



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

ELBRIDGE STUART FOUNDATION

DBA STUART FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

500 WASHINGTON ST.

Room/suite

800

City or town, state, and ZIP code

SAN FRANCISCO, CA 94111

A Employer identification number

20-0882784

B Telephone number

415-393-1551

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization. ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 314,073,221. (Part I, column (d) must be on cash basis.)

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify) _____

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	25,367.	25,367.		
4 Dividends and interest from securities	6,280,425.	6,280,425.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,133,129.			
b Gross sales price for all assets on line 6a	133,117,822.			
7 Capital gain net income (from Part IV, line 2)		3,133,129.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,229,290.	555,459.		STATEMENT 1
12 Total. Add lines 1 through 11	10,668,211.	9,994,380.		
13 Compensation of officers, directors, trustees, etc	310,130.	31,013.		279,117.
14 Other employee salaries and wages	1,193,930.	134,434.		1,059,496.
15 Pension plans, employee benefits	522,917.	57,521.		465,397.
16a Legal fees STMT 2	12,580.	0.		12,580.
b Accounting fees STMT 3	185,082.	146,081.		39,000.
c Other professional fees STMT 4	4,800,113.	4,494,616.		305,497.
17 Interest				
18 Taxes STMT 5	<1,406,925.>	0.		0.
19 Depreciation and depletion	171,031.	17,103.		
20 Occupancy	417,318.	41,732.		375,586.
21 Travel, conferences, and meetings	270,461.	29,750.		240,710.
22 Printing and publications				
23 Other expenses STMT 6	255,563.	14,858.		3,117,102.
24 Total operating and administrative expenses. Add lines 13 through 23	6,732,200.	4,967,108.		5,894,485.
25 Contributions, gifts, grants paid	17,792,752.			15,919,286.
26 Total expenses and disbursements. Add lines 24 and 25	24,524,952.	4,967,108.		21,813,771.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<13,856,741.>			
b Net investment income (if negative, enter -0-)		5,027,272.		
c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

ELBRIDGE STUART FOUNDATION

Form 990-PF (2008)

DBA STUART FOUNDATION

20-0882784

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			693,534.	174,716.	174,716.
	3 Accounts receivable ▶ 8,384,876.					
	Less: allowance for doubtful accounts ▶			15,282,173.	8,384,876.	8,384,876.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges			104,376.	84,879.	84,879.
	10a Investments - U S and state government obligations					
	b Investments - corporate stock STMT 9			138,318,735.	38,756,801.	24,348,757.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			206,009,339.	292,617,826.	277,220,294.
	14 Land, buildings, and equipment basis ▶ 4,039,175.					
	Less: accumulated depreciation STMT 8 ▶ 179,476.			154,297.	3,859,699.	3,859,699.
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			360,562,454.	343,878,797.	314,073,221.
	17 Accounts payable and accrued expenses			636,593.	973,565.	
	18 Grants payable			4,884,095.	3,692,132.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶ STATEMENT 11)			1,971,925.	0.	
	23 Total liabilities (add lines 17 through 22)			7,492,613.	4,665,697.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			353,069,841.	339,213,100.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg, and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances			353,069,841.	339,213,100.		
31 Total liabilities and net assets/fund balances			360,562,454.	343,878,797.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	353,069,841.
2 Enter amount from Part I, line 27a	2	<13,856,741.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	339,213,100.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	339,213,100.

ELBRIDGE STUART FOUNDATION

Form 990-PF (2008)

DBA STUART FOUNDATION

20-0882784

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 133,117,822.		129,984,693.	3,133,129.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			3,133,129.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,133,129.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	18,733,242.	431,669,415.	.043397
2006	17,037,668.	379,413,864.	.044905
2005	15,804,967.	343,233,872.	.046047
2004	12,171,034.	211,522,949.	.057540
2003	17,599,946.	282,551,938.	.062289

2 Total of line 1, column (d)	2	.254178
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.050836
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	352,704,438.
5 Multiply line 4 by line 3	5	17,930,083.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,273.
7 Add lines 5 and 6	7	17,980,356.
8 Enter qualifying distributions from Part XII, line 4	8	21,813,771.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)	1	50,273.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	50,273.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	50,273.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	309,880.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	309,880.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	259,607.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input checked="" type="checkbox"/> 259,607. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2008)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.STUARTFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>STUART FOUNDATION</u> Telephone no ► <u>415-393-1551</u> Located at ► <u>500 WASHINGTON ST., SUITE 800, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

Form 990-PF (2008)

ELBRIDGE STUART FOUNDATION

Form 990-PF (2008)

DBA STUART FOUNDATION

20-0882784

Page 6

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		310,130.	63,666.	2,044.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID BARLOW	VP FINANCE & ADMIN			
500 WASHINGTON ST., #800, SAN FRANCISCO	40.00	199,438.	47,514.	239.
RHONNEL SOTELO	VP PROGRAM & OPERATIONS			
500 WASHINGTON ST., #800, SAN FRANCISCO	40.00	173,000.	59,219.	148.
TERI KOOK	DIRECTOR, CHILD WELFARE			
500 WASHINGTON ST., #800, SAN FRANCISCO	40.00	138,197.	28,514.	122.
SUSAN LITTLE	PROGRAM OFFICER			
500 WASHINGTON ST., #800, SAN FRANCISCO	32.00	102,984.	0.	0.
AMY FREEMAN	PROGRAM OFFICER			
500 WASHINGTON ST., #800, SAN FRANCISCO	40.00	87,534.	32,479.	94.

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

6

Form 990-PF (2008)

ELBRIDGE STUART FOUNDATION

Form 990-PF (2008)

DBA STUART FOUNDATION

20-0882784 Page 7

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MONTICELLO ASSOCIATES 1200 17TH ST, STE. 2600, DENVER, CO 80202	INVESTMENT CONSULTING	400,000.
TRUST COMPANY OF THE WEST 865 SO. FIGUEROA ST, SUITE 1800, LOS ANGELES,	FUND MANGEMENT	215,726.
TENASKA CAPITAL MANAGEMENT, LLC 1044 NO. 115ST, SUITE 400, OMAHA, NE 68154	FUND MANAGEMENT	200,000.
HOK GROUP, INC DEPT #2233, LOS ANGELES, CA 90084	ARCHITECTURE	184,743.
CAPITAL GUARDIAN TRUST CO 333 SOUTH HOPE STREET, LOS ANGELES, CA 90071	FUND MANAGEMENT	183,914.
Total number of others receiving over \$50,000 for professional services		15

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 BEGIN IMPLEMENTATION OF THE BLUE RIBBON COMMISSION ON CHILDREN IN FOSTER CARE (BRC) RECOMMENDATIONS. HOST A SUMMIT OF JUVENILE COURT LEADERS FROM LOCAL CHILD WELFARE AGENCIES.	50,000.
2 CO-SPONSOR THE 2008 NATIONAL CONVENING ON YOUTH PERMANENCY ON MAY 1 & 2, 2008 IN WASHINGTON, D.C. FUND TO PROVIDE SUPPORT FOR DELEGATIONS FROM THE STATES OF CA & WA TO PARTICIPATE.	25,000.
3 PROVIDE ESSENTIAL RESOURCES NEEDED TO REPLICATE, IN SEATTLE THE EARLY ENGAGEMENT & TRAINING EFFORTS THAT WERE SUCCESSFUL IN THE INFANT MENTAL HEALTH PILOT PROJECT IN KENT, WASHINGTON	25,000.
4 CO-SPONSOR THE CREATING A BLUEPRINT CONFERENCE, BLDG SUPPORT FOR STUDENTS FROM FOSTER CARE ON HIGHER EDUCATION CAMPUSES OCT 21-23 IN SAN JOSE, CA.	25,000.

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2008)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	89,376,565.
b	Average of monthly cash balances	1b	399,927.
c	Fair market value of all other assets	1c	268,299,080.
d	Total (add lines 1a, b, and c)	1d	358,075,572.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	358,075,572.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,371,134.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	352,704,438.
6	Minimum investment return. Enter 5% of line 5	6	17,635,222.

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

1	Minimum investment return from Part X, line 6	1	17,635,222.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	50,273.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	50,273.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,584,949.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	17,584,949.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,584,949.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	21,813,771.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	21,813,771.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	50,273.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,763,498.

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

Form **990-PF** (2008)

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				17,584,949.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			8,572,308.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: \$ 21,813,771.				
a Applied to 2007, but not more than line 2a			8,572,308.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				13,241,463.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				4,343,486.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter.

