



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



Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

VODAFONE AMERICAS FOUNDATION

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

999 18TH STREET, SUITE

Room/suite

1750

City or town, state, and ZIP code

DENVER**CO 80202**

A Employer identification number

20-5900761

B Telephone number (see page 10 of the instructions)

303-293-5840C 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

J Accounting method: ☐ Cash ☒ Accrual

of year (from Part II, col. (c),

☐ Other (specify)line 16) **\$ 19,891,273** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
------------------------------------	---------------------------	-------------------------	---

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ☒ if the foundation is not required to attach Schedule B				
	3	Interest on savings and temporary cash investments	458	458	458	
	4	Dividends and interest from securities	637,654	637,654	637,654	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-531,381			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	106,731	638,112	638,112	
	13	Compensation of officers, directors, trustees, etc.	112,442			112,442
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	50,189			50,189
	16a	Legal fees (attach schedule) SEE STMT 1	7,689			7,689
	b	Accounting fees (attach schedule) STMT 2	50,500			50,500
	c	Other professional fees (attach schedule) STMT 3	104,611	16,007		87,542
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	84,744			1,694
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	157			157
	22	Printing and publications				
	23	Other expenses (att. sch.) STMT 5	78,788			68,322
	24	Total operating and administrative expenses. Add lines 13 through 23	489,120	16,007		378,535
	25	Contributions, gifts, grants paid	1,336,389			894,789
	26	Total expenses and disbursements. Add lines 24 and 25	1,825,509	16,007	0	1,273,324
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-1,718,778			
	b	Net investment income (if negative, enter -0-)		622,105		
	c	Adjusted net income (if negative, enter -0-)			638,112	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**Page **2****Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	33,322	114,416	114,416
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,441	4,067	4,067
	10a Investments—U S and state government obligations (attach schedule) STMT 6	9,602,991	8,645,192	8,645,192
	b Investments—corporate stock (attach schedule) SEE STMT 7	8,525,763	11,127,598	11,127,598
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment, basis ▶			
	Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	18,169,517	19,891,273	19,891,273
	17 Accounts payable and accrued expenses	35,124	53,962	
	18 Grants payable	25,000	466,600	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶) SEE STATEMENT 8		62,331	
	23 Total liabilities (add lines 17 through 22)	60,124	582,893	
	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	18,109,393	19,308,380	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	18,109,393	19,308,380	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,169,517	19,891,273	

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	18,109,393
2 Enter amount from Part I, line 27a	2	-1,718,778
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,917,765
4 Add lines 1, 2, and 3	4	19,308,380
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,308,380

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**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 ST CAP LOSS ON INVESTMENTS FROM K-1S	P	VARIOUS	VARIOUS
b LT CAP LOSS ON INVESTMENTS FROM K-1S	P	VARIOUS	VARIOUS
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		13,907	-13,907
b		517,474	-517,474
c			
d			
e			

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			-13,907
b			-517,474
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-531,381
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,025,850	21,755,287	0.093120
2007	2,940,709	25,219,324	0.116605
2006	3,021,910	25,507,649	0.118471
2005	2,866,239	26,342,729	0.108806
2004	2,250,520	27,074,344	0.083124

2 Total of line 1, column (d)	2	0.520126
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.104025
4 Enter the net value of nonchangible-use assets for 2009 from Part X, line 5	4	18,258,384
5 Multiply line 4 by line 3	5	1,899,328
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,221
7 Add lines 5 and 6	7	1,905,549
8 Enter qualifying distributions from Part XII, line 4	8	1,273,324

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 on page 18.

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**Page **4****Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	12,442
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	12,442
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	12,442
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	15,261
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	30,261
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	17,819
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 17,819 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
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?		
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 page 19 of the instructions) CO		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

N/A

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**Page **5****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 page 20 of the 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 ► N/A	13	X	
14	The books are in care of ► VODAFONE AMERICAS, INC. 999 18TH STREET, SWT, SUITE 1750 Located at ► DENVER, CO Telephone no. ► 303-293-5840 ZIP+4 ► 80202			
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			

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?	☐ Yes	☒ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ 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)?	☐ Yes	☒ 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.)	☐ Yes	☒ 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 ► N/A	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes	☒ 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 page 20 of the instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	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 2009?	4b	X

