

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

Return of Organization Exempt From Income Tax

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

A For the **2019** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization JUST CAPITAL FOUNDATION, INC.		D Employer identification number 36-4764467
	Doing business as		E Telephone number (646) 854-2141
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	44 EAST 30TH STREET, 11TH FLOOR		G Gross receipts \$ 7,322,243.
	City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10016		
F Name and address of principal officer: MARTIN WHITTAKER SAME AS C ABOVE		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶	

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

J Website: ▶ **JUSTCAPITAL.COM**

K Form of organization: Corporation Trust Association Other ▶ **L** Year of formation: **2013** **M** State of legal domicile: **DE**

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: JUST CAPITAL'S MISSION IS TO BUILD AN ECONOMY THAT WORKS FOR ALL AMERICANS BY HELPING COMPANIES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	27
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	49
	6 Total number of volunteers (estimate if necessary)	6	27
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 39	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	6,386,731.	7,248,863.
	9 Program service revenue (Part VIII, line 2g)	55,181.	57,623.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	239.	1,438.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	14,319.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,442,151.	7,322,243.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		4,687,760.	5,060,081.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	105,871.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 353,327.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		2,664,588.	2,929,032.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		7,352,348.	8,094,984.
19 Revenue less expenses. Subtract line 18 from line 12	-910,197.	-772,741.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,302,262.	End of Year 2,155,039.
	21 Total liabilities (Part X, line 26)	4,559,378.	6,184,896.
	22 Net assets or fund balances. Subtract line 21 from line 20	-3,257,116.	-4,029,857.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	MARTIN WHITTAKER, CHIEF EXECUTIVE OFFICER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name MAGDALENA M. CZERNIAWSKI	Preparer's signature MAGDALENA M. CZERNIA	Date 08/10/20	Check if self-employed <input type="checkbox"/>	PTIN P00535099
	Firm's name ▶ MARKS PANETH LLP	Firm's EIN ▶ 11-3518842	Phone no. 212-503-8800		
Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017					

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: JUST CAPITAL'S MISSION IS TO BUILD AN ECONOMY THAT WORKS FOR ALL AMERICANS BY HELPING COMPANIES IMPROVE HOW THEY SERVE ALL THEIR STAKEHOLDERS WORKERS, CUSTOMERS, COMMUNITIES, THE ENVIRONMENT, AND SHAREHOLDERS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 6,774,585. including grants of \$) (Revenue \$ 71,942.) JUST CAPITAL IS THE ONLY INDEPENDENT NONPROFIT THAT TRACKS, ANALYZES, AND ENGAGES WITH LARGE CORPORATIONS AND THEIR INVESTORS ON HOW THEY PERFORM ON THE PUBLIC'S PRIORITIES. OUR RESEARCH, RANKINGS, INDEXES, AND DATA-DRIVEN TOOLS EMPOWER ALL MARKET PARTICIPANTS TO HELP BUILD A MORE JUST ECONOMY. WE ARE NEUTRAL AND DATA-DRIVEN AN HONEST BROKER WORKING TO MOVE THE VISION OF STAKEHOLDER CAPITALISM FROM RHETORIC TO REALITY.

WE POLL AMERICANS EVERY YEAR TO IDENTIFY THE ISSUES THAT MATTER MOST IN DEFINING JUST BUSINESS BEHAVIOR TODAY. WE THEN DEFINE METRICS THAT MAP TO THOSE ISSUES AND TRACK AND ANALYZE THE LARGEST, PUBLICLY TRADED U.S. COMPANIES. THIS ANALYSIS POWERS OUR RANKINGS AND SERVES AS A ROADMAP

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

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

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

4e Total program service expenses 6,774,585.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
	1a	27	
b	Enter the number of voting members included on line 1a, above, who are independent		
	1b	27	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **FL, NY, CT, CA, DE**
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records **MARTIN WHITTAKER, CEO - (646) 854-2141**
44 EAST 30TH STREET, 11TH FLOOR, NEW YORK, NY 10016

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ABIGAIL DISNEY DIRECTOR	0.50	X						0.	0.	0.
(2) ALAN FLEISCHMANN DIRECTOR	4.00	X						0.	0.	0.
(3) ANDREA JUNG DIRECTOR	0.50	X						0.	0.	0.
(4) ANDREW S. PAUL TREASURER & DIRECTOR (OUTGOING)	0.50	X		X				0.	0.	0.
(5) ARIANNA HUFFINGTON DIRECTOR	0.50	X						0.	0.	0.
(6) CARLOS DOMINGUEZ DIRECTOR	0.50	X						0.	0.	0.
(7) DAN ARIELY DIRECTOR	0.50	X						0.	0.	0.
(8) DAN HESSE DIRECTOR	2.00	X						0.	0.	0.
(9) DAVID VOGEL DIRECTOR	2.00	X						0.	0.	0.
(10) DEEPAK CHOPRA DIRECTOR (OUTGOING)	2.00	X						0.	0.	0.
(11) JAMES P. STEYER DIRECTOR	0.50	X						0.	0.	0.
(12) JEAN OELWANG SECRETARY & DIRECTOR	4.00	X		X				0.	0.	0.
(13) JEFFREY WALKER DIRECTOR	0.50	X						0.	0.	0.
(14) JOHN HOFMEISTER DIRECTOR	2.00	X						0.	0.	0.
(15) KIP TINDELL DIRECTOR	4.00	X						0.	0.	0.
(16) LAUREL BRITTON DIRECTOR	2.00	X						0.	0.	0.
(17) MARC MORIAL DIRECTOR	0.50	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MICHAEL WEINSTEIN DIRECTOR	4.00	X						0.	0.	0.
(19) MINDY LUBBER DIRECTOR	0.50	X						0.	0.	0.
(20) PAT RUSSO DIRECTOR	2.00	X						0.	0.	0.
(21) PAUL SCIALLA DIRECTOR	0.50	X						0.	0.	0.
(22) PAUL T. JONES, II CHAIRMAN, PRESIDENT & DIRE	4.00	X		X				0.	0.	0.
(23) PETER GEORGESCU DIRECTOR	4.00	X						0.	0.	0.
(24) RANDALL LANE DIRECTOR	2.00	X						0.	0.	0.
(25) RAY CHAMBERS DIRECTOR	0.50	X						0.	0.	0.
(26) RINALDO BRUTOCO DIRECTOR	4.00	X						0.	0.	0.
1b Subtotal								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								2,148,061.	0.	235,650.
d Total (add lines 1b and 1c)								2,148,061.	0.	235,650.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **12**