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 13

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year STATEMENT A, RECIPIENTS' ADDRESS AS SHOWN, IN STATEMENT A, CA 94111	NONE	501(C)(3)	AS SHOWN IN STATEMENT A	17792754.
Total			▶ 3a	17792754.
b Approved for future payment STATEMENT B, RECIPIENTS' ADDRESS AS SHOWN, IN STATEMENT B, CA 94111	NONE	501(C)(3)	AS SHOWN IN STATEMENT B	3,692,132.
Total			▶ 3b	3,692,132.

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

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

[illegible]

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

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here

Signature of officer or trustee

Date _____

PRESIDENT

➤ **Title**

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

HOOD & STRONG LLP, CPAs
100 FIRST STREET, 14 FL
SAN FRANCISCO, CA 94105

Date _____

9	15	10
---	----	----

Check if self-employed	
-------------------------------	--

Preparer's identifying number

EIN ►

Phone no (415) 781-0793

Form 990-PF (2008)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PASS-THROUGH INCOME - ALT INVESTMENTS		P	VARIOUS	VARIOUS
c PASS-THROUGH INCOME - ALT INVESTMENTS		P	VARIOUS	VARIOUS
d PASS-THROUGH INCOME - SHORT TERM		P	VARIOUS	VARIOUS
e DISPOSITION - PASS THROUGH INVESTMENTS		P	VARIOUS	VARIOUS
f OTHER		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 87,993,820.		89,626,284.	<1,632,464.>
b		2,746,499.	<2,746,499.>
c 2,835,465.			2,835,465.
d		6,814,357.	<6,814,357.>
e 42,083,522.		30,596,505.	11,487,017.
f 205,015.		201,048.	3,967.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,632,464.>
b			<2,746,499.>
c			2,835,465.
d			<6,814,357.>
e			11,487,017.
f			3,967.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,133,129.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	OTHER INCOME	STATEMENT	1
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBTI FROM PARTNERSHIPS	673,831.	0.	
OTHER INVESTMENT INCOME	555,459.	555,459.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,229,290.	555,459.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	12,580.	0.		12,580.
TO FM 990-PF, PG 1, LN 16A	12,580.	0.		12,580.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	185,082.	146,081.		39,000.
TO FORM 990-PF, PG 1, LN 16B	185,082.	146,081.		39,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	2,980,427.	2,980,427.		0.
INVESTMENT FUND EXPENSES	1,509,594.	1,509,594.		0.
CONSULTING FEES	264,143.	0.		264,143.
COMPUTER SERVICES	45,949.	4,595.		41,354.
TO FORM 990-PF, PG 1, LN 16C	4,800,113.	4,494,616.		305,497.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	<1,406,925.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<1,406,925.>	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS TECHNOLOGY	24,185.	2,419.		21,767.
OFFICE SUPPLIES	52,708.	5,271.		47,437.
POSTAGE	4,443.	444.		3,998.
INSURANCE	35,011.	0.		35,011.
BUILDING/EQUIP MAINTENANCE	5,746.	575.		5,171.
OTHER EXPENSES	40,534.	4,053.		36,480.
TEMPS	68,492.	0.		68,492.
OPERATING LEASES	9,678.	968.		8,710.
SUBSCRIPTIONS/BOOKS	195.	21.		174.
MEMBERSHIP DUES	4,101.	0.		4,101.
STAFF/PROFESSIONAL DEVELOPMENT	5,905.	650.		5,255.
CAPITAL PURCHASES < \$500	4,565.	457.		4,110.
LEASEHOLD IMPROVEMENTS	0.	0.		2,876,396.
TO FORM 990-PF, PG 1, LN 23	255,563.	14,858.		3,117,102.

FOOTNOTES	STATEMENT	7
-----------	-----------	---

REASON FOR AMENDING

THE RETURN IS BEING AMENDED TO PROPERLY REPORT EXPENDITURES FOR IMPROVEMENTS THAT FURTHER THE FOUNDATION'S CHARITABLE PURPOSE AS QUALIFYING DISTRIBUTIONS AS DEFINED IN IRC SECTION 4942(G)(1)(B).

THE \$2,876,396 IN EXPENDITURES FOR IMPROVEMENTS HAS BEEN INCLUDED IN COLUMN (D) OF PAGE 1 OF THE FOUNDATION'S 2008 FORM 990. AS ORIGINALLY FILED, THESE EXPENDITURES WERE NOT INCLUDED AS QUALIFYING DISTRIBUTIONS.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTERS & EQUIPMENT	189,955.	82,298.	107,657.	107,657.
FURNITURE & FINE ART	836,943.	42,283.	794,660.	794,660.
LEASEHOLD IMPROVEMENTS	2,931,292.	54,895.	2,876,397.	2,876,397.
CONSTRUCTION IN PROGRESS	80,985.	0.	80,985.	80,985.
TO 990-PF, PART II, LN 14	4,039,175.	179,476.	3,859,699.	3,859,699.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	19,301,235.	11,701,739.
INTERNATIONAL EQUITIES	19,455,566.	12,647,018.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,756,801.	24,348,757.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	283,703,432.	268,632,834.
SHORT TERM INVESTMENTS	COST	8,914,394.	8,587,460.
TOTAL TO FORM 990-PF, PART II, LINE 13		292,617,826.	277,220,294.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAXES	1,666,925.	0.
EXCISE TAX PAYABLE	305,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,971,925.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTY PICHEL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	PRESIDENT 60.00	310,130.	63,666.	2,044.
DWIGHT L. STUART, JR. 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	CHAIRMAN 5.00	0.	0.	0.
DAVIS CAMPBELL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	DIRECTOR 5.00	0.	0.	0.
ELBRIDGE H. STUART, III 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	TREASURER 5.00	0.	0.	0.
STUART LUCAS 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VICE-CHAIRMAN 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		310,130.	63,666.	2,044.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRISTY PICHEL, PRESIDENT, STUART FOUNDATION
500 WASHINGTON ST., #800
SAN FRANCISCO, CA 94111

TELEPHONE NUMBER

415-393-1551

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION PROCESS - PLEASE FOLLOW OUR SEVEN-STEP PROCESS:

STEP 1: PLEASE REVIEW OUR PROGRAM OBJECTIVES, KEY ELEMENTS, AND LIST OF PREVIOUS GRANTS TO DETERMINE WHETHER YOUR PROGRAM FITS WITHIN ALL OR MOST OF OUR STATED GUIDELINES.

STEP 2: PLEASE SEND US A LETTER OF INQUIRY (LOI). PLEASE FOLLOW THE GUIDELINES ON OUR WEBSITE ("PREPARING AN EFFECTIVE LOI"). WE WILL CONTACT YOU WITHIN 30 DAYS.

STEP 3: A PROGRAM OFFICER WILL CONTACT YOU TO INVITE YOU TO SUBMIT A PROPOSAL.

STEP 4: YOUR PROGRAM OFFICER WILL DIRECT YOU TO SPECIFIC PROPOSAL GUIDELINES FOR THE APPROPRIATE PROGRAM AREA.

STEP 5: A PROGRAM OFFICER WILL HELP YOU STRENGTHEN YOUR PROPOSAL.

STEP 6: A PROGRAM OFFICER WILL CONDUCT THE NECESSARY DUE DILIGENCE.

STEP 7: THE BOARD OF THE STUART FOUNDATION WILL EVALUATE YOUR PROPOSAL.

ANY SUBMISSION DEADLINES

LETTERS OF INQUIRY ARE REVIEWED REGULARLY AND APPLICANTS ARE NOTIFIED OF A DECISION WITHIN 60 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ELIGIBLE ORGANIZATIONS MUST QUALIFY AS A LEGAL ENTITY AND MUST, IN MOST CASES, HAVE CURRENT TAX-EXEMPT STATUS AS DESCRIBED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OTHER THAN PRIVATE FOUNDATIONS. THE STUART FOUNDATION DOES NOT FUND CAPITAL CAMPAIGNS OR PROJECTS WHOSE BENEFICIARIES ARE OUTSIDE THE STATES OF CALIFORNIA AND WASHINGTON.