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**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)? (see page 22 of the instructions)	☐ Yes	☒ No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		5b
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A ☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.			6b 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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**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 (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Amount

1	N/A	
2		
3	All other program-related investments See page 24 of the instructions	

Total. Add lines 1 through 3

Form **990-PF** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**Page **8****Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	18,294,297
b	Average of monthly cash balances	1b	238,066
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,067
d	Total (add lines 1a, b, and c)	1d	18,536,430
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	18,536,430
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	278,046
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,258,384
6	Minimum investment return. Enter 5% of line 5	6	912,919

Part XI Distributable Amount (see page 25 of the 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	912,919
2a	Tax on investment income for 2009 from Part VI, line 5	2a	12,442
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,442
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	900,477
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	900,477
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	900,477

Part XII Qualifying Distributions (see page 25 of the 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	1,273,324
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,273,324
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,273,324

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** (2009)

Form 990-PF (2009) **VODAFONE AMERICAS FOUNDATION****20-5900761**Page **9****Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				900,477
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	920,311			
b From 2005	1,585,515			
c From 2006	1,782,718			
d From 2007	1,720,255			
e From 2008	954,236			
f Total of lines 3a through e	6,963,035			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 1,273,324				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				900,477
e Remaining amount distributed out of corpus	372,847			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,335,882			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	920,311			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	6,415,571			
10 Analysis of line 9:				
a Excess from 2005	1,585,515			
b Excess from 2006	1,782,718			
c Excess from 2007	1,720,255			
d Excess from 2008	954,236			
e Excess from 2009	372,847			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of 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).)
N/A

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
N/A

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 page 28 of the 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
JUNE SUGIYAMA 925-210-3870
2999 OAK ROAD, 7TH FLOOR, WALNUT CREEK CA 94597

b The form in which applications should be submitted and information and materials they should include:
SEE STATEMENT 11

c Any submission deadlines.
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE STATEMENT 12

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 7,689	\$	\$	\$ 7,689
TOTAL	\$ 7,689	\$ 0	\$ 0	\$ 7,689

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND AUDITING	\$ 50,500	\$	\$	\$ 50,500
TOTAL	\$ 50,500	\$ 0	\$ 0	\$ 50,500

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL SERVICES-OTHER	\$ 88,604	\$	\$	\$ 87,542
INVESTMENT MANAGEMENT FEES	16,007	16,007		
TOTAL	\$ 104,611	\$ 16,007	\$ 0	\$ 87,542

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	\$ 8,930	\$	\$	\$ 1,694
CURRENT EXCISE TAX	13,483			
DEFERRED EXCISE TAX	62,331			
TOTAL	\$ 84,744	\$ 0	\$ 0	\$ 1,694

Federal Statements

11/12/2010 8:50 AM

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
LODGING	2,096			1,637
MEALS & ENTERTAINMENT	3,420			2,966
TRANSPORTATION	12,334			11,508
OTHER OFFICE EXPENSE	4,078			1,892
BANK FEES	305			305
FEES & LICENSES	4,346			4,346
MEMBERSHIPS	2,981			2,981
WIRELESS INNOVATION PROJECT	49,228			42,687
TOTAL	\$ 78,788	\$ 0	\$ 0	\$ 68,322

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BARCLAYS US DEBT INDEX FUND	\$ 9,602,991	\$ 8,645,192	MARKET	\$ 8,645,192
TOTAL	<u>\$ 9,602,991</u>	<u>\$ 8,645,192</u>		<u>\$ 8,645,192</u>

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BARCLAYS EAFE EQUITY INDEX FUND	\$ 1,526,350	\$ 2,014,181	MARKET	\$ 2,014,181
BARCLAYS EQUITY INDEX FUND	5,524,246	7,130,601	MARKET	7,130,601
BARCLAYS RUSSELL 2000 ALPHA	1,475,167	1,982,816	MARKET	1,982,816
TOTAL	<u>\$ 8,525,763</u>	<u>\$ 11,127,598</u>		<u>\$ 11,127,598</u>

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DEFERRED EXCISE TAXES PAYABLE	\$	\$ 62,331
TOTAL	<u>\$ 0</u>	<u>\$ 62,331</u>

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NET UNREALIZED GAINS FROM INVESTMENTS	\$ 2,917,765
TOTAL	<u>\$ 2,917,765</u>