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BBMG HOLDINGS LLC, 20 JAY STREET, SUITE 1012, BROOKLYN, NY 11201	MARKETING	200,000.
CFO SOLUTIONS LLC, 1135 POST ROAD EAST, 2ND FLOOR, WESTPORT, CT 06880	ACCOUNTING SERVICES	135,000.
JOY MARIE SEVER 88 CHARLES STREET, NEW YORK, NY 10014	SURVEY RESEARCH	133,325.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **3**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above ...	1f 7,248,863.					
	g Noncash contributions included in lines 1a-1f	1g \$ 260,072.					
	h Total. Add lines 1a-1f		7,248,863.				
Program Service Revenue	2 a LICENSE FEES	Business Code 518210	57,623.	57,623.			
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f		57,623.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,438.			1,438.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	6a	(i) Real				
			(ii) Personal				
	b Less: rental expenses ...	6b					
	c Rental income or (loss)	6c					
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	7a	(i) Securities				
			(ii) Other				
	b Less: cost or other basis and sales expenses	7b					
	c Gain or (loss)	7c					
	d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	8a						
b Less: direct expenses	8b						
c Net income or (loss) from fundraising events							
9 a Gross income from gaming activities. See Part IV, line 19	9a						
b Less: direct expenses	9b						
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	10a						
b Less: cost of goods sold	10b						
c Net income or (loss) from sales of inventory							
Miscellaneous Revenue	11 a MISCELLANEOUS	Business Code 900099	14,319.	14,319.			
	b _____						
	c _____						
	d All other revenue						
	e Total. Add lines 11a-11d		14,319.				
12 Total revenue. See instructions		7,322,243.	71,942.	0.	1,438.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,050,071.	794,571.	151,197.	104,303.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,232,830.	2,864,685.	270,380.	97,765.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	85,420.	72,934.	10,135.	2,351.
9 Other employee benefits	399,296.	333,760.	52,521.	13,015.
10 Payroll taxes	292,464.	245,275.	36,386.	10,803.
11 Fees for services (nonemployees):				
a Management	135,000.		135,000.	
b Legal	81,245.	63,000.	18,245.	
c Accounting	26,885.		26,885.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	105,871.			105,871.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	953,330.	875,054.	76,683.	1,593.
12 Advertising and promotion	449,836.	449,836.		
13 Office expenses	75,770.	67,530.	7,117.	1,123.
14 Information technology	121,171.	83,817.	36,841.	513.
15 Royalties				
16 Occupancy	597,808.	532,800.	56,149.	8,859.
17 Travel	47,112.	24,641.	22,424.	47.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings	39,908.	21,588.	16,899.	1,421.
20 Interest	260,072.	231,790.	24,427.	3,855.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	66,458.	59,231.	6,242.	985.
23 Insurance	16,533.	14,735.	1,553.	245.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PAYROLL PROCESSING FEE	28,830.	26,181.	2,280.	369.
b STAFF DEVELOPMENT	14,992.	606.	14,386.	
c OTHER	14,082.	12,551.	1,322.	209.
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	8,094,984.	6,774,585.	967,072.	353,327.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	5,714.	1	18,110.
	2 Savings and temporary cash investments	362,468.	2	664,099.
	3 Pledges and grants receivable, net	150,000.	3	700,000.
	4 Accounts receivable, net	55,181.	4	24,363.
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	102,642.	9	63,483.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 229,238.		
	b Less: accumulated depreciation	10b 120,106.		
		135,590.	10c	109,132.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	376,667.	14	336,667.
15 Other assets. See Part IV, line 11	114,000.	15	239,185.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,302,262.	16	2,155,039.	
Liabilities	17 Accounts payable and accrued expenses	298,918.	17	443,318.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons	3,950,000.	22	5,400,000.
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	310,460.	25	341,578.
	26 Total liabilities. Add lines 17 through 25	4,559,378.	26	6,184,896.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	-3,445,453.	27	-4,941,974.
	28 Net assets with donor restrictions	188,337.	28	912,117.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building, or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
	32 Total net assets or fund balances	-3,257,116.	32	-4,029,857.
33 Total liabilities and net assets/fund balances	1,302,262.	33	2,155,039.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,322,243.
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,094,984.
3	Revenue less expenses. Subtract line 2 from line 1	3	-772,741.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	-3,257,116.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	-4,029,857.

Part XII Financial Statements and Reporting

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

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
Attach to Form 990 or Form 990-EZ.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization: JUST CAPITAL FOUNDATION, INC.
Employer identification number: 36-4764467

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii).
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii).
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv).
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi).
8 A community trust described in section 170(b)(1)(A)(vi).
9 An agricultural research organization described in section 170(b)(1)(A)(ix) operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture.
10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions.
11 An organization organized and operated exclusively to test for public safety.
12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
a Type I. A supporting organization operated, supervised, or controlled by its supported organization(s).
b Type II. A supporting organization supervised or controlled in connection with its supported organization(s).
c Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s).
d Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated.
e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
f Enter the number of supported organizations
g Provide the following information about the supported organization(s).

Table with 6 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization listed in your governing document?, (v) Amount of monetary support, (vi) Amount of other support. Includes a Total row at the bottom.

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	4917988.	6216277.	6115792.	6386731.	7248863.	30885651.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4917988.	6216277.	6115792.	6386731.	7248863.	30885651.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						22970854.
6 Public support. Subtract line 5 from line 4.						7914797.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4	4917988.	6216277.	6115792.	6386731.	7248863.	30885651.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	321.	276.	223.	239.	1,438.	2,497.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)					14,319.	14,319.
11 Total support. Add lines 7 through 10						30902467.
12 Gross receipts from related activities, etc. (see instructions)					12	112,804.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	25.61 %
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	21.75 %
16a 33 1/3% support test - 2019. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 10% -facts-and-circumstances test - 2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	%
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2019. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).		
2 Activities Test. Answer (a) and (b) below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

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

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

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

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

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

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

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

PART II, SECTION C, LINE 17A, FACTS AND CIRCUMSTANCES TEST:

JUST CAPITAL RECEIVES SUPPORT FROM A WIDE RANGE OF INDIVIDUALS, PRIVATE FOUNDATIONS, AND OTHER PUBLIC CHARITIES. JUST CAPITAL MAINTAINS A GOVERNING BODY REPRESENTATIVE OF THE BROAD INTERESTS OF THE GENERAL PUBLIC IN ORDER TO ACCOMPLISH ITS CHARITABLE MISSION. JUST CAPITAL, AS A RESEARCH INSTITUTION REGULARLY PUBLISHES ITS RANKINGS, AND MAINTAINS A WEBSITE FOR USE BY THE GENERAL PUBLIC.

ALONG WITH ITS WEBSITE'S PUBLIC DONATION OPTIONS, JUST CAPITAL DISTRIBUTES ITS WEEKLY NEWSLETTER, "THE JUST REPORT", AN ESSENTIAL WEEKLY ROUNDUP OF NEWS AND INSIGHTS ON THE FUTURE OF CAPITALISM, AND THE MOVEMENT TO BUILD A MORE JUST AND EQUITABLE MARKETPLACE IN AMERICA TODAY. JUST CAPITAL ALSO PROVIDES QUARTERLY UPDATES ON ITS WORK TO TARGETED NEW FUNDING OPPORTUNITIES, IN AN EFFORT TO INCREASE ITS FUNDING BASE.

Blank lines for supplemental information.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2019

Name of the organization

JUST CAPITAL FOUNDATION, INC.

Employer identification number

36-4764467

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	_____ _____ _____	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	_____ _____ _____	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	_____ _____ _____	\$ 19,891.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	_____ _____ _____	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/>	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/>	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	<hr/> <hr/> <hr/>	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	<hr/> <hr/> <hr/>	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	<hr/> <hr/> <hr/>	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14	<hr/> <hr/> <hr/>	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15	<hr/> <hr/> <hr/>	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
17	<hr/> <hr/> <hr/>	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18	<hr/> <hr/> <hr/>	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	_____ _____ _____	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
20	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
21	_____ _____ _____	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
22	_____ _____ _____	\$ 3,260,072.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
23	_____ _____ _____	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
24	_____ _____ _____	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	<hr/> <hr/> <hr/>	\$ <u>1,500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	<hr/> <hr/> <hr/>	\$ <u>300,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	<hr/> <hr/> <hr/>	\$ <u>125,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	<hr/> <hr/> <hr/>	\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	<hr/> <hr/> <hr/>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	<hr/> <hr/> <hr/>	\$ <u>105,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	<hr/> <hr/> <hr/>	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	<hr/> <hr/> <hr/>	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	<hr/> <hr/> <hr/>	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	<hr/> <hr/> <hr/>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
22	<u>IMPUTED INTEREST ON LINE OF CREDIT</u> <hr/> <hr/> <hr/>	\$ <u>260,072.</u>	<u>12/31/19</u>
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2019
Open to Public Inspection

Name of the organization **JUST CAPITAL FOUNDATION, INC.** Employer identification number **36-4764467**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

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

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

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

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

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____%
 - b Permanent endowment _____%
 - c Term endowment _____%
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) Unrelated organizations | 3a(i) | |
| (ii) Related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		44,910.	14,608.	30,302.
d Equipment		16,205.	16,205.	0.
e Other		168,123.	89,293.	78,830.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				109,132.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

(a) Description	(b) Book value
(1) SECURITY DEPOSIT	114,000.
(2) ACCRUED REVNEUE	125,185.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	239,185.

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	341,578.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	341,578.

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

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

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

1	Total revenue, gains, and other support per audited financial statements	1	7,348,603.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains (losses) on investments	2a	
b	Donated services and use of facilities	2b	26,360.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	26,360.
3	Subtract line 2e from line 1	3	7,322,243.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	7,322,243.

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

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

1	Total expenses and losses per audited financial statements	1	8,121,344.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	26,360.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	26,360.
3	Subtract line 2e from line 1	3	8,094,984.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	8,094,984.

Part XIII Supplemental Information.

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

PART X, LINE 2:

THE FOUNDATION BELIEVES IT HAD NO UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2019, IN ACCORDANCE WITH ACCOUNTING STANDARDS CODIFICATION ("ASC") TOPIC 740, "INCOME TAXES," WHICH PROVIDES STANDARDS FOR ESTABLISHING AND CLASSIFYING ANY TAX PROVISIONS FOR UNCERTAIN TAX POSITIONS.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

JUST CAPITAL FOUNDATION, INC.