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Beg. and End. of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2008

2008 Grants Paid

Ref #	Grantee Legal Name	Payee Contact Primary Address	Tax Status	Current Pymt=1 Future Pymt=2,3,4	Payment Date	Schedule Date	Program Area	Amount	Request Disposition Date
2007-474 2	Alex Smith Foundation	5500 Campanile Drive San Diego, CA 92182-4119	501c(3)	1	12/17/2008	12/1/2008	Child Welfare	\$100,000 00	12/1/2008
2008-883	Alliance for Education	509 Olive Way, Suite 500 Seattle, WA 98101-2557	501c(3)	1	10/2/2008	9/1/2008	Education	\$254,000 00	9/12/2008
2008-1038	American Institutes for Research in the Behavioral Sciences	1000 Thomas Jefferson Street Washington, DC 20007	501c(3)	1	12/17/2008	12/1/2008	Education	\$50,000 00	12/10/2008
2008-1096	American Youth Work Center	1331 H Street, Suite 701 Washington, DC 20005	501c(3)	1	12/15/2008	12/1/2008	Child Welfare	\$1,091 50	12/3/2008
2008-795 1	American Youth Work Center	1331 H Street, Suite 701 Washington, DC 20005	501c(3)	1	10/2/2008	9/1/2008	Child Welfare	\$50,000 00	9/12/2008
2008-0928	Ansible Software	1937 Capistrano Avenue 3rd Floor, Suite B Berkeley, CA 94707	For Profit	1	9/24/2008	9/1/2008	Child Welfare	\$9,800 00	9/4/2008
2008-0987	Bay Area Blacks in Philanthropy	200 Pine Street San Francisco, CA 94104	501c(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$2,000 00	12/3/2008
2006-488 2	Bay Area Video Coalition, Inc	2727 Mariposa Street, 2nd Floor San Francisco, CA 94110	501c(3)	1	4/10/2008	3/14/2008	Youth & Communities	\$75,000 00	3/21/2008
2008-0645	Bay Area Youth Centers	22245 Main Street, Suite 200 Hayward, CA 94541-4028	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$50 00	2/14/2008
2008-1067	Best Friends Animal Society	5001 Angel Canyon Road Kanab, UT 84741	501c(3)	1	12/11/2008	12/1/2008	Board Special Interest	\$5,000 00	12/3/2008
2008-0646	Breakthrough Collaborative	545 Sansome Street, Suite 700 San Francisco, CA 94111	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$1,500 00	2/14/2008
2008-0991	Breast Cancer Fund	1388 Sutter Street, Suite 400 San Francisco, CA 94109-5400	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$500 00	12/3/2008
2008-0992	Breast Cancer Research Foundation	60 East 56th Street, 8th Floor New York, NY 10022	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$500 00	12/3/2008
2006-526 2	Business United in Investing, Lending and Development	1600 Adams Drive Menlo Park, CA 94025	501c(3)	1	12/11/2008	12/1/2008	Youth & Communities	\$75,000 00	12/3/2008
2008-0733	Cabrillo Music Theatre Inc	3625 E Thousand Oaks Boulevard Thousand Oaks, CA 91362	501c(3)	1	4/3/2008	4/1/2008	Board Special Interest	\$15,000 00	3/21/2008
2006-425 2	California Council for the Humanities	312 Sutter Street, Suite 601 San Francisco, CA 94108	501c(3)	1	4/17/2008	3/14/2008	Youth & Communities	\$25,000 00	3/20/2008
2006-552 2	California Court Appointed Special Advocate Association	660 13th Street, Suite 300 Oakland, CA 94612-1241	501c(3)	1	4/10/2008	3/28/2008	Child Welfare	\$240,000 00	3/20/2008
2008-884	California Department of Social Services	744 P Street, Mail Station 14-78 Sacramento, CA 95814	Government entity	1	12/15/2008	4/1/2008	Child Welfare	\$200,000 00	3/21/2008
2008-1069	California School Boards Foundation	3100 Beacon Boulevard West Sacramento, CA 95691	501c(3)	1	12/11/2008	12/1/2008	Board Special Interest	\$5,000 00	12/3/2008
2006-281 2	California State University Fresno Foundation	4910 North Chestnut Street Fresno, CA 93710	501c(3)	1	5/29/2008	3/21/2008	Youth & Communities	\$80,000 00	3/21/2008
2008-813	California State University Fresno Foundation	4910 North Chestnut Street Fresno, CA 93710	501c(3)	1	9/3/2008	6/1/2008	Child Welfare	\$25,300 00	6/30/2008
2006-553 2	California Youth Connections	604 Mission Street, 9th Floor San Francisco, CA 94105	501c(3)	1	4/10/2008	4/1/2008	Child Welfare	\$225,000 00	3/20/2008
2008-0956	Camp Korey	28901 NE Carnation Farm Road Carnation, WA 98014	501c(3)	1	9/29/2008	9/1/2008	Board Special Interest	\$75,000 00	9/12/2008
2006-434 2	Campaign for College Opportunity	663 13th Street, First Floor Oakland, CA 94612	501c(3)	1	4/10/2008	3/14/2008	Youth & Communities	\$100,000 00	3/21/2008

2008-684	Center for Effective Philanthropy, Inc	675 Massachusetts Avenue, 7th Floor Cambridge, MA 02139	501c(3)	1	4/25/2008	4/1/2008	Foundation Special Interest	\$50,000 00	3/21/2008
2006-470 3	Center for Strengthening the Teaching Profession	P O Box 7052 Tacoma, WA 98417	501c(3)	1	12/11/2008	12/5/2008	Education	\$500,000 00	12/3/2008
2008-743	Center for Teaching Quality Inc.	500 Millstone Drive, Suite 102 Hillsborough, NC 27278	501c(3)	1	8/18/2008	7/1/2008	Education	\$50,000 00	7/17/2008
2008-1013 1	Center for the Future of Teaching and Learning	133 Mission Street, Suite 220 Santa Cruz, CA 95060	501c(3)	1	12/11/2008	11/1/2008	Child Welfare	\$95,000 00	11/12/2008
2008-923	Center for the Future of Teaching and Learning	133 Mission Street, Suite 220 Santa Cruz, CA 95060	501c(3)	1	10/15/2008	9/1/2008	Education	\$25,000 00	9/23/2008
2008-734	Center for the Study of Social Policy	1575 I Street NW, Suite 500 Washington, DC 20005	501c(3)	1	4/10/2008	4/1/2008	Child Welfare	\$25,000 00	4/10/2008
2008-0788	Child and Family Policy Institute	925 L Street, Suite 350 Sacramento, CA 95814	501c(3)	1	6/13/2008	5/1/2008	Child Welfare	\$15,000 00	6/10/2008
2008-882	Child and Family Policy Institute	925 L Street, Suite 350 Sacramento, CA 95814	501c(3)	1	12/11/2008	11/1/2008	Child Welfare	\$50,000 00	12/3/2008
2008-840 1	Child Trends Incorporated	4301 Connecticut Avenue, N W , Suite 350 Washington, DC 20008	501c(3)	1	12/11/2008	12/1/2008	Child Welfare	\$150,000 00	12/3/2008
2009-012	Children and Family Futures, Inc	4940 Irvine Blvd , Suite 202 Irvine, CA 92620	501c(3)	1	12/15/2008	12/1/2008	Child Welfare	\$40,000 00	12/9/2008
2008-1095	Children and Youth Justice Center	615 2nd Avenue, Suite 275 Seattle, WA 98104	501c(3)	1	12/15/2008	12/1/2008	Child Welfare	\$25,000 00	12/11/2008
2008-630	Children and Youth Justice Center	615 2nd Avenue, Suite 275 Seattle, WA 98104	501c(3)	1	4/25/2008	4/1/2008	Child Welfare	\$147,225 00	3/21/2008
2008-816	Children Now	1212 Broadway, 5th Floor Oakland, CA 94612	501c(3)	1	7/24/2008	7/1/2008	Education	\$100,000 00	6/28/2008
2008-972	Children's Home Society of Washington	P O Box 15190 Seattle, WA 98115-0190	501c(3)	1	12/11/2008	11/1/2008	Child Welfare	\$20,000 00	12/3/2008
2005-249 3	City Year Inc	142 West Santa Clara Street San Jose, CA 95113	501c(3)	1	4/17/2008	3/7/2008	Youth & Communities	\$125,000 00	3/21/2008
2006-004 3	City Year, Inc	2203 23rd Avenue South, Suite #101 Seattle, WA 98144	501c(3)	1	4/17/2008	3/7/2008	Youth & Communities	\$150,000 00	3/21/2008
2008-0729	Code 3 Associates, Inc	P O Box 1128 Ene, CO 80516	501c(3)	1	4/3/2008	4/1/2008	Board Special Interest	\$40,000 00	3/21/2008
2006-571 2	College Success Foundation	1605 NW Sammamish Road, Suite 100 Issaquah, WA 98027	501c(3)	1	4/17/2008	4/1/2008	Child Welfare	\$115,000 00	3/20/2008
2008-835	Community Foundation Sonoma County	250 D Street, Suite 205 Santa Rosa, CA 95404		1	6/26/2008	6/1/2008	Child Welfare	\$20,000 00	6/10/2008
2006-256 3	Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104-3229	501c(3)	1	12/11/2008	12/1/2008	Education	\$300,000 00	12/1/2008
2008-0644	Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104-3229	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$100 00	2/14/2008
2008-0803	Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104-3229	501c(3)	1	7/10/2008	7/1/2008	Child Welfare	\$10,000 00	7/7/2008
2008-1082	Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104-3229	501c(3)	1	12/15/2008	12/1/2008	Child Welfare	\$50,000 00	12/11/2008
2008-624	Community Initiatives	354 Pine Street, Suite 700 San Francisco, CA 94104-3229	501c(3)	1	2/14/2008	2/1/2008	Child Welfare	\$36,000 00	1/14/2008
2006-188 3	Community Partners	719 Georgina Avenue Santa Monica, CA 90402	501c(3)	1	9/29/2008	9/1/2008	Youth & Communities	\$50,000 00	9/12/2008
2008-815	Community Partners	1000 North Alameda Street, Suite 240 Los Angeles, CA 90012	501c(3)	1	10/24/2008	9/1/2008	Youth & Communities	\$50,000 00	9/10/2008
2008-0750	Community Schools Collaboration	16256 Military Road South, Suite 102 SeaTac, WA 98168	501c(3)	1	4/10/2008	4/1/2008	Youth & Communities	\$10,958 00	4/10/2008
2008-742 1	Community Schools Collaboration	16256 Military Road South, Suite 102 SeaTac, WA 98168	501c(3)	1	10/2/2008	9/1/2008	Education	\$85,000 00	9/12/2008
2008-794	CompassPoint Nonprofit Services	731 Market Street, 5th Floor San Francisco, CA 94103	501c(3)	1	6/5/2008	5/1/2008	Foundation Special Interest	\$10,000 00	5/28/2008
2008-649	Council on Foundations	2121 Crystal Drive, Suite 700 Arlington, VA 22202-3706	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$34,500 00	1/29/2008

