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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☒ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE SUSAN THOMPSON BUFFETT FOUNDATION		A Employer identification number 47-6032365
	Number and street (or P O box number if mail is not delivered to street address) 222 KIEWIT PLAZA	Room/suite	B Telephone number (see page 10 of the instructions) (402) 943-1300
	City or town, state, and ZIP code OMAHA, NE 68131		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,241,538,887		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (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)	125,348,956			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	1,201,264	1,201,264		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,163,913			
	b Gross sales price for all assets on line 6a 334,136,056				
	7 Capital gain net income (from Part IV , line 2) . . . .		2,163,913		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	128,714,133	3,365,177		
	13 Compensation of officers, directors, trustees, etc	582,923	0		582,923
	14 Other employee salaries and wages . . . . .	1,356,241	0		1,356,241
	15 Pension plans, employee benefits . . . . .	411,895	0		419,238
	16a Legal fees (attach schedule) . . . . .	60,232	0		60,232
	b Accounting fees (attach schedule) . . . . .	27,181	0		27,181
	c Other professional fees (attach schedule) . . . . .	412,861	0		412,861
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	639,128	0		93,944
	19 Depreciation (attach schedule) and depletion . . .	146,723	0		
	20 Occupancy . . . . .	153,240	0		153,240
	21 Travel, conferences, and meetings . . . . .	345,076	0		345,076
	22 Printing and publications . . . . .	45,355	0		45,355
	23 Other expenses (attach schedule) . . . . .	106,789	0		98,929
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	4,287,644	0		3,595,220
	25 Contributions, gifts, grants paid . . . . .	980,689			407,931,970
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	5,268,333	0		411,527,190
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	123,445,800			
	b <b>Net investment income</b> (if negative, enter -0-)		3,365,177		
	c <b>Adjusted net income</b> (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	1,806,147	541,638	541,638
	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 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .	33,180	34,756	34,756
	10a	Investments—U S and state government obligations (attach schedule)	159,420,263	185,126,791	185,008,585
	b	Investments—corporate stock (attach schedule) . . . . .	1,985,202,434	1,728,659,579	2,053,381,933
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ 1,601,855 Less accumulated depreciation (attach schedule) ▶ 535,880	1,181,607	1,065,975	1,065,975
15	Other assets (describe ▶ _____)	1,506,000	1,506,000	1,506,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,149,149,631	1,916,934,739	2,241,538,887	
Liabilities	17	Accounts payable and accrued expenses . . . . .	12,095	15,574	
	18	Grants payable . . . . .	605,226,681	198,484,000	
	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	605,238,776	198,499,574	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	1,543,910,855	1,718,435,165	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	1,543,910,855	1,718,435,165	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	2,149,149,631	1,916,934,739	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	1,543,910,855
2	Enter amount from Part I, line 27a . . . . .	2	123,445,800
3	Other increases not included in line 2 (itemize) ▶	3	176,381,167
4	Add lines 1, 2, and 3 . . . . .	4	1,843,737,822
5	Decreases not included in line 2 (itemize) ▶	5	125,302,657
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,718,435,165



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 )
1 a	PUBLICLY TRADED SECURITIES	D		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 334,136,056		331,972,143	2,163,913
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,163,913
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,163,913
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

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

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 noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	351,926,060	3,258,034,171	0 108018
2007	206,132,788	2,630,260,867	0 078370
2006	102,021,927	355,412,624	0 287052
2005	61,122,823	67,343,213	0 907632
2004	21,222,077	3,852,075	5 509259

2 Total of line 1, column (d). . . . .	2	6 890331
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	1 378066
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5. . . . .	4	1,981,228,303
5 Multiply line 4 by line 3. . . . .	5	2,730,263,363
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	33,652
7 Add lines 5 and 6. . . . .	7	2,730,297,015
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	411,527,190

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



Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1aExempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	67,304
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3Add lines 1 and 2. . . . .		3	67,304
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	67,304
6Credits/Payments			
a2009 estimated tax payments and 2008 overpayment credited to 2009	6a46,000		
bExempt foreign organizations—tax withheld at source . . . . .	6b		
cTax paid with application for extension of time to file (Form 8868)	6c		
dBackup withholding erroneously withheld . . . . .	6d		
7Total credits and payments Add lines 6a through 6d. . . . .		7	46,000
8Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	36
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	21,340
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11Enter the amount of line 10 to be Credited to 2010 estimated tax  Refunded		11	