Employer identification number

36-4764467

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

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

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

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
ORR GROUP - 747 3RD AVE #34A, NEW YORK, NY 10017	FUNDRASING		X	0.	72,871.	-72,871.
W. DOUGLASS WINGO, INC. - 224 W 35TH ST# 604A, NEW YORK, NY	FUNDRASING		X	0.	33,000.	-33,000.
Total					105,871.	-105,871.

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

NY, FL, CT, CA, DE

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

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

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

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

(I) NAME OF FUNDRAISER: **W. DOUGLASS WINGO, INC.**

(I) ADDRESS OF FUNDRAISER: **224 W 35TH ST# 604A, NEW YORK, NY 10001**

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
 ▶ Attach to Form 990.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization: **JUST CAPITAL FOUNDATION, INC.**
 Employer identification number: **36-4764467**

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2019

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) MARTIN WHITTAKER CHIEF EXECUTIVE OFFICER	(i)	500,750.	150,000.	0.	11,200.	33,400.	695,350.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) MOHAMMAD TAHIR KHAN CHIEF TECHNOLOGY OFFICER	(i)	244,324.	0.	0.	10,004.	33,400.	287,728.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ALISON OMENS DIRECTOR, MANAGING DIR. PR	(i)	208,770.	0.	0.	8,381.	10,926.	228,077.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) ANTOINETTE LA BELLE MANAGING DIRECTOR, JUSTNESS AND CHIE	(i)	195,000.	0.	0.	0.	9,971.	204,971.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) HENK JAN WASSENAAR MANAGING DIRECTOR, RESEARCH	(i)	275,514.	25,000.	0.	5,958.	35,452.	341,924.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) MICHELLE MULLINEAUX MANAGING DIRECTOR, MARKETING	(i)	190,994.	0.	0.	6,062.	23,089.	220,145.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(7) YUSUF GEORGE DIRECTOR, CORPORATE ENGAGEMENT	(i)	161,302.	0.	0.	6,321.	35,900.	203,523.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A:

THERE IS A REIMBURSEMENT POLICY IN PLACE FOR HEALTH CLUB DUES, NYC CITIBIKE FEES, AND CLASSPASS FEES. THE ORGANIZATION DOES NOT PROVIDE THE EMPLOYEES CASH AND DOES NOT ASK FOR WHAT IT WAS SPENT FOR. TAHIR KAHN RECEIVED \$109 IN REIMBURSEMENTS FOR NYC CITIBIKE REIMBURSEMENTS. ALISON OMENS RECEIVES \$360 TOWARDS CLASSPASS FEES. YUSUF GEORGE RECEIVES \$109 IN REIMBURSEMENTS FOR NYC CITIBIKE REIMBURSEMENTS AND \$413 IN HEALTH CLUB DUES.

PART I, LINE 7:

THE BOARD OF DIRECTORS APPROVED THE BONUS FOR MARTIN WHITTAKER AND THE CEO APPROVED THE BONUS FOR HENK JAN WASSENAAR.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2019

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **JUST CAPITAL FOUNDATION, INC.** Employer identification number **36-4764467**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>INTEREST</u>)	X	1	260,072.	FMV OF IMPUTED INT.
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2019

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

SCHEDULE M, PART I, COLUMN (B):

THE AMOUNT IN COLUMN (B) REPRESENTS THE NUMBER OF CONTRIBUTIONS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2019

Open to Public
Inspection

Name of the organization

JUST CAPITAL FOUNDATION, INC.

Employer identification number

36-4764467

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

IMPROVE HOW THEY SERVE ALL THEIR STAKEHOLDERS WORKERS, CUSTOMERS,
COMMUNITIES, THE ENVIRONMENT, AND SHAREHOLDERS.

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

FOR COMPANIES. SINCE 2015 WE'VE POLLED 96,000 AMERICANS ON THEIR
PRIORITIES FOR CAPITALISM AND JUST BUSINESS BEHAVIOR.

IN 2019, WE TRACKED, ANALYZED, AND RANKED 922 COMPANIES ACROSS FIVE
STAKEHOLDER GROUPS, 29 ISSUES, 422 METRICS, AND 380,000 DATA POINTS. WE
DIRECTLY ENGAGED OVER 400 OF THE LARGEST PUBLIC U.S. COMPANIES (UP 208%
FROM 2017) ON WAYS TO IMPROVE THEIR BUSINESS PRACTICES.

OUR RANKINGS OF AMERICA'S JUST COMPANIES RELEASED IN NOVEMBER IN
PARTNERSHIP WITH FORBES DEFINED FOR THE FIRST TIME WHICH COMPANIES ARE
LEADING THE WAY IN THE NEW STAKEHOLDER ECONOMY. THE RANKINGS, WHICH
FEATURE THE JUST 100 AND INDUSTRY LEADER LISTS, CELEBRATE BUSINESS
LEADERSHIP ON JUST ISSUES TO PROMOTE A "RACE TO THE TOP." THE TOP
PERFORMERS WHO PROVIDE A POWERFUL BENCHMARK TO INCENTIVIZE MORE JUST
BUSINESS BEHAVIOR WERE CELEBRATED IN A HIGH-PROFILE EVENT WITH FORBES
AND AWARDED OUR JUST SEAL. OVER 80% OF AMERICA'S MOST JUST COMPANIES
SHOWCASED THE JUST SEAL IN RECRUITING, MARKETING, AND INVESTOR
RELATIONS CONTEXTS, AND OUR RANKINGS RECEIVED 36 PRESS HITS, 2,300
SOCIAL MENTIONS, HAD A TOTAL REACH OF OVER 260 MILLION, AND BROUGHT
MORE THAN 83,000 VISITORS TO OUR WEBSITE.

Name of the organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
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THROUGHOUT 2019 WE PRODUCED DATA-DRIVEN INSIGHTS AND RESEARCH AND CREATED PROGRAMMATIC INITIATIVES, PARTNERSHIPS, AND PRODUCTS TO DIRECTLY ENCOURAGE AND SUPPORT CORPORATIONS TO ADOPT BUSINESS PRACTICES THAT ADVANCE A STAKEHOLDER MODEL OF CAPITALISM. SPECIFICALLY, WE BUILT OUT OUR STRATEGY TO FOCUS ON WORKERS AND THE CASE FOR QUALITY JOBS. THAT WORK TOOK SEVERAL FORMS FROM HOLDING A CONVENING WITH BLACKROCK; TO PARTNERING WITH THE COALITION FOR INCLUSIVE CAPITALISM, COMMONWEALTH, THE GOOD JOBS INSTITUTE, AND EY ON KEY INITIATIVES; TO ENCOURAGING CORPORATIONS TO PUBLICLY DISCLOSE DATA ON HUMAN CAPITAL MANAGEMENT POLICIES AND PUBLISH METRICS ON NON-TRADITIONAL VALUE DRIVERS. TO INFORM OUR WORK AND HELP SHAPE HOW WE ADVISE AND INCENTIVIZE CORPORATE LEADERS, WE FORMED A CEO ADVISORY COUNCIL INCLUDING FORMER CEOS OF P&G, THE CONTAINER STORE, SPRINT, CAMPBELL'S SOUP, PITNEY BOWES, AND EY. WE ALSO RELEASED A GROUNDBREAKING ANALYSIS OF THE STATE OF DISCLOSURE IN CORPORATE AMERICA WITH THE GOAL OF INCENTIVIZING GREATER TRANSPARENCY AROUND NINE KEY WORKPLACE POLICIES. THE GOOD NEWS? IT'S WORKING. BETWEEN 2018 AND 2019 WE SAW A 50% INCREASE IN PAY EQUITY DISCLOSURES, 40% INCREASE IN CAREER DEVELOPMENT DISCLOSURES, A 22% INCREASE PARENTAL LEAVE POLICY DISCLOSURES, AND A 7% INCREASE IN BOTH FLEXIBLE WORK HOURS AND D&I TARGET DISCLOSURES.

JUST CAPITAL ALSO DRIVES CAPITAL TOWARD MORE JUST COMPANIES THROUGH OUR JUST ALPHA RESEARCH, CREATING NEW EVENT AND MEDIA PLATFORMS LIKE THE BLOOMBERG INVESTOR BREAKFAST AND THE CNBC QUARTERLY JUST CALLS, TO BUILDING INVESTABLE INDEXES AND THE JUST ETF, TO LICENSING OUR DATA. IN 2019, WE DEMONSTRATED THE BUSINESS AND INVESTOR CASE FOR JUST BUSINESS BEHAVIOR, RELEASING OVER 10 JUST ALPHA RESEARCH REPORTS THAT SHOW HOW THE COMPANIES THAT PRIORITIZE ALL THEIR STAKEHOLDERS OUTPERFORM IN THE

Name of the organization	Employer identification number
JUST CAPITAL FOUNDATION, INC.	36-4764467

MARKET.