2008-1108	Davis Community Meals	P O Box 72463 Davis, CA 95617	501c(3)	1	12/15/2008	12/1/2008	Board Special Interest	\$5,000 00	12/11/2008
2008-0779	Ecology Center of San Francisco	4737 Irving Street San Francisco, CA 94122	501c(3)	1	7/3/2008	7/1/2008	Foundation Special Interest	\$2,500 00	6/28/2008
2008-0826	Ecology Center of San Francisco	4737 Irving Street San Francisco, CA 94122	501c(3)	1	6/13/2008	5/1/2008	Foundation Special Interest	\$2,500 00	6/6/2008
2006-254 3	Emery Education Foundation	P O Box 8926 Emeryville, CA 94662	501c(3)	1	10/15/2008	9/5/2008	Education	\$200,000 00	9/12/2008
2006-254 3	Emery Education Foundation	P O Box 8926 Emeryville, CA 94662	501c(3)	2	10/15/2008	9/5/2008	Education	\$200,000 00	9/12/2008
2008-885	Envision Schools	185 Berry Street, Suite 220 San Francisco, CA 94107	501c(3)	1	10/15/2008	9/1/2008	Education	\$250,000 00	9/12/2008
2008-1019	Filipino-American Development Foundation	1010 Mission Street, Suite B San Francisco, CA 94103	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$4,000 00	12/3/2008
2008-0983	First Graduate	Presidio of San Francisco P O Box 29415 San Francisco, CA 94129	501c(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$5,000 00	12/3/2008
2008-0847	First Place for Youth	519 17th Street, Suite 600 Oakland, CA 94612	501c(3)	1	6/13/2008	6/1/2008	Foundation Special Interest	\$200 00	6/9/2008
2008-994 1	First Place for Youth	519 17th Street, Suite 600 Oakland, CA 94612	501c(3)	1	12/11/2008	12/1/2008	Child Welfare	\$150,000 00	12/3/2008
2008-839 1	Foster A Dream	4585 Pacheco Boulevard, Suite 110 Martinez, CA 94553	501c(3)	1	9/29/2008	9/1/2008	Child Welfare	\$75,000 00	9/12/2008
2008-929	Foundation Center	312 Sutter Street, Suite 606 San Francisco, CA 94108-4323	501c(3)	1	10/23/2008	9/1/2008	Foundation Special Interest	\$5,500 00	9/23/2008
2008-971	Foundation for California Community Colleges	1102 Q Street, Suite 3500 Sacramento, CA 95811	501c(3)	1	12/11/2008	11/1/2008	Child Welfare	\$25,000 00	12/3/2008
2008-1017	Francis W Parker School	330 West Webster Chicago, IL 60614	501c(3)	1	12/15/2008	11/1/2008	Board Special Interest	\$10,000 00	12/3/2008
2008-827 1	Fresno County Department of Children and Family Services	2011 Fresno Street, Suite 301 Fresno, CA 93721-1722	Government entity	1	10/15/2008	9/1/2008	Child Welfare	\$150,000 00	8/18/2008
2008-1040	Fresno County Office of Education	Governor's Committee on Education Excellence 1121 L Street, Suite 600 Sacramento, CA 95814	Government entity	1	11/20/2008	11/1/2008	Education	\$50,000 00	11/4/2008
2008-870	Fresno County Office of Education	1111 Van Ness Avenue Fresno, CA 93721	Government entity	1	7/16/2008	7/1/2008	Education	\$50,000 00	7/8/2008
2005-475 3	Fulfillment Fund	6100 Wilshire Blvd , Suite 600 Los Angeles, CA 90048	501c(3)	1	9/29/2008	9/1/2008	Youth & Communities	\$100,000 00	9/12/2008
2008-945 1	Full Circle Fund	2601 Mission Street, Suite 901 San Francisco, CA 94110	501c(3)	1	12/15/2008	12/1/2008	Education	\$120,000 00	12/3/2008
2008-712	Fusion Partnerships, Inc	1601 Guilford Avenue Baltimore, MD 21202	501c(3)	1	4/17/2008	4/1/2008	Education	\$27,500 00	4/3/2008
2008-1106	Global Green USA	2218 Main Street, 2nd Floor Santa Monica, CA 90405	501c(3)	1	12/15/2008	12/1/2008	Foundation Special Interest	\$1,000 00	12/11/2008
2008-777	Grantmakers for Children Youth and Families Inc	8757 Georgia Avenue, Suite 540 Silver Spring, MD 20910	501c(3)	1	5/1/2008	4/1/2008	Foundation Special Interest	\$5,000 00	4/29/2008
2008-740	Grantmakers for Education	720 SW Washington Street, Suite 605 Portland, OR 97205	501c(3)	1	4/10/2008	4/1/2008	Foundation Special Interest	\$5,000 00	4/10/2008
2008-662	Grants Managers Network, Inc	141 Homestead Avenue Metairie, LA 70005-3703	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$1,500 00	2/15/2008
2008-656	Grossmont-Cuyamaca Community College District Auxiliary Organization	8800 Grossmont College Drive El Cajon, CA 92020	501c(3)	1	2/14/2008	2/1/2008	Child Welfare	\$28,600 00	2/1/2008
2008-863 1	Grossmont-Cuyamaca Community College District Auxiliary Organization	Cal-PASS 5836 East Naples Plaza Long Beach, CA 90803	501c(3)	1	10/15/2008	9/1/2008	Child Welfare	\$200,000 00	9/12/2008
2008-822 1	Highline Public Schools	15675 Ambaum Boulevard SW Bunien, WA 98166	School public/district /university	1	10/15/2008	9/1/2008	Education	\$450,000 00	9/12/2008
2008-1028	Hilmar Allsports Boosters	P O Box 871 Hilmar, CA 95324	501c(3)	1	12/4/2008	11/1/2008	Foundation Special Interest	\$2,500 00	12/3/2008