Part VII-AStatements Regarding Activities

1aDuring 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? . . . . .	1a	Yes	No
bDid 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.	1b		No
cDid the foundation file Form 1120-POL for this year?. . . . .	1c		No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ 0 (2) On foundation managers  \$ 0			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ 0			
2Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.	2		No
3Has 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 . . . . .	3		No
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	4a		No
bIf "Yes," has it filed a tax return on Form 990-T for this year?. . . . .	4b		
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
6Are 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? . . . . .	6	Yes	
7Did 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	7	Yes	
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)  NE			
bIf 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 .	8b	Yes	
9Is 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 . . . . .	9		No
10Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No



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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address n/a	13	Yes	
14	The books are in care of ALLEN GREENBERG Telephone no (402) 943-1300 Located at 222 KIEWIT PLAZA OMAHA NE ZIP+4 68131			
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.			

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.	1b		No
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		No
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____			
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		
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		No
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		No



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

5b

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.

☒

6a

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

☐ Yes

☒ No

6b

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

☐

If "Yes" to 6b, file Form 8870.

7a

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

☐ Yes

☒ No

7b

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

☐

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 Additional Data Table				

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
TURKIZ GOKGOL	DIR INT'L PROGRAMS	283,769	51,479	0
222 Kiewit Plaza OMAHA, NE 68131	40 00			
Judith Desarno	DIR Domestic program	238,231	48,935	0
222 Kiewit Plaza OMAHA, NE 68131	40 00			
STEVE HEARTWELL	DEP DIR Domestic pro	192,405	33,042	0
222 Kiewit Plaza OMAHA, NE 68131	40 00			
DEBORAH MURRAY	INT'L PROGRAM OFFICE	165,000	41,698	0
222 KIEWIT PLAZA OMAHA, NE 68131	40 00			
KAREN GLUCK	DOMESTIC PROGRAM OFF	145,823	29,255	0
222 KIEWIT PLAZA OMAHA, NE 68131	40 00			
Total number of other employees paid over \$50,000.				4



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
PHILLIBER RESEARCH ASSOCIATES	CONSULTING	283,816
16 MAIN STREET ACCORD,NY 12404		
GLOBAL HEALTH CONSULTANTS NW	CONSULTING	91,804
10431 NE 52ND STREET KIRKLAND,WA 98033		
Total number of others receiving over \$50,000 for professional services. . . . .		0

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
1ALICE BUFFETT OUTSTANDING TEACHER AWARDS - 15 teachers awarded \$10,000 (\$150,000 total)	47,199
2SCHOLARSHIPS - AWARDED \$7,176,125 IN SCHOLARSHIPS	1,706
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3. . . . .	0



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	1,999,318,495
b	Average of monthly cash balances. . . . .	1b	12,080,797
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	2,011,399,292
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	2,011,399,292
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	30,170,989
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,981,228,303
6	Minimum investment return. Enter 5% of line 5. . . . .	6	99,061,415

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	99,061,415
2a	Tax on investment income for 2009 from Part VI, line 5. . . . .	2a	67,304
b	Income tax for 2009 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	67,304
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	98,994,111
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	137,632
5	Add lines 3 and 4. . . . .	5	99,131,743
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	99,131,743

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	411,527,190
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	411,527,190
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	411,527,190
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			



Part XIII

Undistributed Income (see 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			
2		Undistributed income, if any, as of the end of 2008			
a		Enter amount for 2008 only. . . . . 0			
b		Total for prior years 20____, 20____, 20____ 0			
3		Excess distributions carryover, if any, to 2009			
a		From 2004. . . . . 21,172,435			
b		From 2005. . . . . 57,723,949			
c		From 2006. . . . . 84,343,230			
d		From 2007. . . . . 74,574,123			
e		From 2008. . . . . 189,538,249			
f		Total of lines 3a through e. . . . . 427,351,986			
4		Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 411,527,190			
a		Applied to 2008, but not more than line 2a 0			
b		Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c		Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d		Applied to 2009 distributable amount. . . . . 99,131,743			
e		Remaining amount distributed out of corpus 312,395,447			
5		Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) 0			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 739,747,433			
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 page 27 of the instructions . . . 0			
e		Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . . 0			
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). . . . . 0			
8		Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). . . . . 21,172,435			
9		Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . . 718,574,998			
10		Analysis of line 9			
a		Excess from 2005. . . . . 57,723,949			
b		Excess from 2006. . . . . 84,343,230			
c		Excess from 2007. . . . . 74,574,123			
d		Excess from 2008. . . . . 189,538,249			
e		Excess from 2009. . . . . 312,395,447			



Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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) )

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

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

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	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
Name and address (home or business)				
<div>a Paid during the year</div> See Additional Data Table				
<div>Total . . . . .</div>			<div>3a</div>	407,931,970
<div>b Approved for future payment</div> See Additional Data Table				
<div>Total . . . . .</div>			<div>3b</div>	78,286,625



Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . . .			14	1,201,264	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	2,163,913	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . .		0		3,365,177	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . <b>13</b>				3,365,177	3,365,177

[illegible]



<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received			




[illegible]

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

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

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

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
*****			2010-06-25	*****
Signature of officer or trustee			Date	Title
Paid Preparer's Use Only	Preparer's Signature  Barbara J Fajen		Date  2010-06-25	Check if self-employed   Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code  SEIM JOHNSON SESTAK & QUIST LLP 8807 INDIAN HILLS DRIVE SUITE 300 OMAHA, NE 681144123		EIN 	
			Phone no (402) 330-2660	



Schedule B

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

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

<b>Name of organization</b> THE SUSAN THOMPSON BUFFETT FOUNDATION	<b>Employer identification number</b> 47-6032365
--	---

Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).



<b>Name of organization</b> THE SUSAN THOMPSON BUFFETT FOUNDATION	<b>Employer identification number</b> 47-6032365
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WARREN E BUFFETT 1440 KIEWIT PLAZA  OMAHA, NE 68131	\$ 125,348,956	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>  (Complete Part II if there is a noncash contribution )







Name of organization THE SUSAN THOMPSON BUFFETT FOUNDATION	Employer identification number 47-6032365
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Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry )

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ► \$

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



# TY 2009 Investments Government Obligations Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

**US Government Securities - End of**

**Year Book Value:**

185,126,791

**US Government Securities - End of**

**Year Fair Market Value:**

185,008,585

**State & Local Government  
Securities - End of Year Book**

**Value:**

0

**State & Local Government  
Securities - End of Year Fair**

**Market Value:**


0



Additional Data

Software ID: 09000028  
Software Version: 2009.03060  
EIN: 47-6032365  
Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

Form 990PF Part VIII Line 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
ALLEN GREENBERG 	PRESIDENT 40 00	450,000	59,311	0
222 KIEWIT PLAZA OMAHA, NE 68131				
MELISSA HOW	BOARD SEC'Y / DIR GRANTS & 40 00	132,923	36,040	0
222 KIEWIT PLAZA OMAHA, NE 68131				
PETER A BUFFETT	DIRECTOR 1 00	0	0	0
222 KIEWIT PLAZA OMAHA, NE 68131				
GEOFFREY COWAN	DIRECTOR 1 00	0	0	0
222 KIEWIT PLAZA OMAHA, NE 68131				
CAROL LOOMIS	DIRECTOR 1 00	0	0	0
222 KIEWIT PLAZA OMAHA, NE 68131				
PATTI MATSON	DIRECTOR 1 00	0	0	0
222 KIEWIT PLAZA OMAHA, NE 68131				
SUSAN A BUFFETT	BOARD CHAIR 1 00	0	0	0
222 KIEWIT PLAZA OMAHA, NE 68131				