JUST CAPITAL IS THE LEADING PLATFORM TO MEET THE MOMENT OF STAKEHOLDER CAPITALISM. TO DELIVER CHANGE, WE MUST MEASURE AND IMPROVE CORPORATE PERFORMANCE IN THE STAKEHOLDER ECONOMY. JUST HAS THE DEFINITIVE ROADMAP OF WHAT TO PRIORITIZE FROM OUR POLLING AND FOUR YEARS OF CORPORATE PERFORMANCE DATA, RESEARCH, AND RANKINGS TO HELP COMPANIES BENCHMARK AND IMPROVE ON THE ISSUES THAT MATTER MOST.

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

THE ORGANIZATION DELEGATED DUTIES USUALLY PERFORMED BY TOP FINANCIAL OFFICER TO A THIRD PARTY, CFO SOLUTIONS LLC, EIN #06-1528274 . THE ORGANIZATION PAID 135,000 FOR THE SERVICES PROVIDED.

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

THE FINANCIAL STATEMENTS OF JUST CAPITAL FOUNDATION, INC. (THE "FOUNDATION") WERE AUDITED BY AN INDEPENDENT ACCOUNTANT, AS REQUIRED BY THE APPLICABLE STATE LAW UNDER THE DIRECTION OF AN AUDIT COMMITTEE. THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTANT AND REVIEWED BY THE ORGANIZATION'S OFFICERS, PRESIDENT AND AUDIT COMMITTEE WHO ARE GIVEN AMPLE TIME AND OPPORTUNITY TO DISCUSS THEIR COMMENTS AND QUESTIONS WITH THE PREPARER, THE ORGANIZATION'S LEGAL COUNSEL AND, IF NEEDED, OTHER MEMBERS OF THE ORGANIZATION'S BOARD OF DIRECTORS. FINALLY THE FOUNDATION WILL PROVIDE A COPY OF THE FORM 990 TO THE BOARD OF DIRECTORS (EACH MEMBER RECEIVING HIS OR HER INDIVIDUAL COPY), GIVING THE BOARD AN OPPORTUNITY TO PROVIDE INPUT AND ADDRESS ITS QUESTIONS OR COMMENTS BEFORE OR AT THE NEXT BOARD MEETING BEFORE FILING WITH THE IRS.

Name of the organization

JUST CAPITAL FOUNDATION, INC.

Employer identification number

36-4764467

FORM 990, PART V, LINE 3A:

FORM 990-T IS BEING FILED AS A RESULT OF ENACTMENT OF IRC 512(A)(7).

AS OF DECEMBER 2019, THIS CODE SECTION WAS REPEALED, HOWEVER, THE

ORGANIZATION HAS MADE PAYMENTS TOWARDS IT AND IS FILING FORM 990-T TO

REQUEST A REFUND.

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

EACH DIRECTOR, OFFICER, AND OTHER STAFF MEMBER AND COMMITTEE MEMBER WITH

GOVERNING-BOARD-DELEGATED POWERS SHALL, BEFORE INITIAL ELECTION OR

APPOINTMENT AND ANNUALLY THEREAFTER, SIGN A STATEMENT AND GIVE SUCH

STATEMENT TO THE SECRETARY OF JUST CAPITAL FOUNDATION, INC., WHICH AFFIRMS

THAT SUCH PERSON: (A) HAS RECEIVED A COPY OF THE CONFLICT OF INTEREST

POLICY, (B) HAS READ AND UNDERSTANDS THE CONFLICT OF INTEREST POLICY, (C)

HAS AGREED TO COMPLY WITH THE CONFLICT OF INTEREST POLICY, (D) UNDERSTANDS

THAT THE FOUNDATION IS CHARITABLE AND IN ORDER TO MAINTAIN ITS FEDERAL TAX

EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR

MORE OF ITS TAX-EXEMPT PURPOSES (AND WILL ENDEAVOR TO FURTHER SUCH

PURPOSES), AND (E) UNDERSTANDS THAT HE OR SHE MUST DISCLOSE ANY CONFLICT OF

INTEREST; SPECIFICALLY, THE DIRECTOR, OFFICER, AND OTHER STAFF MEMBER, OR

COMMITTEE MEMBER MUST IDENTIFY, TO THE BEST OF HIS OR HER KNOWLEDGE ANY

ENTITY OF WHICH HE OR SHE IS AN OFFICER, DIRECTOR, TRUSTEE, MEMBER, OR

EMPLOYEE AND WITH WHICH THE FOUNDATION HAS A RELATIONSHIP, AND ANY

TRANSACTION IN WHICH THE FOUNDATION IS A PARTICIPANT.

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

THE EXECUTIVE COMMITTEE APPROVES THE COMPENSATION OF THE FOUNDATION'S CEO

AFTER A REVIEW OF HIS QUALIFICATIONS, HIS PROPOSED EMPLOYMENT CONTRACTS,

Name of the organization JUST CAPITAL FOUNDATION, INC.	Employer identification number 36-4764467
---	--

AND COMPARABILITY DATA FROM OTHER ORGANIZATIONS. A SUMMARY OF EACH REVIEW AND DECISION IS PROVIDED IN THE MINUTES OF THE BOARD MEETING AT WHICH (OR THE UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING IN WHICH) THE DECISION WAS MADE. FOR THE REMAINDER OF OFFICERS AND KEY EMPLOYEES, THE CEO DETERMINES COMPENSATION WITH CONSULTATION FROM THE EXECUTIVE COMMITTEE.

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

GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO DONORS AND PROSPECTIVE DONORS UPON REQUEST.

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

OTHER PROFESSIONAL FEES:

PROGRAM SERVICE EXPENSES	290,443.
MANAGEMENT AND GENERAL EXPENSES	49,196.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	339,639.

RESEARCH:

PROGRAM SERVICE EXPENSES	584,611.
MANAGEMENT AND GENERAL EXPENSES	27,487.
FUNDRAISING EXPENSES	1,593.
TOTAL EXPENSES	613,691.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	953,330.

PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

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

2019

For calendar year 2019 or other tax year beginning _____, and ending _____

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

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

Department of the Treasury Internal Revenue Service

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

A Check box if address changed

Name of organization (Check box if name changed and see instructions.)

D Employer identification number (Employees' trust, see instructions.)

B Exempt under section 501(c)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

JUST CAPITAL FOUNDATION, INC.

36-4764467

Number, street, and room or suite no. If a P.O. box, see instructions. 44 EAST 30TH STREET, 11TH FLOOR

E Unrelated business activity code (See instructions.)

City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10016

C Book value of all assets at end of year 2,155,039.

F Group exemption number (See instructions.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

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

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of MARTIN WHITTAKER, CEO Telephone number (646) 854-2141

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales, Cost of goods sold, Capital gain net income, etc. Total income is 0.

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

Table with 3 columns: Description, (A) Income, (B) Expenses. Rows include Compensation of officers, directors, and trustees, Salaries and wages, Repairs and maintenance, etc. Total deductions are 0.

Part III Total Unrelated Business Taxable Income

32	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	32	0.
33	Amounts paid for disallowed fringes	33	
34	Charitable contributions (see instructions for limitation rules)	34	0.
35	Total unrelated business taxable income before pre-2018 NOLs and specific deduction. Subtract line 34 from the sum of lines 32 and 33	35	
36	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	36	
37	Total of unrelated business taxable income before specific deduction. Subtract line 36 from line 35	37	
38	Specific deduction (Generally \$1,000, but see line 38 instructions for exceptions)	38	1,000.
39	Unrelated business taxable income. Subtract line 38 from line 37. If line 38 is greater than line 37, enter the smaller of zero or line 37	39	0.

Part IV Tax Computation

40	Organizations Taxable as Corporations. Multiply line 39 by 21% (0.21)	40	0.
41	Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 39 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	41	
42	Proxy tax. See instructions	42	
43	Alternative minimum tax (trusts only)	43	
44	Tax on Noncompliant Facility Income. See instructions	44	
45	Total. Add lines 42, 43, and 44 to line 40 or 41, whichever applies	45	0.