2007-100 2	Institute for College Access and Success, Inc	2054 University Avenue, Suite 500 Berkeley, CA 94704	501(c)(3)	1	10/2/2008	9/1/2008	Child Welfare	\$125,000 00	9/12/2008
2007-239 2	Interface Children Family Services	1305 Del Norte Road Suite 130 Camarillo, CA 93010-8436	501(c)(3)	1	12/15/2008	11/30/2008	Child Welfare	\$144,000 00	12/2/2008
2008-0672	Jones Memorial Foundation, Inc	1975 Post Street San Francisco, CA 94115	501(c)(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$7,000 00	2/14/2008
2008-0683	Judicial Council of California, Administrative Office of the Courts	455 Golden Gate Avenue San Francisco, CA 94102-3660	Government entity	1	2/22/2008	2/1/2008	Child Welfare	\$25,000 00	2/19/2008
2008-0897	Judicial Council of California, Administrative Office of the Courts	455 Golden Gate Avenue San Francisco, CA 94102-3688	Government entity	1	9/10/2008	8/1/2008	Child Welfare	\$50,000 00	9/9/2008
2007-316 2	Juma Ventures	131 Steuart Street, Suite 201 San Francisco, CA 94105	501(c)(3)	1	12/11/2008	12/2/2008	Child Welfare	\$100,000 00	12/2/2008
2006-486 2	Just Think Foundation	539 Bryant Street, #304 San Francisco, CA 94129	501(c)(3)	1	4/17/2008	3/1/2008	Youth & Communities	\$75,000 00	3/21/2008
2008-0958	Legacy Charter School	4217 West 18th Street North Building Chicago, IL 60623	501(c)(3)	1	9/24/2008	9/1/2008	Board Special Interest	\$10,000 00	9/12/2008
2008-610	Los Angeles City College Foundation	855 N Vermont Avenue Los Angeles, CA 90029	501(c)(3)	1	5/9/2008	2/1/2008	Child Welfare	\$45,000 00	4/22/2008
2007-180 2	Loyola Marymount University Univ CC	Loyola Marymount School of Education 1 LMU Drive Los Angeles, CA 90045-2659	501(c)(3)	1	10/15/2008	9/1/2008	Education	\$300,000 00	9/11/2008
2008-1020	Manilatown Heritage Foundation	953 Mission Street, Suite 30 San Francisco, CA 94103	501(c)(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$4,000 00	12/3/2008
2005-303 3	Media Arts Center San Diego	921 25th Street San Diego, CA 92102	501(c)(3)	1	4/17/2008	3/21/2008	Youth & Communities	\$50,000 00	3/21/2008
2008-862 1	Mental Health Advocacy Services, Inc.	3255 Wilshire Boulevard, Suite 902 Los Angeles, CA 90010	501(c)(3)	1	9/24/2008	9/1/2008	Child Welfare	\$175,000 00	3/20/2008
2007-458 2	Mockingbird Society	2100 24th Avenue Street, Suite 240 Seattle, WA 98144	501(c)(3)	1	12/15/2008	11/30/2008	Child Welfare	\$150,000 00	12/2/2008
2007-542 1	National Board for Professional Teaching Standards, Inc.	1525 Wilson Boulevard, Suite 500 Arlington, VA 22209	501(c)(3)	1	4/25/2008	4/1/2008	Education	\$500,000 00	3/20/2008
2008-913	National Center for Youth Law	405 14th Street, 15th Floor Oakland, CA 94612	501(c)(3)	1	8/18/2008	8/1/2008	Child Welfare	\$20,000 00	8/12/2008
2008-1015	National Foundation for Ectodermal Dysplasias	410 East Main Street P O Box 114 Mascoutah, IL 62258-0114	501(c)(3)	1	12/15/2008	12/1/2008	Board Special Interest	\$5,000 00	12/3/2008
2005-202 3	Naturebridge	28 Geary Street, Suite 650 San Francisco, CA 94108	501(c)(3)	1	4/10/2008	3/7/2008	Youth & Communities	\$100,000 00	3/21/2008
2006-494 2	New Futures	P O Box 66958 630 149th Street, SW Burien, WA 98146	501(c)(3)	1	4/17/2008	3/14/2008	Youth & Communities	\$150,000 00	3/20/2008
2008-824 1	New Visions Foundation	3131 Olympic Boulevard Santa Monica, CA 90404	501(c)(3)	1	9/29/2008	9/1/2008	Child Welfare	\$100,000 00	9/12/2008
2008-0871	Niroga Institute	111 Fairmount Avenue Oakland, CA 94611	501(c)(3)	1	7/16/2008	7/1/2008	Foundation Special Interest	\$50 00	7/15/2008
2008-693	Northern California Grantmakers	625 Market Street, 15th Floor San Francisco, CA 94105	501(c)(3)	1	2/28/2008	3/1/2008	Foundation Special Interest	\$10,000 00	2/19/2008
2008-694	Northern California Grantmakers	625 Market Street, 15th Floor San Francisco, CA 94105	501(c)(3)	1	2/28/2008	3/1/2008	Foundation Special Interest	\$12,000 00	2/26/2008
2008-0957	NPR Foundation	635 Massachusetts Avenue NW Washington, DC 20001	501(c)(3)	1	9/24/2008	9/1/2008	Board Special Interest	\$10,000 00	9/12/2008
2008-0985	Oakland Police Activities League	9600 Sunnyside Street Oakland, CA 94607	501(c)(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$2,000 00	12/3/2008
2007-337 2	Occidental Arts and Ecology Center	15290 Coleman Valley Road Occidental, CA 95465	501(c)(3)	1	12/11/2008	12/1/2008	Youth & Communities	\$50,000 00	12/2/2008
2008-660	Orange County Social Services Agency	800 North Eckhoff Orange, CA 92868	Government entity	1	4/25/2008	4/1/2008	Child Welfare	\$85,000 00	3/21/2008
2006-373 3	Outward Bound Inc.	247 West 35th Street, 8th Floor New York, NY 10001	501(c)(3)	1	12/17/2008	12/5/2008	Education	\$320,000 00	12/2/2008

2007-020 2	Pacific News Service	275 9th Street San Francisco, CA 94103	501c(3)	1	4/10/2008	3/14/2008	Youth & Communities	\$100,000 00	3/20/2008
2007-234 2	Pacoima Beautiful	11243 Glenoaks Boulevard, Suite 1 Pacoima, CA 91331	501c(3)	1	9/29/2008	9/12/2008	Youth & Communities	\$50,000 00	9/12/2008
2007-449	Parent Services Project Inc	79 Belvedere Street, Suite 101 San Rafael, CA 94901	501c(3)	1	3/14/2008	2/1/2008	Youth & Communities	\$45,000 00	2/14/2008
2008-0855	Pasadena Educational Foundation	351 South Hudson Avenue Pasadena, CA 91109	501c(3)	1	6/19/2008	6/1/2008	Foundation Special Interest	\$300 00	6/16/2008
2008-0989	Peninsula Humane Society & SPCA	12 Airport Boulevard San Mateo, CA 94401-1006	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$500 00	12/3/2008
2008-1066	People Resources Inc	40 N East Street, Suite C Woodland, CA 95776	501c(3)	1	12/11/2008	12/1/2008	Board Special Interest	\$7,500 00	12/3/2008
2008-1016	Pets Are Wonderful Support-Los Angeles	1545 N Argyle Avenue Hollywood, CA 90028	501c(3)	1	12/15/2008	11/1/2008	Board Special Interest	\$10,000 00	12/3/2008
2008-695	Philanthropy Northwest	2101 Fouth Avenue, Suite 650 Seattle, WA 98121	501c(3)	1	2/28/2008	2/1/2008	Foundation Special Interest	\$4,560 00	2/20/2008
2008-776	Philanthropy Roundtable	1150 17th Street NW, Suite 503 Washington, DC 20036	501c(3)	1	5/9/2008	4/1/2008	Foundation Special Interest	\$1,000 00	4/29/2008
2008-622	Pilipino Workers Center of Southern California	153 Glendale Boulevard, 2nd Floor Los Angeles, CA 90026	501c(3)	1	3/13/2008	2/1/2008	Youth & Communities	\$20,000 00	2/14/2008
2008-0993	Pitman High School Football Boosters CA Nonprofit Benefit Corp	2930 Geer Road - PMB #205 Turlock, CA 95382	501c(3)	1	12/4/2008	11/1/2008	Foundation Special Interest	\$2,500 00	12/3/2008
2007-235 2	Project Grad Los Angeles Inc.	10625 Erwin Street North Hollywood, CA 91606	501c(3)	1	10/2/2008	9/1/2008	Youth & Communities	\$120,000 00	9/12/2008
2005-335 3	Public Counsel	P O Box 76900 Los Angeles, CA 90076-0900	501c(3)	1	4/17/2008	3/7/2008	Child Welfare	\$175,000 00	4/20/2008
2002-311 7	Public Health Institute	555 12th Street, 10th Floor Berkeley, CA 94607-4046	501c(3)	1	9/29/2008	9/1/2008	Child Welfare	\$500,000 00	9/12/2008
2008-838 1	Public Policy Institute of California	500 Washington Street, Suite 600 San Francisco, CA 94111	501c(3)	1	10/15/2008	9/1/2008	Child Welfare	\$125,000 00	9/12/2008
2005-033 4	Rainier Scholars	2100 24th Avenue South, Suite 210 Seattle, WA 98144	501c(3)	1	12/15/2008	12/1/2008	Youth & Communities	\$150,000 00	12/2/2008
2008-1112	Redwood Empire Food Bank	3320 Industrial Drive Santa Rosa, CA 95403	501c(3)	1	12/19/2008	12/1/2008	Foundation Special Interest	\$200 00	12/18/2008
2006-401 2	Reel Grls Inc	P O Box 12251 Seattle, WA 98102	501c(3)	1	4/10/2008	3/14/2008	Youth & Communities	\$75,000 00	3/20/2008
2008-0744	Reel Grls Inc	P O Box 12251 Seattle, WA 98102	501c(3)	1	4/17/2008	4/1/2008	Youth & Communities	\$24,000 00	4/16/2008
2008-0663	Regents of the University of California, at Berkeley	2195 Hearst Avenue, Room 130 Berkeley, CA 94720-1103	501c(3)	1	2/22/2008	2/1/2008	Youth & Communities	\$15,000 00	2/19/2008
2008-1002 1	Regents of the University of California, at Berkeley	School of Social Welfare Marchant Building, Suite 420 6701 San Pablo Avenue Berkeley, CA 94720-7420	501c(3)	1	12/19/2008	11/1/2008	Child Welfare	\$75,000 00	9/12/2008
2008-623	Regents of the University of California, at Berkeley	School of Social Welfare Marchant Building, Suite 420 6701 San Pablo Avenue Berkeley, CA 94720-7420	501c(3)	1	6/13/2008	4/1/2008	Child Welfare	\$85,000 00	3/21/2008
2008-689	Regents of the University of California, at Berkeley	School of Social Welfare 120 Haviland Hall Berkeley, CA 94720-7400	501c(3)	1	6/13/2008	4/1/2008	Child Welfare	\$50,000 00	3/21/2008
2006-333 3	Regents of the University of California, Berkeley	2150 Shattuck Avenue, Room 313 Berkeley, CA 94704-5940	501c(3)	1	9/29/2008	9/12/2008	Education	\$100,000 00	9/12/2008
2008-0946	Regents of the University of California, Berkeley	316 Wurster Hall #1870 Berkeley, CA 94720-1870	501c(3)	1	9/24/2008	9/1/2008	Education	\$11,851 00	9/23/2008
2008-960 1	Regents of the University of California, Berkeley	3645 Tolman Hall Berkeley, CA 94720	501c(3)	1	12/15/2008	12/1/2008	Education	\$150,000 00	12/3/2008
2008-760 1	Regents of the University of California, Davis	Cashier's Office P O Box 989062 West Sacramento, CA 95798-9062	501c(3)	1	9/3/2008	7/1/2008	Education	\$50,000 00	5/28/2008