60550 Vodafone Americas Foundation
20-5900761
FYE: 12/31/2009

Federal Statements

11/12/2010 8.50 AM

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PETERS SUH 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
MEGAN DOBERNECK 999 18TH STREET, SWT, #1750 DENVER CO 80202	SECRETARY	35.00	0	0	0
ARUN SARIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
WILLIAM KEEVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
JUNE SUGIYAMA 999 18TH STREET, SWT, #1750 DENVER CO 80202	EXEC. DIREC.	34.00	112,442	50,189	0
TERRY KRAMER 999 18TH STREET, SWT, #1750 DENVER CO 80202	PRESIDENT	1.00	0	0	0

Federal Statements

FYE: 12/31/2009

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description**

VODAFONE AMERICAS FOUNDATION ACCEPTS FUNDING REQUESTS THROUGHOUT THE YEAR. TO APPLY FOR A GRANT, SEND A BRIEF LETTER TO THE ADDRESS IN 2A.

YOUR LETTER SHOULD INCLUDE:

- 1- A COPY OF YOUR ORGANIZATION'S 501(C)(3) DETERMINATION LETTER;
- 2- BACKGROUND INFORMATION ABOUT YOUR ORGANIZATION AND ITS MISSION, THE POPULATION YOU SERVE AND YOUR UNIQUE ROLE IN THE COMMUNITY;
- 3- A DESCRIPTION OF THE PROGRAM FOR WHICH YOU ARE REQUESTING FUNDS, INCLUDING EVIDENCE OF NEED, PROJECT BUDGET AND HOW SUCCESS WILL BE MEASURED;
- 4- HOW YOUR ORGANIZATION/PROGRAM FITS THE GUIDELINES OF VODAFONE AMERICAS FOUNDATION;
- 5- A DESCRIPTION OF HOW YOU WILL REPORT PROGRAM/PROJECT RESULTS TO THE VODAFONE AMERICAS FOUNDATION;
- 6- A LIST OF YOUR BOARD OF DIRECTORS AND THEIR AFFILIATIONS;
- 7- A CURRENT OPERATING BUDGET, INCLUDING PENDING AND/OR COMMITTED SOURCES OF INCOME; AND
- 8- A COPY OF YOUR MOST RECENT FEDERAL TAX RETURN (FORM 990) AND A COPY OF YOUR MOST RECENT AUDITED FINANCIAL STATEMENTS, IF AVAILABLE.

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

NONE

Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

WE GENERALLY DO NOT MAKE GRANTS TO SUPPORT CAPITAL OR ENDOWMENT CAMPAIGNS, SPORTS PROGRAMS OR FUNDRAISING EVENTS, CAUSE-RELATED MARKETING, MEMBERSHIPS, EMERGENCY APPEALS OR FLOW-THROUGH GRANTING ORGANIZATIONS. GRANT SEEKERS SHOULD ALSO BE AWARE THAT THE FOUNDATION DOES NOT PROVIDE ANY VODAFONE PRODUCTS OR SERVICES. VODAFONE AMERICAS FOUNDATION CONSIDERS REQUESTS FOR BOTH NEW AND EXISTING PROGRAMS AND PROJECTS. WE MAKE GRANTS ONLY TO 501(C)(3) NONPROFIT ORGANIZATIONS THAT ARE NOT CLASSIFIED AS PRIVATE FOUNDATIONS. VODAFONE AMERICAS FOUNDATION DOES NOT SUPPORT INDIVIDUALS, POLITICAL ORGANIZATIONS, RELIGIOUS ORGANIZATIONS SEEKING GRANTS FOR SECTARIAN PURPOSES, FRATERNAL, VETERANS, OR LABOR GROUPS WHEN SERVING ONLY THEIR OWN MEMBERSHIP, INDIVIDUAL K-12 SCHOOLS OR SCHOOL DISTRICTS, MEDICAL CLINICS OR MEDICAL RESEARCH. IN ADDITION, THE FOUNDATION WILL NOT SUPPORT ORGANIZATIONS THAT PRACTICE UNLAWFUL DISCRIMINATION IN THE PROVISION OF SERVICES. IF YOUR ORGANIZATION RECEIVES A GRANT, YOU SHOULD NOT VIEW IT AS A PRECEDENT FOR FUTURE FINANCIAL SUPPORT. VODAFONE AMERICAS FOUNDATION GEOGRAPHICALLY FOCUSES ITS FUNDING IN AREAS WHERE VODAFONE HAS A CORPORATE PRESENCE.