Part V Tax and Payments

46a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	46a	
b	Other credits (see instructions)	46b	
c	General business credit. Attach Form 3800	46c	
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	46d	
e	Total credits. Add lines 46a through 46d	46e	
47	Subtract line 46e from line 45	47	0.
48	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	48	
49	Total tax. Add lines 47 and 48 (see instructions)	49	0.
50	2019 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 3	50	0.
51a	Payments: A 2018 overpayment credited to 2019	51a	3,619.
b	2019 estimated tax payments	51b	
c	Tax deposited with Form 8868	51c	
d	Foreign organizations: Tax paid or withheld at source (see instructions)	51d	
e	Backup withholding (see instructions)	51e	
f	Credit for small employer health insurance premiums (attach Form 8941)	51f	
g	Other credits, adjustments, and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total	51g	
52	Total payments. Add lines 51a through 51g	52	3,619.
53	Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	53	
54	Tax due. If line 52 is less than the total of lines 49, 50, and 53, enter amount owed	54	
55	Overpayment. If line 52 is larger than the total of lines 49, 50, and 53, enter amount overpaid	55	3,619.
56	Enter the amount of line 55 you want: Credited to 2020 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	56	3,619.

Part VI Statements Regarding Certain Activities and Other Information (see instructions)

57	At any time during the 2019 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
58	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
59	Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

Sign Here
 Signature of officer: _____ Date: _____
 Title: **CHIEF EXECUTIVE OFFICER**

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

Paid Preparer Use Only
 Print/Type preparer's name: **MAGDALENA M. CZERNIAWSKI**
 Preparer's signature: **MAGDALENA M. CZERNIAWSKI**
 Date: **08/10/20**
 Check if self-employed
 Firm's name: **MARKS PANETH LLP**
 Firm's address: **685 THIRD AVENUE NEW YORK, NY 10017**
 PTIN: **P00535099**
 Firm's EIN: **11-3518842**
 Phone no.: **212-503-8800**

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

Department of the Treasury
Internal Revenue Service

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. JUST CAPITAL FOUNDATION, INC.	Taxpayer identification number (TIN) 36-4764467
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 44 EAST 30TH STREET, 11TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

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

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

MARTIN WHITTAKER, CEO

- The books are in the care of ▶ **44 EAST 30TH STREET, 11TH FLOOR - NEW YORK, NY 10016**
Telephone No. ▶ **(646) 854-2141** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

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

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

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

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

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

Department of the Treasury
Internal Revenue Service

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. JUST CAPITAL FOUNDATION, INC.	Taxpayer identification number (TIN) 36-4764467
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 44 EAST 30TH STREET, 11TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

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

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

MARTIN WHITTAKER, CEO

- The books are in the care of ▶ **44 EAST 30TH STREET, 11TH FLOOR - NEW YORK, NY 10016**
Telephone No. ▶ **(646) 854-2141** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and TINs of all members the extension is for.

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

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	7,029.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,029.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

**California Exempt Organization
Annual Information Return**

Calendar Year 2019 or fiscal year beginning (mm/dd/yyyy) _____, and ending (mm/dd/yyyy) _____

Corporation/Organization name
JUST CAPITAL FOUNDATION, INC.

California corporation number
3725122

Additional information. See instructions.
FEIN
36-4764467

Street address (suite or room)
44 EAST 30TH STREET, 11TH FLOOR

City
NEW YORK

State
NY

ZIP code
10016

Foreign country name _____ Foreign province/state/county _____ Foreign postal code _____

A First Return Yes No

B Amended Return Yes No

C IRC Section 4947(a)(1) trust Yes No

D Final Information Return?
 Dissolved Surrendered (Withdrawn) Merged/Reorganized
 Enter date: (mm/dd/yyyy) _____

E Check accounting method: (1) Cash (2) Accrual (3) Other

F Federal return filed? (1) 990T (2) 990PF (3) Sch H (990) (4) Other 990 series

G Is this a group filing? See instructions Yes No

H Is this organization in a group exemption Yes No
If "Yes," what is the parent's name? _____

I Did the organization have any changes to its guidelines not reported to the FTB? See instructions Yes No

J If exempt under R&TC Section 23701d, has the organization engaged in political activities? See instructions. Yes No

K Is the organization exempt under R&TC Section 23701g? Yes No
If "Yes," enter the gross receipts from nonmember sources \$ _____

L If organization is a public charity exempt under R&TC Section 23701d and meets the filing fee exception, check box. No filing fee is required

M Is the organization a Limited Liability Company? Yes No

N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

O Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No

P Is federal Form 1023/1024 pending? Yes No
Date filed with IRS _____

Part I Complete Part I unless not required to file this form. See General Information B and C.

Receipts and Revenues	1	Gross sales or receipts from other sources. From Side 2, Part II, line 8	1	73,380	00
	2	Gross dues and assessments from members and affiliates	2		00
	3	Gross contributions, gifts, grants, and similar amounts received STMT 1	3	7,248,863	00
	4	Total gross receipts for filing requirement test. Add line 1 through line 3. This line must be completed. If the result is less than \$50,000, see General Information B STMT 2	4	7,322,243	00
	5	Cost of goods sold	5		00
	6	Cost or other basis, and sales expenses of assets sold	6		00
	7	Total costs. Add line 5 and line 6	7		00
	8	Total gross income. Subtract line 7 from line 4	8	7,322,243	00
Expenses	9	Total expenses and disbursements. From Side 2, Part II, line 18	9	8,094,984	00
	10	Excess of receipts over expenses and disbursements. Subtract line 9 from line 8	10	-772,741	00
Filing Fee	11	Total payments	11		00
	12	Use tax. See General Information K	12		00
	13	Payments balance. If line 11 is more than line 12, subtract line 12 from line 11	13		00
	14	Use tax balance. If line 12 is more than line 11, subtract line 11 from line 12	14		00
	15	Filing fee \$10 or \$25. See General Information F	15	10	00
	16	Penalties and Interest. See General Information J	16		00
	17	Balance due. Add line 12, line 15, and line 16. Then subtract line 11 from the result	17	10	00

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

Sign Here

Signature of officer **CHIEF EXECUTIV** Title Date _____

Paid Preparer's Use Only

Preparer's signature **MAGDALENA M. CZERNIAWSKI** Date **08/10/20** Check if self-employed

Firm's name (or yours, if self-employed) and address **MARKS PANETH LLP**
685 THIRD AVENUE
NEW YORK, NY 10017

PTIN **P00535099**
Firm's FEIN **11-3518842**
Telephone **212-503-8800**

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

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

928951 12-04-19

Receipts from Other Sources	1	Gross sales or receipts from all business activities. See instructions	•	1		00	
	2	Interest	•	2		00	
	3	Dividends	•	3	1,438	00	
	4	Gross rents	•	4		00	
	5	Gross royalties	•	5		00	
	6	Gross amount received from sale of assets (See Instructions)	•	6		00	
	7	Other income	•	7	71,942	00	
	8	Total gross sales or receipts from other sources. Add line 1 through line 7. Enter here and on Side 1, Part I, line 1	•	8	73,380	00	
	9	Contributions, gifts, grants, and similar amounts paid	•	9		00	
	10	Disbursements to or for members	•	10		00	
	11	Compensation of officers, directors, and trustees	•	11	1,050,071	00	
	12	Other salaries and wages	•	12	3,232,830	00	
	Expenses and Disbursements	13	Interest	•	13	260,072	00
		14	Taxes	•	14	292,464	00
		15	Rents	•	15	597,808	00
		16	Depreciation and depletion (See instructions)	•	16	66,458	00
		17	Other Expenses and Disbursements	•	17	2,595,281	00
		18	Total expenses and disbursements. Add line 9 through line 17. Enter here and on Side 1, Part I, line 9	•	18	8,094,984	00

Schedule L Balance Sheet	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		368,182		682,209
2 Net accounts receivable		55,181		24,363
3 Net notes receivable				
4 Inventories				
5 Federal and state government obligations				
6 Investments in other bonds				
7 Investments in stock				
8 Mortgage loans				
9 Other investments				
10 a Depreciable assets	229,238		229,238	
b Less accumulated depreciation	(93,648)	135,590	(120,106)	109,132
11 Land				
12 Other assets STMT 6		743,309		1,339,335
13 Total assets		1,302,262		2,155,039
Liabilities and net worth				
14 Accounts payable		298,918		443,318
15 Contributions, gifts, or grants payable				
16 Bonds and notes payable STMT 7		3,950,000		5,400,000
17 Mortgages payable				
18 Other liabilities STMT 8		310,460		341,578
19 Capital stock or principal fund				
20 Paid-in or capital surplus. Attach reconciliation				
21 Retained earnings or income fund		-3,257,116		-4,029,857
22 Total liabilities and net worth		1,302,262		2,155,039