2007-594 1	Regents of the University of California, Los Angeles	1041 Moore Hall, Box 951521 Los Angeles, CA 90095-1521	501c(3)	1	10/2/2008	9/1/2008	Youth & Communities	\$75,000 00	9/12/2008
2008-0726	Ronald McDonald House Charities of Denver, Inc	1300 East 21st Avenue Denver, CO 80205	501c(3)	1	4/3/2008	4/1/2008	Board Special Interest	\$10,000 00	3/21/2008
2008-1107	Ronn Gudi Foundation for the Performing Arts	2626 Hamson Street Oakland, CA 94612	501c(3)	1	12/15/2008	12/1/2008	Foundation Special Interest	\$500 00	12/11/2008
2008-1030	Rx for Reading	2023 South Union Avenue Los Angeles, CA 90007	501c(3)	1	12/11/2008	1/1/2008	Board Special Interest	\$14,000 00	12/3/2008
2008-825 1	Sacramento County Office of Education	10474 Mather Boulevard P O Box 269003 Sacramento, CA 95826-9003	Government entity	1	8/7/2008	7/1/2008	Child Welfare	\$150,000 00	3/21/2008
2005-462 3	Salesian Boys and Girls Club of Los Angeles	3218 Wabash Avenue Los Angeles, CA 90063	501c(3)	1	9/29/2008	9/1/2008	Youth & Communities	\$50,000 00	9/11/2008
2008-654	San Diego County, Health and Human Services Agency	6950 Levant Street San Diego, CA 92111	Government entity	1	3/7/2008	2/1/2008	Child Welfare	\$50,000 00	2/1/2008
2008-686 1	San Diego County, Health and Human Services Agency	6950 Levant Street San Diego, CA 92111	Government entity	1	5/1/2008	4/1/2008	Child Welfare	\$100,000 00	3/21/2008
2007-554	San Francisco Education Fund	47 Kearny Street, Suite 200 San Francisco, CA 94108	501c(3)	1	3/14/2008	2/1/2008	Education	\$40,000 00	2/14/2008
2007-590 1	San Francisco Human Services Agency	170 Otis Street, 8th Floor San Francisco, CA 94103	Government entity	1	4/17/2008	7/1/2008	Child Welfare	\$100,000 00	3/21/2008
2008-659	San Francisco Human Services Agency	170 Otis Street, 8th Floor San Francisco, CA 94103	Government entity	1	4/17/2008	4/1/2008	Child Welfare	\$110,000 00	3/21/2008
2008-700	Sandy Gulch Park and Recreation Council	P O Box 254 Rail Road Flat, CA 95248	501c(3)	1	6/26/2008	6/1/2008	Child Welfare	\$4,000 00	6/10/2008
2008-0778	Schoolcare	1563 Solano Avenue, Box 537 Albany, CA 94707-2116	501c(3)	1	5/1/2008	4/1/2008	Foundation Special Interest	\$50 00	5/1/2008
2008-894 1	Seattle University	901 12th Avenue P O Box 222000 Seattle, WA 98122-1090	501c(3)	1	12/17/2008	12/1/2008	Education	\$150,000 00	12/3/2008
2008-1110	Sebastopol Community Center Incorporated	P O Box 2028 Sebastopol, CA 95473	501c(3)	1	12/19/2008	12/1/2008	Foundation Special Interest	\$300 00	12/18/2008
2008-0737	Silicon Valley Children's Fund	4525 Union Avenue San Jose, CA 95124-3530	501c(3)	1	4/10/2008	4/1/2008	Child Welfare	\$25,000 00	4/10/2008
2006-207 3	Solid Ground Washington	1501 North 45th Street Seattle, WA 98103	501c(3)	1	12/15/2008	12/5/2008	Youth & Communities	\$150,000 00	12/2/2008
2008-932 1	Sonoma County Office of Education	5340 Skyline Boulevard Santa Rosa, CA 95403	Government entity	1	12/15/2008	12/1/2008	Education	\$125,000 00	12/3/2008
2006-232 2	Sonoma Valley Mentoring Alliance, Inc	P O Box 721 Sonoma, CA 95476	501c(3)	1	4/10/2008	3/28/2008	Youth & Communities	\$50,000 00	3/20/2008
2008-696	Southern California Grantmakers	1000 North Alameda Street, Suite 230 Los Angeles, CA 90012	501c(3)	1	2/28/2008	2/1/2008	Foundation Special Interest	\$5,000 00	2/26/2008
2008-0984	Spark	2130 Fillmore Street, Suite 243 San Francisco, CA 94115	Advance Ruling Ends	1	12/11/2008	11/1/2008	Board Special Interest	\$3,000 00	12/3/2008
2008-802 1	Springboard for Improving Schools	181 Fremont Street, 2nd Floor San Francisco, CA 94105	501c(3)	1	7/24/2008	7/1/2008	Education	\$150,000 00	6/20/2008
2008-1099	St Lawrence O'Toole School	3695 High Street Oakland, CA 94619	Church / Catholic Chantry	1	12/17/2008	12/1/2008	Foundation Special Interest	\$500 00	12/16/2008
2008-1101	St Lawrence O'Toole School	3695 High Street Oakland, CA 94619	Church / Catholic Chantry	1	12/17/2008	12/1/2008	Foundation Special Interest	\$500 00	12/16/2008
2008-1018	St Martin School	597 Central Avenue Sunnyvale, CA 94806	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$7,000 00	12/3/2008
2008-657	Stanislaus County Community Services Agency	251 E Hackett Road P O Box 42 Modesto, CA 95358-0042	Government entity	1	5/29/2008	4/1/2008	Child Welfare	\$110,000 00	3/21/2008
2006-468 2	Summer Search	500 Sansome Street, Suite 350 San Francisco, CA 94111	501c(3)	1	4/3/2008	3/14/2008	Youth & Communities	\$80,000 00	3/21/2008
2008-0990	Support for Families of Children With Disabilities	2601 Mission Street, Room 606 San Francisco, CA 94110	501c(3)	1	12/11/2008	11/1/2008	Foundation Special Interest	\$500 00	12/3/2008