Grants Made

January 1 - December 31, 2009

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Playworks Rodriguez, Quisqueya "Qiqi" 525 Fourth St Oakland, CA 94607 <i>general operating support</i>	\$5,000.00 10/19/2009	N/A	509(a)(1)
Alameda Girls Softball Association Regan, Darlene Ikeda PMB 135 2532 Santa Clara Ave Alameda, CA 94501 <i>Employee Matching</i>	\$200.00 5/22/2009	N/A	501(c)(3)
Art from Ashes O'Neill Thorn, Catherine 853 Inca St. Suite 1A Denver, CO 94597 <i>General operating support</i>	\$5,000.00 10/19/2009	N/A	509(a)(2)
Asplranet 400 Oyster Point Boulevard, Suite #501 So. San Francisco, Ca 94080 <i>Support for the Antioch Receiving Center (ARC)</i>	\$15,000.00 6/1/2009	N/A	501(c)(3)
The Athenian School Brown, Dyke 2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002 <i>Director's Match</i>	\$7,500.00 2/4/2009	N/A	509(a)(1)
Berkeley Engineering Annual Fund College of Engineering University of California, Berkeley 208 McLaughlin Hall, #1722 Berkeley, CA 9470 <i>Director's Match</i>	\$2,500.00 12/11/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Boys & Girls Club of Metro Denver Robinson, Amy 2017 West 9th Avenue Denver, CO 80204 <i>Youth Empowering Youth leadership training program</i>	\$10,000.00 11/20/2009	N/A	509(a)(1)
Canine Therapy Corps, Inc. Rosen Eaton, Janet 1700 W. Irving Park Rd Chicago, IL 60613 <i>Employee Matching</i>	\$150.00 12/9/2009	N/A	509(a)(1)
Cantare Con Vivo Fred, Michael 1611 Telegraph Avenue, Suite 801 Oakland, CA 94612 <i>Cantare's Children's Chorus of Oakland (CCCCO)</i>	\$5,000.00 9/2/2009	N/A	509(a)(1)
Central City Opera Pidick, Lori Village of Glendale 400 S. Colorado Blvd Suite 530 Denver, CO 80246-1255 <i>Education and Community Program</i>	\$5,000.00 6/1/2009	N/A	509(a)(2)
Children's Museum of Denver Burt, Amy 2121 Children's Museum Drive Denver, CO 80211 <i>To support the G R O W. Science and Literacy Collaborative</i>	\$10,000.00 10/26/2009	N/A	509(a)(1)
Children's Support League of the East Bay Scott, Liane 6114 LaSalle Avenue, Suite 187 Oakland, CA 94611 <i>Director's March</i>	\$2,250.00 10/19/2009	N/A	509(a)(2)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
College Preparatory School Mary O'Neill 6100 Broadway Oakland, CA 94618 <i>Employee Match</i>	\$1,000.00 10/20/2009	N/A	509(a)(1)
Colorado Symphony Orchestra Somburg, Nancy Boettcher Concert Hall 1000 14th Street, #15 Denver, CO 80202 <i>2009-2010 season education and outreach programs</i>	\$10,000.00 10/26/2009	N/A	509(a)(2)
Columbia University De La Paz, Lourdes Electrical Engineering Columbia University MC 4712 500 West 120 St., Room 1300 New York, NY 10027 <i>1st payment of WIP in 2009</i>	\$50,000.00 8/17/2009	N/A	509(a)(1)
Columbia University De La Paz, Lourdes Electrical Engineering Columbia University MC 4712 500 West 120 St., Room 1300 New York, NY 10027 <i>2nd payment of WIP in 2009- ENLIGHTs</i>	\$50,000.00 12/9/2009	N/A	509(a)(1)
Contra Costa Interfaith Supporting Community Organization Stahlhut, Don 724 Perry Street Martinez, CA 94553 <i>General operating support for summer youth and foreclosure programs</i>	\$10,000.00 6/12/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Contra Costa Interfaith Transitional Housing Bourassa, Louise 535 Main Street, Suite 209 Martinez, CA 94553 <i>General operating support</i>	\$75.00 12/8/2009	N/A	509(a)(1)
COPE Family Center Gallagher, Joelle 1340 Fourth Street POB 815 Napa, CA 94559 <i>Director's March</i>	\$2,500.00 10/6/2009	N/A	501(c)(3)
Coyote Creek Learning Fund Fiore, Jen 8700 North Gale Ridge Road San Ramon, CA 94582 <i>Employee Match</i>	\$100.00 6/15/2009	N/A	509(a)(2)