Schedule M-1 Reconciliation of income per books with income per return				
Do not complete this schedule if the amount on Schedule L, line 13, column (d), is less than \$50,000.				
1 Net income per books	•	-772,741	7 Income recorded on books this year not included in this return	•
2 Federal income tax	•		8 Deductions in this return not charged against book income this year	•
3 Excess of capital losses over capital gains	•		9 Total. Add line 7 and line 8	
4 Income not recorded on books this year	•		10 Net income per return.	
5 Expenses recorded on books this year not deducted in this return	•		Subtract line 9 from line 6	
6 Total. Add line 1 through line 5		-772,741		-772,741

CA 199

CASH CONTRIBUTIONS
INCLUDED ON PART I, LINE 3

STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS	DATE OF GIFT	AMOUNT
ABIGAIL DISNEY	221 S FIGUEROA ST. STE 400 LOS ANGELES, CA 90012		100,000.
ALAN FLEISCHMANN	2101 L STREET NW SUITE 440 WASHINGTON, DC 20037		10,000.
ALFRED P. SLOAN FOUNDATION	630 5TH AVE #2200 NEW YORK, NY 10111		150,000.
ANDREA JUNG	150 WEST 30TH STREET, 8TH FLOOR NEW YORK, NY 10001		19,891.
ANDREW PAUL	59 CHARLES STREET NEW YORK, NY 10014-2625		10,000.
ARMONIA LLC	73 ARCH ST 3RD FLOOR GREENWICH, CT 06830		15,000.
DAILIO FOUNDATION, INC.	ONE GLENDINNING PLAC WESTPORT, CT 06830		100,000.
DAVID VOGEL	P.O. BOX 8451 JUPITER, FL 33458		50,000.
DEEPAK CHOPRA	2013 COSTA DEL MAR ROAD CARLSBAD, CA 92009		25,000.
FORD FOUNDATION	320 EAST 43RD STREET NEW YORK, NY 10017		500,000.
GOLDMAN SACHS GIVES	PO BOX 15203 ALBANY, NY 12212		25,000.
HESSE FAMILY FOUNDATION	1055 BROADWAY BLVD. SUITE 130 KANSAS CITY, MO 64105		10,000.
HEWLETT FOUNDATION	2121 SAND HILL ROAD MENLO PARK, CA 94025		75,000.

JUST CAPITAL FOUNDATION, INC.36-4764467

JAMES MICHAEL CLINE	990 THIRD AVENUE NEW YORK, NY 10022	25,000.
JESSE FINK	1135 POST ROAD EAST 2ND FLOOR WESTPORT, CT 06880	15,000.
JOHN HOFMIESTER	2121 KIRBY DR 26NE HOUSTON , TX 77019	10,000.
LAUREL BRITTON	243 W 16TH STREET NEW YORK, NY 10011	30,000.
MCJ AMELIOR FOUNDATION	310 SOUTH ST #1 MORRISTOWN, NJ 07960	50,000.
NICK HANAUER	1301 2ND AVENUE SUITE 2850 SEATTLE, WA 98101	250,000.
OMEGA POINT INSTITUTE	2020 ALAMEDA PADRE SERRA #135 SANTA BARBARA , CA 93103	10,000.
PAT RUSSO	25 BRITISH AMERICAN BLVD. LATHAM, NY 12110	20,000.
PAUL T. JONES, II	109 ROYAL PALM WAY PALM BEACH, FL 33480	12/31/19 3,000,000.
PETER GEORGESCU	3 COLUMBUS CIRCLE NEW YORK, NY 10019	30,000.
ROBERT DEUTSCH	1049 TILGHMAN COURT WAYNE WAYNE, PA 19087	10,000.
ROBERT WOOD JOHNSON FOUNDATION	50 COLLEGE RD E PRINCETON, NJ 08540	1,500,000.
SIEGEL FAMILY FOUNDATION	58 WOODBINE RD ROSLYN HEIGHTS, NY 11577	300,000.
SURDNA FOUNDATION	200 MADISON AVE NEW YORK, NY 10017	125,000.
THE ANNIE E. CASEY FOUNDATION	701 ST. PAUL STREET BALTIMORE, MD 21205	100,000.

<u>JUST CAPITAL FOUNDATION, INC.</u>		<u>36-4764467</u>
THE CENTER FOR ADVANCED HINDSIGHT FUND	334 BLACKWELL STREET SUITE 320 DURHAM, NC 27701	10,000.
THE NATHAN CUMMINGS FOUNDATION	475 10TH AVENUE 14TH FLOOR NEW YORK, NY 10018	105,000.
VIRGIN UNITE USA, INC.	65 BLEECKER ST 6TH FLOOR NEW YORK, NY 10012	10,000.
VOLO FOUNDATION	PO BOX 8451 JUPITER , FL 33468	50,000.
WALKER FAMILY FOUNDATION	662 ISLAND DRIVE PALM BEACH, FL 33480	10,000.
WORLD QUANT FOUNDATION	650 5TH AVE 32ND FLOOR NEW YORK, NY 10019	100,000.
ALEX TAYLOR	229 NACOOCHEE DR ATLANTA, GA 30305	5,000.
TOTAL INCLUDED ON LINE 3		<u><u>6,854,891.</u></u>

CA 199	NONCASH CONTRIBUTIONS INCLUDED ON PART I, LINE 3	STATEMENT 2
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<u>CONTRIBUTOR'S NAME</u>	<u>CONTRIBUTOR'S ADDRESS</u>		
PAUL T. JONES, II	109 ROYAL PALM WAY PALM BEACH, FL 33480		
<u>PROPERTY DESCRIPTION</u>	<u>DATE OF GIFT</u>	<u>TOTAL AMOUNT</u>	<u>FMV OF GIFT</u>
IMPUTED INTEREST ON LINE OF CREDIT	12/31/19	3,260,072.	260,072.
TOTAL INCLUDED ON LINE 3			<u><u>260,072.</u></u>

CA 199	OTHER INCOME	STATEMENT 3
DESCRIPTION		AMOUNT
MISCELLANEOUS		14,319.
LICENSE FEES		57,623.
TOTAL TO FORM 199, PART II, LINE 7		71,942.

CA 199	COMPENSATION OF OFFICERS, DIRECTORS AND TRUSTEES	STATEMENT 4
NAME AND ADDRESS	TITLE AND AVERAGE HRS WORKED/WK	COMPENSATION
ABIGAIL DISNEY 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
ALAN FLEISCHMANN 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 4.00	0.
ANDREA JUNG 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
ANDREW S. PAUL 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	TREASURER & DIRECTOR (OUTG) 0.50	0.
ARIANNA HUFFINGTON 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
CARLOS DOMINGUEZ 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
DAN ARIELY 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
DAN HESSE 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.

JUST CAPITAL FOUNDATION, INC.

36-4764467

DAVID VOGEL 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.
DEEPAK CHOPRA 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR (OUTGOING) 2.00	0.
JAMES P. STEYER 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
JEAN OELWANG 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	SECRETARY & DIRECTOR 4.00	0.
JEFFREY WALKER 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
JOHN HOFMEISTER 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.
KIP TINDELL 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 4.00	0.
LAUREL BRITTON 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.
MARC MORIAL 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
MICHAEL WEINSTEIN 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 4.00	0.
MINDY LUBBER 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
PAT RUSSO 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.

JUST CAPITAL FOUNDATION, INC.

36-4764467

PAUL SCIALLA 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
PAUL T. JONES, II 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	CHAIRMAN, PRESIDENT & DIRE 4.00	0.
PETER GEORGESCU 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 4.00	0.
RANDALL LANE 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 2.00	0.
RAY CHAMBERS 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
RINALDO BRUTOLO 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 4.00	0.
ROBERT DEUTSCH 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	TREASURER & DIRECTOR 4.00	0.
SHARON BLOCK 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
STEVE SCHMIDT 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	DIRECTOR 0.50	0.
MARTIN WHITTAKER 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	CHIEF EXECUTIVE OFFICER 40.00	695,350.
MOHAMMAD TAHIR KHAN 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	CHIEF TECHNOLOGY OFFICER 40.00	287,728.
TERESA YUNG 44 EAST 30TH STREET, 11TH FLOOR NEW YORK, NY 10016	CHIEF FINANCIAL AND OPERAT 40.00	66,993.

JUST CAPITAL FOUNDATION, INC.

36-4764467

TOTAL TO FORM 199, PART II, LINE 11

1,050,071.