2008-1103	Support for Families of Children With Disabilities	2601 Mission Street, Room 606 San Francisco, CA 94110	501(c)(3)	1	12/15/2008	12/1/2008	Foundation Special Interest	\$500 00	12/11/2008
2006-271 2	Swinomish Indian Tribal Community	Office of Planning & Community Development P O Box 817 La Conner, WA 98257	Government entity	1	4/25/2008	3/14/2008	Youth & Communities	\$50,000 00	3/20/2008
2008-725	TapFound, Inc.	466 Geary Street, Suite 200 San Francisco, CA 94102	501(c)(3)	1	9/29/2008	9/1/2008	Foundation Special Interest	\$125,000 00	9/12/2008
2007-429 2	The Board of Trustees of the Leland Stanford Junior University	520 Galvez Mall, CERAS Bldg #325 Stanford, CA 94305-3084	501(c)(3)	1	12/15/2008	12/1/2008	Education	\$250,000 00	12/1/2008
2008-1070	The Board of Trustees of the Leland Stanford Junior University	CERAS Building, 502 Galvez Mall Stanford, CA 94305	501(c)(3)	1	12/17/2008	12/1/2008	Education	\$35,000 00	12/12/2008
2008-1021	The Community Foundation for the National Capital Region	1201 15th Street NW, Suite 420 Washington, DC 20005-2842	501(c)(3)	1	10/28/2008	10/1/2008	Child Welfare	\$5,000 00	10/27/2008
2007-593 1	The Institute for Educational Leadership Inc	4455 Connecticut Avenue NW, Suite 310 Washington, DC 20008	501(c)(3)	1	4/17/2008	4/2/2008	Youth & Communities	\$250,000 00	3/20/2008
2008-841	The Lawrenceville School	P O Box 6008 Lawrenceville, NJ 08648	501(c)(3)	1	7/3/2008	6/1/2008	Board Special Interest	\$10,000 00	6/28/2008
2008-1029	The Saban Free Clinic	8405 Beverly Boulevard Los Angeles, CA 90048	501(c)(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$50,000 00	12/3/2008
2008-655	Tides Center	P O Box 29907 San Francisco, CA 94129-0907	501(c)(3)	1	3/20/2008	2/1/2008	Child Welfare	\$25,000 00	2/1/2008
2008-0970	Toll Congregational Church	P O Box 447 Carnation, WA 98014	501(c)(3)	1	12/11/2008	12/1/2008	Board Special Interest	\$53,500 00	12/3/2008
2008-787 1	Treehouse	2100 - 24th Avenue South, Suite 200 Seattle, WA 98144-4632	501(c)(3)	1	10/15/2008	9/1/2008	Child Welfare	\$112,000 00	9/12/2008
2008-0959	Trustees of Dartmouth College	6066 Development Office Hanover, NH 03755	501(c)(3)	1	9/24/2008	9/1/2008	Board Special Interest	\$5,000 00	9/12/2008
2007-428 2	Tukwila School District #406	4640 South 144th Street Tukwila, WA 98168	School public/district /university	1	10/15/2008	9/11/2008	Education	\$210,000 00	9/11/2008
2008-0854	UC Santa Cruz Foundation	1156 High Street 245 Hahn Student Affairs Santa Cruz, CA 95064-1077	501(c)(3)	1	6/19/2008	6/1/2008	Foundation Special Interest	\$300 00	6/13/2008
2007-574 1	University Foundation at Sacramento State	6000 J Street Sacramento Hall 118 Sacramento, CA 95819-6030	501(c)(3)	1	4/17/2008	4/1/2008	Child Welfare	\$175,000 00	3/20/2008
2008-761	University of Chicago	1362 East 59th Street Chicago, IL 60637	501(c)(3)	1	7/3/2008	6/1/2008	Board Special Interest	\$40,000 00	6/28/2008
2008-837 1	University of Washington	4333 Brooklyn Avenue NE Box 359472 Seattle, WA 98195-9472	School public/district /university	1	9/24/2008	7/1/2008	Education	\$145,000 00	6/30/2008
2008-0641	University Settlement Society of New York	184 Eldridge Street New York, CA 1002-2924	501(c)(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$100 00	2/14/2008
2006-480 3	Urban Education Partnership	1055 West 7th Street, Suite 200 Los Angeles, CA 90017	501(c)(3)	1	12/11/2008	12/5/2008	Education	\$300,000 00	12/2/2008
2007-530 2	Urban Education Partnership	1055 West 7th Street, Suite 200 Los Angeles, CA 90017	501(c)(3)	1	12/11/2008	12/1/2008	Youth & Communities	\$75,000 00	12/2/2008
2008-1041	Urban Institute	2100 M Street, NW Washington DC 20037	501(c)(3)	1	12/15/2008	12/4/2008	Child Welfare	\$50,000 00	12/9/2008
2008-0691	Washington State 4-H Foundation	7612 Pioneer Way Puyallup, WA 98371-4998	501(c)(3)	1	4/3/2008	4/1/2008	Board Special Interest	\$15,000 00	3/21/2008
2007-512 2	Washington State Association of CASA-Guardian Ad Litem Programs	P O Box 22801 Seattle, WA 98122	501(c)(3)	1	12/15/2008	11/30/2008	Child Welfare	\$138,400 00	12/2/2008
2008-910 1	Washington State University	Office of Grant and Research Development 423 Neill Hall Pullman, WA 99164-3140	501(c)(3)	1	12/19/2008	12/1/2008	Education	\$200,000 00	12/3/2008

2008-0692	Wellesley College	106 Central Street Wellesley, MA 02481	501c(3)	1	4/3/2008	4/1/2008	Board Special Interest	\$25,000.00	3/21/2008
2007-348	WestEd	730 Harrison Street San Francisco, CA 94107-1242	Government entity	1	4/17/2008	3/1/2008	Education	\$34,500.00	3/31/2008
2008-0775	WestEd	2020 N. Central Avenue, Suite 660 Phoenix, AZ 85004-4598	Government entity	1	5/1/2008	4/1/2008	Education	\$17,500.00	4/29/2008
2008-804 1	WestEd	730 Harrison Street San Francisco, CA 94107-1242	Government entity	1	7/24/2008	7/1/2008	Education	\$300,000.00	6/28/2008
2008-869	WestEd	730 Harrison Street San Francisco, CA 94107-1242	Government entity	1	11/20/2008	9/1/2008	Education	\$265,500.00	9/12/2008
2008-0707	Western Washington University Foundation	516 High Street Bellingham, WA 98225-5946	501c(3)	1	3/13/2008	3/1/2008	Foundation Special Interest	\$50.00	3/10/2008
2008-0642	Women's Cancer Resource Center	5741 Telegraph Avenue Oakland, CA 94609	501c(3)	1	2/14/2008	2/1/2008	Foundation Special Interest	\$50.00	2/14/2008
2008-912 1	Wonder, Inc	1401 El Camino Avenue, Suite 340 Sacramento, CA 95815	501c(3)	1	12/11/2008	12/1/2008	Child Welfare	\$75,000.00	12/3/2008
2006-026 3	YMCA of Greater Seattle	909 Fourth Avenue Seattle, WA 98104	501c(3)	1	10/15/2008	9/1/2008	Youth & Communities	\$200,000.00	9/12/2008
2008-1039	YMCA of Greater Seattle	YMCA Teen & Family Programs 2100 24th Avenue, South-Suite 260 Seattle, CA 98144	501c(3)	1	12/19/2008	12/1/2008	Child Welfare	\$25,000.00	12/16/2008
2008-1065	Yolo County Office of Education	1280 Santa Anita Court, Suite 100 Woodland, CA 95776-6127	Government entity	1	12/4/2008	12/1/2008	Board Special Interest	\$25,000.00	12/3/2008
2008-1068	Yolo County Society for the Prevention of Cruelty to Animals	P O Box 510 Davis, CA 95617	501c(3)	1	12/11/2008	12/1/2008	Board Special Interest	\$7,500.00	12/3/2008
2008-0817	Young Mens Christian Association of Berkeley	2070 Allston Way, Suite 101 Berkeley, CA 94704	501c(3)	1	6/13/2008	5/1/2008	Foundation Special Interest	\$250.00	6/6/2008
2008-895	Youth Law Center	200 Pine Street, Suite 300 San Francisco, CA 94104	501c(3)	1	9/24/2008	8/1/2008	Child Welfare	\$40,000.00	9/12/2008
2008-0988	Youth Leadership Institute	246 First Street, Suite 400 San Francisco, CA 94105	501c(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$1,000.00	12/3/2008
2006-320 2	Youth News Service Los Angeles Bureau	5967 West Third Street, Suite 301 Los Angeles, CA 90036	501c(3)	1	4/10/2008	3/20/2008	Youth & Communities	\$75,000.00	3/20/2008
2007-011 2	Youth Radio	1701 Broadway Avenue Oakland, CA 94612	501c(3)	1	4/10/2008	3/14/2008	Youth & Communities	\$100,000.00	3/20/2008
2008-0986	Youth Radio	1701 Broadway Avenue Oakland, CA 94612	501c(3)	1	12/11/2008	11/1/2008	Board Special Interest	\$2,000.00	12/3/2008
2007-240 2	Youth Speak Collective	11243 Glenoaks Boulevard, Suite #3 Pacifica, CA 91331	501c(3)	1	9/29/2008	9/1/2008	Youth & Communities	\$80,000.00	9/11/2008
2006-454 2	Youth Speaks Inc	290 Division Street, Suite 302 San Francisco, CA 94103	501c(3)	1	4/3/2008	3/14/2008	Youth & Communities	\$75,000.00	3/20/2008