Coyote Creek Learning Fund Fiore, Jen 8700 North Gale Ridge Road San Ramon, CA 94582 <i>Employee Match</i>	\$393.95 10/19/2009	N/A	509(a)(2)
Creative Community Education Foundation Feizer, Chris 210 Central Ave Room 603 Alameda, CA 94501 <i>Employee Matching</i>	\$800.00 10/5/2009	N/A	501(c)(3)
Denver CASA Greene, Linda 225 E 16th Ave. Suite B80 Denver, CO 80203 <i>General operating support</i>	\$10,000.00 10/19/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
DenverWorks Colbert, Monica 2828 N. Speer Blvd. Suite 103 Denver, CO 80211 <i>General operating support</i>	\$5,000.00 10/19/2009	N/A	509(a)(1)
Diablo Regional Arts Association White, Peggy 1601 Civic Drive Walnut Creek, CA 94596 <i>general operating support</i>	\$10,000.00 12/8/2009	N/A	501(c)(3)
Doctors Without Borders USA Inc 333 Seventh Avenue 2nd Fl. New York, NY 10001 <i>Employee Matching</i>	\$50.00 12/4/2009	N/A	509(a)(1)
Doctors Without Borders USA Inc 333 Seventh Avenue 2nd Fl. New York, NY 10001 <i>Employee Matching</i>	\$100.00 12/11/2009	N/A	509(a)(1)
Downtown Aurora Visual Arts (DAVA) Jenson, Susan D. 1405 Florence St. Aurora, CO 80010 <i>General operating support</i>	\$5,000.00 10/26/2009	N/A	509(a)(1)
Empower Nepal Foundation Shannu, Padam 2000 Como Ave. St. Paul, MN 55108 <i>Employee Matching</i>	\$350.00 12/11/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Experience Corps Nichols, Eunice 3925 Noriega Street San Francisco, CA 94122 <i>Experience Corps Oakland- general operating support</i>	\$10,000.00 8/28/2009	N/A	509(a)(2)
Families First Hennemann, Mary 2163 S. Yosemite St Denver, CO 80231 <i>Parent Education Program</i>	\$5,000.00 10/26/2009	N/A	509(a)(1)
Family Stress Center Bysiek, Barbara 2086 Commerce Avenue Concord, CA 94520 <i>Support Proud Fathers program</i>	\$5,000.00 8/3/2009	N/A	509(a)(2)
Family Tree Shields, Scott 3805 Marshall St. #100 Wheatridge, CO 80033 <i>support for domestic violence programs</i>	\$15,000.00 10/26/2009	N/A	509(a)(1)
Food Bank of Contra Costa and Solano Sly, Larry POB 271966 Concord, CA 94527 <i>Holiday food drive 2008</i>	\$10,000.00 3/9/2009	N/A	509(a)(1)
Food Bank of the Rockies Seggelke, Kevin 10700 E. 45th Avenue Denver, Colorado 80239 <i>To support their community kitchen, Kid Cafe</i>	\$25,000.00 2/4/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
The Foundation Center Camerena, Janet 312 Sutter Street, Suite 606 San Francisco, CA 94108 <i>General operating support- 2 years</i>	\$5,000.00 12/8/2009	N/A	509(a)(1)
Gabby Krause Foundation Krause, Tammy PO Box 4905 Englewood, CO 80155-4905 <i>Director's Match</i>	\$1,500.00 6/29/2009	N/A	501(c)(3)
Glide Foundation Williams, Cecil 330 Ellis San Francisco, CA 94102 <i>YouthBuild program</i>	\$15,000.00 8/4/2009	N/A	501(c)(3)
Glide Foundation Williams, Cecil 330 Ellis San Francisco, CA 94102 <i>Director's Match</i>	\$2,500.00 12/11/2009	N/A	501(c)(3)
Haas Annual Fund Campbell, Tom UC Berkeley Foundation Gift Processing File #31932 Box 60000 San Francisco, CA 94160-1932 <i>Directors' Match</i>	\$5,000.00 6/30/2009	N/A	501(c)(3)
Haas Annual Fund Campbell, Tom UC Berkeley Foundation Gift Processing File #31932 Box 60000 San Francisco, CA 94160-1932 <i>Employee Match</i>	\$500.00 12/9/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Habitat for Humanity of Metro Denver Kusek, Amy 1500 West 12th Ave. Denver, CO 80204 <i>Building materials for the duplex being built at 1015/1017 Patton Court in Denver</i>	\$10,000.00 8/28/2009	N/A	509(a)(1)