CA 199	OTHER EXPENSES	STATEMENT 5
DESCRIPTION		AMOUNT
PAYROLL PROCESSING FEE		28,830.
STAFF DEVELOPMENT		14,992.
OTHER		14,082.
PENSION PLAN CONTRIBUTIONS		85,420.
OTHER EMPLOYEE BENEFITS		399,296.
MANAGEMENT FEES		135,000.
LEGAL FEES		81,245.
ACCOUNTING FEES		26,885.
PROFESSIONAL FUNDRAISING FEES		105,871.
OTHER PROFESSIONAL FEES		953,330.
ADVERTISING AND PROMOTION		449,836.
OFFICE EXPENSES		75,770.
INFORMATION TECHNOLOGY		121,171.
TRAVEL		47,112.
CONFERENCES AND CONVENTIONS		39,908.
INSURANCE		16,533.
TOTAL TO FORM 199, PART II, LINE 17		<u>2,595,281.</u>

CA 199	OTHER ASSETS	STATEMENT 6
DESCRIPTION	BEG. OF YEAR	END OF YEAR
PLEDGES AND GRANTS RECEIVABLE	150,000.	700,000.
PREPAID EXPENSES AND DEFERRED CHARGES	102,642.	63,483.
INTANGIBLE ASSETS	376,667.	336,667.
SECURITY DEPOSIT	114,000.	114,000.
ACCRUED REVNEUE	0.	125,185.
TOTAL TO FORM 199, SCHEDULE L, LINE 12	<u>743,309.</u>	<u>1,339,335.</u>

CA 199

BONDS AND NOTES PAYABLE

STATEMENT 7

DESCRIPTION

BEG. OF YEAR

END OF YEAR

PAYABLES TO OFFICERS, DIRECTORS, TRUSTEES AND
KEY EMPLOYEES, ETC.

3,950,000.

5,400,000.

TOTAL TO FORM 199, SCHEDULE L, LINE 16

3,950,000.

5,400,000.

CA 199

OTHER LIABILITIES

STATEMENT 8

DESCRIPTION

BEG. OF YEAR

END OF YEAR

DEFERRED RENT

310,460.

341,578.

TOTAL TO FORM 199, SCHEDULE L, LINE 18

310,460.

341,578.

Voucher at bottom of page.

DO NOT MAIL A PAPER COPY OF THE CORPORATE OR EXEMPT ORGANIZATION TAX RETURN WITH THE PAYMENT VOUCHER.
If the amount of payment is zero, do not mail this voucher.

WHERE TO FILE: Using black or blue ink, make check or money order payable to the "Franchise Tax Board." Write the corporation number, FEIN, CA SOS file number and "2019 FTB 3586" on the check or money order. Detach voucher below. Enclose, but **do not** staple, payment with voucher and mail to:
**FRANCHISE TAX BOARD
PO BOX 942857
SACRAMENTO CA 94257-0531**

Make all checks or money orders payable in U.S. dollars and drawn against a U.S. financial institution.

WHEN TO FILE:
Corporations - File and Pay by the 15th day of the 4th month following the close of the taxable year.
S corporations - File and Pay by the 15th day of the 3rd month following the close of the taxable year.
Exempt organizations - File and Pay by the 15th day of the 5th month following the close of the taxable year.

When the due date falls on a weekend or holiday, the deadline to file and pay without penalty is extended to the next business day.

ONLINE SERVICES: Corporations can make payments online using Web Pay for Businesses. Corporations can make an immediate payment or schedule payments up to a year in advance. Go to ftb.ca.gov/pay for more information.

939035 11-12-19

--- DETACH HERE --- IF NO PAYMENT IS DUE, DO NOT MAIL THIS VOUCHER --- DETACH HERE ---

CAUTION: You may be required to pay electronically, see instructions.

TAXABLE YEAR **2019** **Payment Voucher for Corporations and Exempt Organizations e-filed Returns**

CALIFORNIA FORM
3586 (e-file)

0000000 JUST 36-4764467 000000000000 19 FORM 3
TYB 01-01-2019 TYE 12-31-2019
JUST CAPITAL FOUNDATION INC

44 EAST 30TH STREET 11TH FLOOR
NEW YORK NY 10016

(646) 854-2141

Amount of Payment 10.

TAXABLE YEAR
2019

**California e-file Return Authorization for
Exempt Organizations**

FORM
8453-EO

Exempt Organization name	Identifying number
JUST CAPITAL FOUNDATION, INC.	36-4764467

Part I Electronic Return Information (whole dollars only)

1 Total gross receipts (Form 199, line 4)	1	7,322,243
2 Total gross income (Form 199, line 8)	2	7,322,243
3 Total expenses and disbursements (Form 199, line 9)	3	8,094,984

Part II Settle Your Account Electronically for Taxable Year 2019

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

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

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

Part IV Declaration of Officer



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

Under penalties of perjury, I declare that I am an officer of the above exempt organization and that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider and the amounts in Part I above agree with the amounts on the corresponding lines of the exempt organization's 2019 California electronic return. To the best of my knowledge and belief, the exempt organization's return is true, correct, and complete. If the exempt organization is filing a balance due return, I understand that if the Franchise Tax Board (FTB) does not receive full and timely payment of the exempt organization's fee liability, the exempt organization will remain liable for the fee liability and all applicable interest and penalties. I authorize the exempt organization return and accompanying schedules and statements be transmitted to the FTB by the ERO, transmitter, or intermediate service provider. **If the processing of the exempt organization's return or refund is delayed, I authorize the FTB to disclose to the ERO or intermediate service provider the reason(s) for the delay.**




Sign Here  _____ **CHIEF EXECUTIVE OFFICER**
Signature of officer Date Title

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

I declare that I have reviewed the above exempt organization's return and that the entries on form FTB 8453-EO are complete and correct to the best of my knowledge. (If I am only an intermediate service provider, I understand that I am not responsible for reviewing the exempt organization's return. I declare, however, that form FTB 8453-EO accurately reflects the data on the return.) I have obtained the organization officer's signature on form FTB 8453-EO before transmitting this return to the FTB; I have provided the organization officer with a copy of all forms and information that I will file with the FTB, and I have followed all other requirements described in FTB Pub. 1345, 2019 Handbook for Authorized e-file Providers. I will keep form FTB 8453-EO on file for **four** years from the due date of the return or **four** years from the date the exempt organization return is filed, whichever is later, and I will make a copy available to the FTB upon request. If I am also the paid preparer, under penalties of perjury, I declare that I have examined the above exempt organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I make this declaration based on all information of which I have knowledge.

ERO ERO's- signature 	Date	Check if also paid preparer <input type="checkbox"/>	Check if self-employed <input type="checkbox"/>	ERO's PTIN P00535099
Must Sign Firm's name (or yours if self-employed) and address 	MARKS PANETH LLP 685 THIRD AVENUE NEW YORK, NY			Firm's FEIN 11-3518842 ZIP code 10017

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

Paid Preparer Paid preparer's signature 	Date	Check if self-employed <input type="checkbox"/>	Paid preparer's PTIN P00535099
Must Sign Firm's name (or yours if self-employed) and address 	MAGDALENA M. CZERNIAWSKI 08/10/20		
Must Sign Firm's name (or yours if self-employed) and address 	MARKS PANETH LLP 685 THIRD AVENUE NEW YORK, NY		
	Firm's FEIN 11-3518842 ZIP code 10017		

**ANNUAL REGISTRATION RENEWAL FEE REPORT
 TO ATTORNEY GENERAL OF CALIFORNIA**

Section 12586 and 12587, California Government Code
 11 Cal. Code Regs. section 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties. Revenue & Taxation Code section 23703; Government Code section 12586.1. IRS extensions will be honored.

(For Registry Use Only)

JUST CAPITAL FOUNDATION, INC.