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Abortion Access Project Inc552 Massachusetts Ave Cambridge, MA 02139	NONE	509 (a)(1)	Project Support	2,187,304
Advocates for Youth2000 M Street NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	2,028,502
Advocates for Youth2000 M Street NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	50,000
Allen Womens Health233 Vold Drive Waterloo, IA 50703	NONE	509 (a)(1)	Project Support	380,763
Alliance for Justice11 Dupont Circle NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	300,840
American College of Nurse Midwives 8403 Colesville Rd Silver Spring, MD 20910	NONE	501 (c)(6)	Project Support	584,483
American College of Obstetricians a 409 12th Street SW Washington, DC 20024	NONE	509 (a)(1)	Project Support	704,412
Beth Israel Medical Center350 E 17th Street New York, NY 10003	NONE	509 (a)(1)	Project Support	487,905
Boston Medical CenterOne Boston Medical Center Plaza Boston, MA 02118	NONE	509 (a)(1)	Project Support	391,345
Boston Medical Center850 Harrison Ave Boston, MA 02118	NONE	509 (a)(1)	Project Support	22,039
Boston Medical Center85 East Concord Street Boston, MA 02118	NONE	509 (a)(1)	Project Support	338,555
Boston Medical Center85 E Concord Street Boston, MA 02118	NONE	509 (a)(1)	Project Support	46,404
Boston Medical Center85 E Concord Street Boston, MA 02118	NONE	509 (a)(1)	Project Support	47,538
Boulder Valley Women's Health Cente 2855 Valmont Rd Boulder, CO 80301	NONE	509 (a)(1)	Project Support	935,710
Bridging the Gap Foundation120 Peachtree Circle Atlanta, GA 30309	NONE	509 (a)(2)	Project Support	122,200
<b>Total . . . . . ▶ 3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Brigham and Women's Hospital1620 Tremont Street Boston,MA 02120	NONE	509 (a)(1)	Project Support	367,863
Catholics for Choice1436 U Street NW Washington,DC 20009	NONE	509 (a)(1)	Project Support	1,171,712
Catholics for Choice1436 U Street NW Washington,DC 20009	NONE	509 (a)(1)	Project Support	1,138,445
Center for Reproductive Rights120 Wall Street New York,NY 10005	NONE	509 (a)(1)	Project Support	1,990,033
Center for Reproductive Rights120 Wall Street New York,NY 10005	NONE	509 (a)(1)	Project Support	473,500
Central Community College Foundatio2727 West 2nd St Hastings,NE 68901	NONE	509 (a)(1)	Project Support	22,343
Central Community College Foundatio2727 West 2nd St Hastings,NE 68901	NONE	509 (a)(1)	Project Support	33,047
Central Maine Medical Center76 High Street Lewiston,ME 04240	NONE	509 (a)(1)	Project Support	150,807
Chadron State College1000 Main Street Chadron,NE 69337	NONE	509 (a)(1)	Project Support	52,473
Chadron State College1000 Main Street Chadron,NE 69337	NONE	509 (a)(1)	Project Support	64,658
Christiana Care Health Services4735 Ogletown-Stanton Road Newark,DE 19713	NONE	509 (a)(1)	Project Support	265,434
Colorado Association for School-Bas1750 High Street Denver,CO 80218	NONE	509 (a)(1)	Project Support	109,109
Colorado Department of Public Healt4300 Cherry Creek Dr S Denver,CO 802461530	NONE	509 (a)(1)	Project Support	5,400,000
Colorado Organization for Latina Op PO Box 201061 Denver,CO 80220	NONE	509 (a)(1)	Project Support	103,734
Colorado Organization on Adolescent1650 Franklin St Denver,CO 80218	NONE	509 (a)(2)	Project Support	130,000
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Colorado Organization on Adolescent 1650 Franklin St Denver, CO 80218	NONE	509 (a)(2)	Project Support	200,000
Community League Inc35 James Street Newark, NJ 07102	NONE	509 (a)(1)	Project Support	100,000
Denver Foundation777 Bannock Street Denver, CO 80204	NONE	509 (a)(1)	Project Support	1,841,080
DKT International1701 K Street Suite 900 Washington, DC 20006	NONE	509 (a)(2)	Project Support	186,880
DKT International1701 K Street Suite 900 Washington, DC 20006	NONE	509 (a)(2)	Project Support	10,505,620
Drexel University College of Medicine 245 N 15th Street Philadelphia, PA 19102	NONE	509 (a)(1)	Project Support	299,532
Edgerton Women's Health Center 1510 E Rusholme Street Davenport, IA 52803	NONE	509 (a)(1)	Project Support	369,712
Emory University1639 Pierce Dr Atlanta, GA 30322	NONE	509 (a)(1)	Project Support	185,528
Emory University1639 Pierce Dr Ste 4208 Atlanta, GA 30322	NONE	509 (a)(1)	Project Support	44,450
Engender Health440 Ninth Ave New York, NY 10001	NONE	509 (a)(1)	Project Support	926,648
Engender Health440 Ninth Ave New York, NY 10001	NONE	509 (a)(1)	Project Support	8,208,006
Equidad de GeneroAbasolo 201 COL DEL CARMEN COYOACAN MX	nONE	N/A	project Support	1,367,600
ESARCarrera 18 No 33 A-19 BOGOTA CO	NONE	N/A	Project Support	6,516,563
Family Health InternationalPO Box 13950 Research Triangle Park, NC 27709	NONE	509 (a)(2)	Project Support	332,320
Family Health InternationalPO Box 13950 Research Triangle Park, NC 27709	NONE	509 (a)(2)	Project Support	21,622
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Family Health InternationalPO Box 13950 Research Triangle Park, NC 27709	NONE	509 (a)(2)	Project Support	540,000
Family Planning Council of Iowa108 3rd Street Des Moines, IA 50309	NONE	509 (a)(1)	Project Support	117,816
Family Residency of Idaho Inc777 N Raymond St Boise, ID 83704	NONE	509 (a)(1)	Project Support	67,233
Focus Points Family Resource Center3532 Franklin St Denver, CO 80205	NONE	509 (a)(1)	Project Support	75,950
Fund for Public Health in New York291 Broadway New York, NY 10007	NONE	509 (a)(1)	Project Support	1,861,441
Funders Network on Population Repro1215 Veirs Mill Road Rockville, MD 20851	NONE	509 (a)(1)	Project Support	50,000
Global Justice Center25 E 21st Street New York, NY 10010	NONE	509 (a)(1)	Project Support	111,120
Good Works Group LLC1430 Front Street Louisville, CO 80027	NONE	N/A	Project Support	291,248
Group Health Cooperative125 16th Ave E Seattle, WA 98112	NONE	509 (a)(1)	Project Support	40,915
Guttmacher Institute125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	232,813
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	172,800
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	1,201,578
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	556,983
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	2,714,332
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	273,629
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	1,516,160