Housing Rights, Inc. Remmers, Wanda P.O. Box 12895 Berkeley, CA 94712 <i>Maintain Center Coordinator a full time position</i>	\$5,000.00 8/3/2009	N/A	509(a)(1)
Jane Goodall Institute N/A 4245 Fairfax Drive, Suite 600 Arlington, VA 22203 <i>Employee Matching-</i>	\$50.00 12/4/2009	N/A	501(c)(3)
Jefferson Center for Mental Health Oliver, Jeanne 4851 Independence St. Wheat Ridge, CO 80033-6715 <i>Employee Matching</i>	\$1,000.00 5/22/2009	N/A	509(a)(1)
John F. Kennedy Center for the Performing Arts Wilker, Lawrence J. 2700 "F" Street, N.W. Washington, DC 20566-0001 <i>For general operating support</i>	\$10,000.00 5/27/2009	N/A	501(c)(3)
Juma Ventures Armenta, Alex 580 Grand Ave. Suite 206 Oakland, CA 94610 <i>College services program</i>	\$5,000.00 12/8/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Kala Art Institute Horsung, Archana 1060 Heinz Ave. Berkeley, CA 94710 <i>Artist-in-Schools program</i>	\$5,000.00 8/3/2009	N/A	509(a)(2)
Kentfield Schools Foundation- Kentfield Invests in Kids Treganowan, Laurie 750 College Ave. Kentfield, CA 94904 <i>Employee Matching</i>	\$500.00 12/9/2009	N/A	509(a)(1)
Kingsmen Shakespeare Company P.O. Box 1772 Thousand Oaks, CA 91358 <i>Employee Matching</i>	\$50.00 9/2/2009	N/A	509(a)(1)
Larkin Street Youth Services Adams, Sheryl 1138 Sutter Street San Francisco, CA 94109 <i>Director's Match</i>	\$1,750.00 10/23/2009	N/A	509(a)(2)
Lebanon Valley College Reeves, Christine 101 N. College Ave. Annville, PA 17003 <i>Employee Matching</i>	\$500.00 12/9/2009	N/A	509(a)(1)
Lincoln Middle School PTA 1250 Fernside Alameda, CA 94501 <i>Employee Matching</i>	\$150.00 12/9/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Michael Chavez Center for Economic Opportunity Van Hofwegen, Mike 2699 Monument Blvd. Unit G Concord, CA 94520 <i>General operating support</i>	\$5,000.00 8/13/2009	N/A	509(a)(1)
Mobile Metrix Edwards, Melanie Mobile Metrix c/o Stanford University 450 Serra Mall, Building 160 Wallenberg Hall Stanford, CA 94305 <i>Project NGO grant</i>	\$5,000.00 4/13/2009	N/A	501(c)(3)
Monument Crisis Center Scherer, Sandra 2350 Monument Blvd. Suite B Concord, CA 94520 <i>Food pantry, Sailor moments, and after school programs</i>	\$15,000.00 8/13/2009	N/A	501(c)(3)
Napa Valley Museum Nelson, Eric P.O. Box 3567 55 Presidents Circle Yountville, CA 94599 <i>Director's March</i>	\$2,500.00 10/6/2009	N/A	509(a)(1)
National Youth Leadership Council Arfstrom, Kan 1677 Snelling Ave. N. Suite D300 St. Paul, MN 55108 <i>support for the 2010 National Service-Learning Conference</i>	\$5,000.00 8/13/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
New York City Ballet DeSanus O'Mara, Michele New York State Theater 20 Lincoln Center New York, NY 10023 <i>Support for Ballet Bridges educational program</i>	\$5,000.00 7/27/2009	\$5,000.00	509(a)(1)
New York Road Runners Team for Kids Murphy, Michael P. 9 East 89th Street New York, NY 10128-0602 <i>Employee Matching</i>	\$1,000.00 12/11/2009	\$1,000.00	501(c)(3)
Northern California Grantmakers Lacon, Colin 625 Market Street 15th Floor San Francisco, CA 94105 <i>General operating expenses and Corporate Contributions Roundtable</i>	\$10,000.00 11/22/2009	\$10,000.00	501(c)(3)
Oakland Fukuoka Sister City Society P.O. Box 13022 Oakland, CA 94661 Director's Match Opportunity Junction Friedman, Alissa 3102 Delta Fair Boulevard Antioch, CA 94509 <i>support the Job Training and Placement Program (JTTP)</i>	\$3,300.00 6/8/2009 \$5,000.00 8/13/2009	\$3,300.00 \$5,000.00	509(a)(1) 509(a)(1)
Planned Parenthood of Shasta-Butte McCrea, Laura L. 2185 Pacheco Street Concord, CA 94520 <i>Director's Match</i>	\$2,500.00 10/6/2009	\$2,500.00	509(a)(2)