Name of Organization

List all DBAs and names the organization uses or has used

44 EAST 30TH STREET, 11TH FLOOR

Address (Number and Street)

NEW YORK, NY 10016

City or Town, State, and ZIP Code

(646)854-2141

Telephone Number

TYUNG@JUSTCAPITAL.COM

E-mail Address

Check if:

- Change of address
 Amended report

State Charity Registration Number **CT3725122**

Corporation or Organization No. **3725122**

Federal Employer ID No. **36-4764467**

**ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311, and 312)
 Make Check Payable to Department of Justice**

Gross Annual Revenue	Fee	Gross Annual Revenue	Fee	Gross Annual Revenue	Fee
Less than \$25,000	0	Between \$100,001 and \$250,000	\$50	Between \$1,000,001 and \$10 million	\$150
Between \$25,000 and \$100,000	\$25	Between \$250,001 and \$1 million	\$75	Between \$10,000,001 and \$50 million	\$225
				Greater than \$50 million	\$300

PART A - ACTIVITIES

For your most recent full accounting period (beginning 01/01/2019 ending 12/31/2019) list:

Gross Annual Revenue \$ 7,322,243 Noncash Contributions \$ 260,072 Total Assets \$ 2,155,039
 Program Expenses \$ 6,774,585 Total Expenses \$ 8,094,984

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: All questions must be answered. If you answer "yes" to any of the questions below, you must attach a separate page providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

	Yes	No
1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof, either directly or with an entity in which any such officer, director or trustee had any financial interest?		X
2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds?		X
3. During this reporting period, were any organization funds used to pay any penalty, fine or judgment?		X
4. During this reporting period, were the services of a commercial fundraiser, fundraising counsel for charitable purposes, or commercial coventurer used?	X	
5. During this reporting period, did the organization receive any governmental funding?		X
6. During this reporting period, did the organization hold a raffle for charitable purposes?		X
7. Does the organization conduct a vehicle donation program?		X
8. Did the organization conduct an independent audit and prepare audited financial statements in accordance with generally accepted accounting principles for this reporting period?	X	
9. At the end of this reporting period, did the organization hold restricted net assets, while reporting negative unrestricted net assets?		X

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, the content is true, correct and complete, and I am authorized to sign.

MARTIN WHITTAKER

Printed Name

**CHIEF EXECUTIVE
 OFFICER**

Title

Signature of Authorized Agent

Date

CA RRF-1

INFORMATION REGARDING COMMERCIAL
FUNDRAISING SERVICES
PART B, LINE 4

STATEMENT 9

THE ORGANIZATION USED THE SERVICE OF TWO PROFESSIONAL FUNDRAISERS.

CHAR500

NYS Annual Filing for Charitable Organizations
www.CharitiesNYS.com

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

2019
Open to Public Inspection

1. General Information

For Fiscal Year Beginning (mm/dd/yyyy) **01/01/2019** and Ending (mm/dd/yyyy) **12/31/2019**

Check if Applicable: <input type="checkbox"/> Address Change <input type="checkbox"/> Name Change <input type="checkbox"/> Initial Filing <input type="checkbox"/> Final Filing <input type="checkbox"/> Amended Filing <input type="checkbox"/> Reg ID Pending	Name of Organization: JUST CAPITAL FOUNDATION, INC.	Employer Identification Number (EIN): 36-4764467
	Mailing Address: 44 EAST 30TH STREET, 11TH FLOOR	NY Registration Number: 44-49-94
	City / State / ZIP: NEW YORK, NY 10016	Telephone: 203 8636704
	Website: JUSTCAPITAL.COM	Email: TYUNG@JUSTCAPITAL.C

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

2. Certification

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

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

President or Authorized Officer:	<u>MARTIN WHITTAKER</u>	Print Name and Title	Date
	Signature	CHIEF EXECUTIVE OFFI	
Chief Financial Officer or Treasurer:	<u>TERESA YUNG</u>	Print Name and Title	Date
	Signature	CFOO	

3. Annual Reporting Exemption

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

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

4. Schedules and Attachments

See the following page for a checklist of schedules and attachments to complete your filing.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	4a. Did your organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? If yes, complete Schedule 4a.
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b. Did the organization receive government grants? If yes, complete Schedule 4b.

5. Fee

See the checklist on the next page to calculate your fee(s). Indicate fee(s) you are submitting here:	7A filing fee: \$ <u>25.</u>	EPTL filing fee: \$ <u>25.</u>	Total fee: \$ <u>50.</u>	Make a single check or money order payable to: "Department of Law"
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CHAR500 Annual Filing for Charitable Organizations (Updated January 2020)

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

CHAR500

Annual Filing Checklist

- Simply submit the certified CHAR500 with no fee, schedule, or additional attachments IF:
- Your organization is registered as 7A only and you marked the 7A filing exemption in Part 3.
 - Your organization is registered as EPTL only and you marked the EPTL filing exemption in Part 3.
 - Your organization is registered as DUAL and you marked both the 7A and EPTL filing exemption in Part 3.

Checklist of Schedules and Attachments

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

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

Check the financial attachments you must submit with your CHAR500:

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

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

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

Calculate Your Fee

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

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

For EPTL and DUAL filers, calculate the EPTL fee:

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

Send Your Filing

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

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

Need Assistance?

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

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

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

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

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

DUAL filers are registered under both 7A and EPTL.

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

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

Where do I find my organization's NET WORTH?

NET WORTH for fee purposes is calculated on:

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

CHAR500

Schedule 4a: Professional Fund Raisers, Fund Raising Counsels, Commercial Co-Venturers
www.CharitiesNYS.com

2019

**Open to Public
Inspection**

If you checked the box in question 4a in Part 4 on the CHAR500 Annual Filing for Charitable Organizations, complete this schedule for EACH Professional Fund Raiser (PFR), Fund Raising Counsel (FRC) or Commercial Co-Venturer (CCV) that the organization engaged for fund raising activity in NY State. The PFR or FRC should provide its NY Registration Number to you. Include this schedule with your certified CHAR500 NYS Annual Filing for Charitable Organizations and use additional pages if necessary.

Definitions

A **Professional Fund Raiser (PFR)**, in addition to other activities, conducts solicitation of contributions and/or handles the donations (Article 7A, 171-a.4).

A **Fund Raising Counsel (FRC)** does not solicit or handle contributions but limits activities to advising or assisting a charitable organization to perform such functions for itself (Article 7A, 171-a.9).

A **Commercial Co-Venturer (CCV)** is an individual or for-profit company that is regularly and primarily engaged in trade or commerce other than raising funds for a charitable organization and who advertises that the purchase or use of goods, services, entertainment or any other thing of value will benefit a charitable organization (Article 7A, 171-a.6).

Professional fund raising does not include activities by an organization's development staff, volunteers, or a grantwriter who has been hired solely to draft applications for funding from a government agency or tax exempt organization.

1. Organization Information

Name of Organization:	NY Registration Number:
JUST CAPITAL FOUNDATION, INC.	44-49-94

2. Professional Fund Raiser, Fund Raising Counsel, Commercial Co-Venturer Information

Fund Raising Professional type:	Name of FRP:	NY Registration Number:
<input checked="" type="checkbox"/> Professional Fund Raiser	ORR GROUP, INC	40-52-84
<input type="checkbox"/> Fund Raising Counsel	Mailing Address:	Telephone:
<input type="checkbox"/> Commercial Co-Venturer	747 3RD AVE #34A	212-424-1910
	City / State / ZIP:	
	NEW YORK, NY 10017	

3. Contract Information

Contract Start Date:	Contract End Date:
01/01/2019	12/31/2019

4. Description of Services

Services provided by FRP:
CONSULTATION ON AND ASSISTANCE IN THE EXECUTION OF A FUNDRAISING CAMPAIGN.

5. Description of Compensation

Compensation arrangement with FRP: CONTRACT	Amount Paid to FRP: 72,871.
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6. Commercial Co-Venturer (CCV) Report

<input type="checkbox"/> Yes <input type="checkbox"/> No	If services were provided by a CCV, did the CCV provide the charitable organization with the interim or closing report(s) required by Section 173(a) part 3 of the Executive Law Article 7A?
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CHAR500

Schedule 4a: Professional Fund Raisers, Fund Raising Counsels, Commercial Co-Venturers
www.CharitiesNYS.com

2019

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1. Organization Information

Name of Organization:	NY Registration Number:
JUST CAPITAL FOUNDATION, INC.	44-49-94

2. Professional Fund Raiser, Fund Raising Counsel, Commercial Co-Venturer Information

Fund Raising Professional type: <input checked="" type="checkbox"/> Professional Fund Raiser <input type="checkbox"/> Fund Raising Counsel <input type="checkbox"/> Commercial Co-Venturer	Name of FRP: W. DOUGLASS WINGO, INC	NY Registration Number: 32-67-74
	Mailing Address: 244 W 35TH ST #604A	Telephone: 212-244-4880
	City / State / ZIP: NEW YORK, NY 10001	

3. Contract Information

Contract Start Date: 01/01/2019	Contract End Date: 12/31/2019
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4. Description of Services

Services provided by FRP:
CONSULTATION ON SUSTAINABLE FUNDRAISING INFRASTRUCTURE.

5. Description of Compensation

Compensation arrangement with FRP: CONTRACT	Amount Paid to FRP: 33,000.
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6. Commercial Co-Venturer (CCV) Report

Yes No If services were provided by a CCV, did the CCV provide the charitable organization with the interim or closing report(s) required by Section 173(a) part 3 of the Executive Law Article 7A?