Guttmacher Institute Inc1301 Connecticut Ave NW Suite 700 Washington, DC 20036	NONE	509 (a)(1)	Project Support	452,237
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	1,406,425
Gynuity Health Projects15 East 26th Street New York, NY 10010	NONE	N/A	project Support	429,071
Gynuity Health Projects15 East 26th Street New York, NY 10010	NONE	N/A	project Support	3,338,136
Health Research Association1640 Marengo Street Los Angeles, CA 90033	NONE	509 (a)(1)	Project Support	69,689
Hillcrest Family Services220 W 7th Street Dubuque, IA 52001	NONE	509 (a)(1)	Project Support	223,744
IBIS Reproductive Health17 Dunster Street Cambridge, MA 02138	NONE	509 (a)(1)	Project Support	184,464
IBIS Reproductive Health17 Dunster Street Cambridge, MA 02138	NONE	509 (a)(1)	Project Support	474,336
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	122,961
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	60,275
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	149,686
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	214,579
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	192,880
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	122,961
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	88,505
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	102,780
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	640,651
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	134,719
International Planned Parenthood Fe4 Newhams Row LONDON UK	NONE	N/A	Project Support	311,019
International Planned Parenthood Fe 120 Wall Street New York, NY 10005	NONE	509 (a)(1)	Project Support	2,596,216
International Planned Parenthood Fe 120 Wall Street New York, NY 10005	NONE	509 (a)(1)	Project Support	412,281
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	69,741
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	239,112
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	115,955
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	83,025
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	205,902
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	162,729
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	185,976
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	73,062
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	355,347
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	96,309
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	119,556
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) TYPE I	Project Support	86,346
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	38,056,278
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	492,831
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	5,934,560
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	1,909,596
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	121,557
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	197,374
IPAS300 Market Street Chapel Hill, NC 27516	NONE	509 (a)(1)	Project Support	344,630
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	169,476
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	252,637
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	167,994
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	345,711
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	-30,766
Johns Hopkins University4940 Eastern Ave Baltimore, MD 21224	NONE	509 (a)(1)	Project Support	23,715
Kaiser Foundation HospitalsHealth P 2000 Broadway Oakland, CA 946122304	NONE	509 (a)(1)	Project Support	114,883
Macro International11785 Beltsville Drive Calverton, MD 20705	NONE	N/A	Project Support	99,871
Magee-Womens Research Institute and300 Halket Street Pittsburgh, PA 15213	NONE	509 (a)(3) TYPE I	Project Support	163,420
Magee-Womens Research Institute and300 Halket Street Pittsburgh, PA 15213	NONE	509 (a)(3) TYPE I	Project Support	404,736
Magee-Womens Research Institute and300 Halket Street Pittsburgh, PA 15213	NONE	509 (a)(3) TYPE I	Project Support	44,118
Magee-Womens Research Institute and300 Halket Street Pittsburgh, PA 15213	NONE	509 (a)(3) TYPE I	Project Support	32,250
Magee-Womens Research Institute and300 Halket Street Pittsburgh, PA 15213	NONE	509 (a)(3) TYPE I	Project Support	68,496
Medical Students for ChoicePO Box 70190 Oakland, CA 94615	NONE	509 (a)(1)	Project Support	609,554
Medical University of South Carolin96 Jonathan Lucas St Charleston, SC 29425	NONE	509 (a)(3) TYPE III	Project Support	76,260
Medical University of South Carolin96 Jonathan Lucas St Charleston, SC 29425	NONE	509 (a)(3) TYPE III	Project Support	398,643
Medicines360275 Battery Street San Francisco, CA 94111	NONE	509 (a)(1)	Project Support	406,512
Medicines360275 Battery Street San Francisco, CA 94111	NONE	509 (a)(1)	Project Support	20,545,209
Metropolitan Community CollegePO Box 3777 Omaha, NE 68103	NONE	509 (a)(1)	Project Support	15,425
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Metropolitan Community CollegePO Box 3777 Omaha, NE 68103	NONE	509 (a)(1)	Project Support	28,372
Mid-Plains Community College1101 Haligan Dr North Platte, NE 69101	NONE	509 (a)(1)	Project Support	10,389
Mid-Plains Community College1101 Haligan Dr North Platte, NE 69101	NONE	509 (a)(1)	Project Support	6,198
Minnesota Medical Foundation200 Oak Street Minneapolis, MN 55455	NONE	509 (a)(1)	Project Support	187,017
Montefiore Medical Center1300 Morris Park Ave Bronx, NY 10461	NONE	509 (a)(1)	Project Support	1,023,354
Montefiore Medical Center1300 Morris Park Ave Bronx, NY 10461	NONE	509 (a)(1)	Project Support	252,092
Mount Sinai Medical Center Inc1176 Fifth Ave New York, NY 10029	NONE	509 (a)(1)	Project Support	303,048
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	1,860,040
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	57,106,975
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	1,346,120
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	9,583,440
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	10,171,272
MSI-USPO Box 7910 Boulder, CO 80306	NONE	509 (a)(3) TYPE I	Project Support	2,980,485
Myrtue Medical Center-Shelby County1213 Garfield Ave Harlan, IA 51537	NONE	509 (a)(1)	Project Support	233,412
NARAL-Pro-Choice Colorado Foundatio1905 Sherman Street Denver, CO 80203	NONE	509 (a)(2)	Project Support	50,000
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