Payee Organization Request Primary Contact Purpose	Staff	Amount Check # Paid Date	Relationship	Tax Status
Pomona College Arteaga-Johnson, Cang The Renwick House 333 N. College Way Claremont, CA 91711 <i>Employee Match</i>		\$100.00 9/2/2009	N/A	501(c)(3)
Project Avary Castillo, Herb 385 Bel Marin Keys Blvd Suite G Novato, CA 94949 <i>To support programs serving children who have a parent in prison</i>		\$10,000 00 8/13/2009	N/A	501(c)(3)
Project PAVE Johnson, Michael 2051 York St. Denver, CO 80205-5713 <i>General operating support</i>		\$5,000 00 10/19/2009	N/A	509(a)(1)
The Regents of the University of California Extramural Funds Accounting, 2195 Hearst Ave, Room 130 Berkeley, CA 94720 <i>1st payment of WIP in 2009- UC Berkeley</i> The Regents of the University of California Extramural Funds Accounting, 2195 Hearst Ave, Room 130 Berkeley, CA 94720 <i>2nd payment of WIP in 2009- UC Berkeley</i> Rubicon Programs Inc. Dunbar, Mary 2500 Bissell Avenue Richmond, CA 94804 <i>General operating support</i>		\$33,350 00 6/16/2009 \$33,350 00 12/9/2009 \$5,000 00 8/28/2009	N/A N/A N/A N/A	509(a)(1) 509(a)(1) 509(a)(2)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
SafeHouse Denver Stein Wallace, Ellen 1649 Downing Street Denver, CO 80218 <i>Children's Program</i>	\$5,000.00 10/26/2009	N/A	509(e)(1)
The Salvation Army Intermountain Division Lavery, Pam 1370 Pennsylvania St. P O Box 2369 Denver, CO 80201-2369 <i>general operating support for the Lambuth Family Center</i>	\$10,000.00 10/19/2009	N/A	501(c)(3)
San Francisco Museum of Modern Art Mewha, Jennifer 151 Third Street San Francisco, CA 94103-3159 <i>Family education programs</i>	\$10,000.00 11/20/2009	N/A	501(c)(3)
San Ramon Valley Education Foundation Wells, Teresa P O Box 354 Diablo, CA 94528 <i>Hawks Education Fund- Employee Match</i>	\$395.00 9/22/2009	N/A	509(a)(1)
Save the Bay Geurtz, Andrea 350 Frank Ogawa Plaza, Suite 900 Oakland, CA 94612 <i>To support Watershed Education Program</i>	\$10,000.00 6/1/2009	N/A	501(c)(3)
Save the Redwoods League NA 114 Sansome St Suite 1200 San Francisco, CA 94104-3823 <i>Employee Matching</i>	\$50.00 12/4/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
Southmoor Partners In Excellence Inc. 3755 A S Magnolia Way Denver, CO 80237	\$1,500 00 12/11/2009	N/A	501(c)(3)
<i>Director's Match</i> Susan G. Komen 3-Day for the Cure Somers, Deb 205 N Michigan Avenue, Suite 2630 Chicago, IL 60601-5927 <i>Employee Match</i>	\$1,000 00 12/9/2009	N/A	509(a)(2)
Tahoe Maritime Museum Bredt, Tom PO Box 627 Hornewood, CA 96141 <i>Director's Match</i>	\$2,500 00 10/6/2009	N/A	509(a)(1)
techsoup Webb, Marnie 435 Brannan Street, Suite 100 San Francisco, CA 94107 <i>Innovation Outreach</i>	\$10,000 00 3/3/2009	N/A	501(c)(3)
UC Regents Ozcan, Aydogan UCLA Electrical Engineering Department Engr. IV Building Los Angeles, CA 90095 <i>1st payment of WIP for 2009- UCLA</i>	\$33,350.00 6/16/2009	N/A	509(a)(1)