2008 Grants Paid

\$15,919,285.50

Elbridge Stuart Foundation
DBA: Stuart Foundation
FEIN 20-0882784
2008 Form 990-PF
Part XV, Ln 3b, Grants Payable
December 31, 2008

<u>Grantee Legal Name</u>	<u>Ref #</u>	<u>Year Scheduled</u>		
		<u>2009</u>	<u>2010</u>	<u>2011</u>
Seattle University	2006-415	\$ 150,000		
CA Dept of Social Services	2007-064	75,000		
CA Dept of Social Services	2007-068	300,000		
Canal Alliance	2006-451		\$ 240,000	
Children's Administration	2007-069	100,000		
Children's Administration	2007-069		100,000	
Contra Costa Cnty Empl and Human Svcs Dept	2007-065	100,000		
County of Riverside - Child Protective Svcs	2007-184	100,000		
Sacramento Cnty Dept of Health & Human Svcs	2007-066	100,000		
San Luis Obispo Cnty Dept of Social Svcs	2007-067	100,000		
Youth Law Center	2007-061	75,000		
Regents of the University of CA, Berkeley	2006-018	254,357		
Silicon Valley Community Foundation	2005-346	400,000		
University of Chicago	2008-761	40,000		
University of Chicago	2008-761		40,000	
Center for Effective Philanthropy	2008-684	50,000		
Center for Effective Philanthropy	2008-684		50,000	
Center for Effective Philanthropy	2008-684			\$ 50,000
Children and Youth Justice Center	2008-630	149,300		
Children and Youth Justice Center	2008-630		153,475	
CA Department of Social Services	2008-884	200,000		
CA Department of Social Services	2008-884		150,000	
SF Human Services Agency	2008-659		50,000	
SF Human Services Agency	2008-659	75,000		
Stanislaus County Community Services Agency	2008-657	75,000		
Stanislaus County Community Services Agency	2008-657		50,000	
Orange County Social Services Agency	2008-660	110,000		
Orange County Social Services Agency	2008-660		75,000	
Regents of the University of CA, Berkeley	2008-623	85,000		
Regents of the University of CA, Berkeley	2008-623		85,000	
Regents of the University of CA, Berkeley	2008-689	50,000		
Regents of the University of CA, Berkeley	2008-689		50,000	
SF Foundation - David Barlow	2009-1131	10,000		
Total Grants Payable		<u>\$ 2,598,657</u>	<u>\$ 1,043,475</u>	<u>\$ 50,000</u>
				<u>\$ 3,692,132</u>

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Beg. and End. of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2008

Description of Asset e.g. 200 shares ABC Corp	Type-see Below	Cost or Market	Beginning of Year Book Value	End of Year Book Value	End of Year FMV
1 Longleaf Small Cap	6	Market	10,073,126	10,284,553	5,586,908
2 Aletheria Growth	6	Market	7,231,820	8,936,055	6,114,831
Domestic Equities subtotal			17,304,946	19,220,608	11,701,739
3 Capital Guardian	6	Market	45,777,526	11,629,995	7,385,841
4 Artio	6	Market	38,827,587	7,825,570	5,261,177
Int'l Equities subtotal			84,605,113	19,455,565	12,647,018
5 Audax	6	Market	268,298	279,491	127,347
6 Cerberus II	6	Market	3,351,857	2,998,386	3,058,758
7 Cerberus III	6	Market	4,299,369	4,304,325	3,885,865
8 Cherokee	6	Market	2,283,104	2,312,950	178,235
9 Flag III	6	Market	(107,277)	(207,741)	856,098
10 Flag IV	6	Market	2,621,570	2,352,892	2,437,510
11 Legacy	6	Market	4,315,053	4,462,090	2,833,003
12 Lightspeed	6	Market	1,862,096	1,498,735	1,523,839
13 MD Sass	6	Market	1,677,011	1,282,400	785,771
14 Morgenthaler	6	Market	1,590,672	1,625,862	1,586,744
15 MPM Bio Ventures	6	Market	3,070,971	2,532,608	1,997,546
16 NEA 8	6	Market	670,163	574,885	453,693
17 NEA 9	6	Market	822,344	755,674	433,289
18 NEA 10	6	Market	1,802,092	1,739,192	1,434,188
19 Oak Hill II	6	Market	2,149,994	2,657,669	2,886,376
20 OCM Principal II	6	Market	942,089	937,426	368,037
21 OCM/GFI	6	Market	1,976,159	2,663,964	3,458,257
22 Paul VII	6	Market	1,568,058	1,334,197	1,263,484
23 Paul Royalty	6	Market	2,215,013	2,060,367	2,155,622
24 Reservoir	6	Market	7,200,000	10,400,000	10,498,633
25 Sevin Rosen 8	6	Market	846,339	762,986	341,309
26 Sevin Rosen 9	6	Market	1,000,447	1,148,231	1,054,922
27 Sun IV	6	Market	1,439,545	2,141,613	2,188,632
28 Sun Offshore	6	Market	4,313,069	4,333,498	1,648,948
29 TCV IV	6	Market	1,932,904	1,843,766	1,667,510
30 Tenaska	6	Cost	8,063,353	5,001,400	5,001,400
31 Cerberus Overseas IV	6	Market	3,016,304	4,727,780	3,249,935
32 OCM Principal IV	6	Market	1,210,740	2,941,681	2,373,398
33 PIMCO Distressed	6	Market	1,816,879	12,722,894	7,378,468
34 Actus	6	Market	0	433,463	327,463
35 SPO	6	Market	0	4,499,750	4,206,684
36 TPF II	6	Cost	0	3,904,718	3,904,718
37 Highfields IV LP	6	Market	0	10,579,883	7,545,127
38 Indus Alternative	6	Market	0	33,677	32,085
39 Anegada	6	Market	1,644,456	1,644,456	6,003,520
40 Sivik	6	Market	6,000,000	6,000,000	7,143,312
41 Cantillon	6	Market	5,000,000	5,000,000	8,226,500
42 Canyon	6	Market	4,000,000	4,000,000	4,064,104
43 Clovis	6	Market	3,000,000	3,000,000	4,003,027
44 FCOI II	6	Market	12,253,929	12,253,929	13,787,055
45 Indus Asia	6	Market	3,115,743	3,079,617	4,409,433
46 Perry	6	Market	6,968,066	6,968,066	9,324,395
47 Seminole Offshore	6	Market	5,000,000	5,000,000	7,491,943
48 Tiger Asia	6	Market	7,000,000	7,000,000	11,772,557
49 ValueAct	6	Market	5,000,000	5,000,000	5,299,629
50 Passport	6	Market	5,103,000	1,714,944	2,569,912
51 Anchorage	6	Market	4,000,000	4,000,000	4,394,444
52 Convexity	6	Market	15,015,516	15,015,516	15,539,740
53 Tontine	6	Market	10,000,000	10,000,000	3,598,527
54 Palo Alto Small Cap	6	Market	5,000,000	5,000,000	2,623,096

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Beg. and End. of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2008

Description of Asset e.g. 200 shares ABC Corp	Type-see Below	Cost or Market	Beginning of Year Book Value	End of Year Book Value	End of Year FMV
55 Tudor	6	Market	0	10,000,000	9,814,300
56 Adage	6	Market	0	12,768,320	10,631,670
57 Eton Park	6	Market	0	15,000,000	14,252,840
58 Spinnaker	6	Market	0	7,411,999	7,411,999
59 Palo Alto Energy	6	Market	0	5,000,000	3,009,950
60 Newport Asia	6	Market	0	9,433,224	8,653,114
61 PIMCO SPTR	6	Market	11,112,368	7,389,526	6,177,164
62 TCW SMBS	6	Market	0	16,566,812	15,287,710
Alternative Investments subtotal			177,431,294	279,887,121	268,632,835
63 NT Institutional Funds	6	Market	2,630,201	4,392,885	4,392,885
64 PIMCO Short Term	6	Market	4,285,079	4,521,509	4,194,575
Short Term Investments subtotal			6,915,280	8,914,394	8,587,460
Securities total			286,256,633	327,477,688	301,569,052

Types of Investments

- 1 US Government obligations - these investments may be shown as a lump sum, you do not need to list every US Gov obligation
- 2 State and municipal obligations
- 3 Corporate stocks
- 4 Corporate bonds
- 5 Mortgage loans
- 6 Other investments Mutual funds fall into "other investments."