York, NY 10038 | Employee Matching Gift-General support | PC | 250 | |
| Montclair Free Public Library Foundation Inc. 50 South Fullerton Ave Montclair, NJ 07042 | Employee Matching Gift-General support | PC | 300 | |
| Multiple Sclerosis Foundation, Inc. 6350 N. Andrew Ave Fort Lauderdale, FL 33309-2130 | Employee Matching Gift-General support | PC | 100 | |
| National MS Society-Colorado-Wyoming Chapter 900 S. Broadway 2nd Floor Denver, CO 80209 | Employee Matching Gift-General support | PC | 50 | |
| New York Choral Society 119 W. 57 St., Suite 1215 New York, NY 10019 | Employee Matching Gift-General support | PC | 400 | |
| New York Public Radio PO Box 1550 New York, NY 10116-1550 | Employee Matching Gift-General support | PC | 320 | 200 |
| Nonprofit Quarterly 112 Water Street, Ste. 400 Boston, MA 02109 | Employee Matching Gift-General support | PC | | 70 |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|-------------------------------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Pace University 156 William Street, 5th Floor New York, NY 10038 | Employee Matching Gift-General support | PC | 700 | |
| Packer Annual Giving Packer Collegiate Institute 170 Joralemon St. Brooklyn, NY 11201-9865 | Employee Matching Gift-General support | PC | 240 | 200 |
| Pine Point School 89 Barnes Road Stonington, CT 06378 | Employee Matching Gift-General support | PC | 400 | |
| Planned Parenthood 434 W. 33 St. New York, NY 10001 | Employee Matching Gift-General support | PC | 100 | |
| Police Athletic League FDR STA. PO Box 1004 New York, NY 10126-0014 | Employee Matching Gift-General support | PC | 150 | |
| Portland Ovations 50 Monument Square, 2nd Floor Portland, ME 04104 | Employee Matching Gift-General support | PC | | 800 |
| ProPublica, Inc. 55 Broadway, 23rd Floor New York, NY 11215 | Employee Matching Gift-General support | PC | 100 | 70 |
| Robin Hood Foundation 826 Broadway 9th Floor New York, NY 10003 | Employee Matching Gift-General support | PC | 500 | |
| Running Strong for American Indian Youth 2550 Huntington Ave, Suite 205 Alexandria, VA 22303 | Employee Matching Gift-General support | PC | 600 | |
| Smith College- The Smith Fund PO Box 340029 Boston, MA 02241-0429 | Employee Matching Gift-General support | PC | 170 | 200 |
| Southern Poverty Law Center 400 Washington Ave Montgomery, AL 36104 | Employee Matching Gift-General support | PC | 500 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|----------------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|------------------|--------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| Sponsors for Educational Opportunity 55 Exchange Place New York, NY 10128 | Employee Matching Gift-General support | PC | 1,000 | |
| Swarthmore College 500 College Avenue Swarthmore, PA 19081 | Employee Matching Gift-General support | PC | 2,000 | |
| T.J. Martell Foundation 40 Worth Street, 10th Floor New York, NY 10013 | Employee Matching Gift-General support | PC | 100 | |
| TASSC International 4121 Harewood Road NE, Ste B Washington DC 20017-1597 | Employee Matching Gift-General support | PC | 800 | |
| The Connection for Women and Families 79 Maple Street Summit, NJ 07901 | Employee Matching Gift-General support | PC | 800 | |
| The Salvation Army of Greater NY 120 West 14th Street New York, NY 10011-7301 | Employee Matching Gift-General support | PC | 200 | |
| Trustees of Hampshire College 893 West Street Amherst, MA 01002 | Employee Matching Gift-General support | PC | 700 | |
| Veterans Legal Advocacy Group PO Box 143558 Anchorage, AK 99514 | Employee Matching Gift-General support | PC | 100 | |
| Vineyards Arts Project 215 Upper Main Street PO Box 1527 Edgartown, MA 02539 | Employee Matching Gift-General support | PC | 300 | |
| Washington & Lee University 204 W. Washington St. Lexington, VA 24450 | Employee Matching Gift-General support | PC | 50 | |

The Wallace Foundation
13-6183757
2013

For fiscal year beginning January 1, 2013 and ending December 31, 2013

Part XV, Lines 3a and 3b - Grants and Contributions Paid During the year (3a) or Approved for Future Payment (3b)

| NAME AND ADDRESS | PURPOSE | FOUNDATION STATUS OF RECIPIENT | Line 3a | Line 3b |
|----------------------------------------------------------------------------------------|----------------------------------------|--------------------------------------|---------------------|---------------------|
| | | | PAYMENTS IN 2013 | FUTURE PAYMENTS |
| WBAI (NY)-Pacifica Radio Church Street Station PO Box 7032 New York, NY 10008 | Employee Matching Gift-General support | PC | 100 | |
| WNET PO Box 1313 New York, NY 10101-1313 | Employee Matching Gift-General support | PC | 120 | |
| | | | <u>\$53,958,068</u> | <u>\$16,820,561</u> |

The Wallace Foundation
13-6183757
2013

Statement 21

For the fiscal year beginning January 1, 2013 and ending December 31, 2013

Form 990-PF, Part II, Column (a) - Lines 10a, 10b, 10c, 13, Investments

The prior year's Investment groupings have been restated to conform to the current year's presentation. The restatements made do not affect the total investment portfolio balance, nor do they change the results of the prior year's return.