UC Regents Ozcan, Aydogan UCLA Electrical Engineering Department Engr. IV Building Los Angeles, CA 90095 <i>2nd payment of WIP for 2009- UCLA</i>	\$33,350 00 12/9/2009	N/A	509(a)(1)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
UCLA Foundation Bianco, Brooke 10920 Wilshire Blvd. 11th Floor Los Angeles, CA 90095-9000 <i>Director's Matching</i>	\$2,500.00 11/13/2009	N/A	509(a)(1)
The UCLA Foundation Norouz, Leyli UCLA Anderson School of Management 110 Westwood Plaza, Mullin Management Commons Suite F301, Box 951481 Los Angeles, CA 90095 <i>Director Match</i>	\$2,250.00 6/4/2009	N/A	509(a)(1)
United Nations Foundation Calvin, Kathy 1800 Massachusetts Avenue, NW, Suite 400 Washington, DC 20036 <i>To support World Food Program project</i>	\$180,000.00 6/18/2009	N/A	501(c)(3)
University of Denver Vogel, Mark Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 <i>Employee Match</i>	\$100.00 1/29/2009	N/A	501(c)(3)
University of Denver Vogel, Mark Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 <i>Employee Match</i>	\$100.00 11/10/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	555 Long Wharf Drive New Haven, CT 06511	Amount Paid Date	Relationship	Tax Status
University of Denver Vogel, Mark Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 Employee Matching		\$500.00 12/9/2009	N/A	501(c)(3)
Urban Peak Ramachandran, Kay 730 21st Street Denver, CO 80205 General operating support		\$10,000.00 8/28/2009	N/A	509(a)(1)
Walnut Creek Education Foundation Schardi, Emily 960 Ygnacio Valley Road Walnut Creek, CA 94596 Staff Matching		\$10,000.00 8/13/2009	N/A	509(a)(1)
The Hole In the Wall Gang Fund 555 Long Wharf Drive New Haven, CT 06511		\$1,500.00 8/24/2009	N/A	509(a)(1)
Directors' Match - Megan Doberneck Women's Bean Project Ryan, Tamra 3201 Curtis St. Denver, CO 80205 General operating support		\$10,000.00 10/26/2009	N/A	509(a)(2)
World Affairs Council of Northern California Wales, Jane 312 Sutter Street, Suite 200 San Francisco, CA 94108 Global Philanthropy Forum		\$25,000.00 3/3/2009	N/A	501(c)(3)

Payee Organization Request Primary Contact Purpose	Amount Paid Date	Relationship	Tax Status
World Affairs Council of Northern California Wales, Jane 312 Sutter Street, Suite 200 San Francisco, CA 94108 <i>Director's Match</i>	\$3,750.00 12/18/2009	N/A	501(c)(3)
YouthBlz Garcia Ulbarri, Sonya 3280 Downing Street, Suite C Denver, CO 80205 <i>Program support</i>	\$10,000.00 8/28/2009	N/A	509(a)(1)
Youth Partners NET Cowles, Dean PO Box 11909 Denver, CO 80211-0909 <i>Employee Matching</i>	\$1,000.00 8/10/2009	N/A	509(a)(1)
Youth Together Aeeves, Kimberly 449 15th Street, Suite 302 Oakland, CA 94612 <i>Staff Matching</i>	\$3,375.00 10/9/2009	N/A	501(c)(3)
Zeum Yamamoto, Audrey 221 Fourth Street San Francisco, CA 94103 <i>collaborative, multimedia project that nurture families in creativity, collaboration, and communication</i>	\$10,000.00 10/19/2009	N/A	509(a)(1)
Grand Total (98 items)	\$894,788.95	\$894,788.95	\$0.00