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Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
National Abortion Federation1660 L Street NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	162,829
National Abortion Federation1660 L Street NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	17,230,974
National Campaign to Prevent Teen P1776 Massachusetts Ave NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	486,255
National Campaign to Prevent Teen P1776 Massachusetts Ave NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	6,554,116
National Health Law Program2639 S La Cienega Blvd Los Angeles, CA 90034	NONE	509 (a)(1)	Project Support	100,000
National Institute for Reproductive470 Park Ave South New York, NY 10016	NONE	509 (a)(1)	Project Support	916,560
National Partnership for Women and1875 Connecticut Ave NW Washington, DC 20009	NONE	509 (a)(2)	Project Support	364,835
National Partnership for Women and1875 Connecticut Ave NW Washington, DC 20009	NONE	509 (a)(2)	Project Support	250,650
National Partnership for Women and1875 Connecticut Ave NW Washington, DC 20009	NONE	509 (a)(2)	Project Support	504,336
National Women's Law Center11 Dupont Cir Washington, DC 20036	NONE	509 (a)(1)	Project Support	2,031,907
NET Foundation for Television1800 North 33rd Street Lincoln, NE 68503	NONE	509 (a)(1)	Project Support	1,000
North Iowa Community Action Organiz300 15 St NE Mason City, IA 50401	NONE	509 (a)(1)	Project Support	185,424
Northeast Community CollegePO Box 469 Norfolk, NE 68702	NONE	509 (a)(1)	Project Support	45,458
Northeast Community CollegePO Box 469 Norfolk, NE 68702	NONE	509 (a)(1)	Project Support	55,302
Northeast Iowa Community Action305 Montgomery Decorah, IA 52101	NONE	509 (a)(1)	Project Support	250,206
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Northwestern University750 North Lake Shore Drive Chicago,IL 60611	NONE	509 (a)(1)	Project Support	139,524
Northwestern University750 North Lake Shore Drive Chicago,IL 60611	NONE	509 (a)(1)	Project Support	241,992
Nuclear Threat Initiative1747 Pennsylvania Avenue NW Washington,DC 20006	NONE	509 (a)(1)	Project Support	6,928,845
Ohio State University395 W 12th Ave Columbus,OH 43210	NONE	509 (a)(1)	Project Support	295,658
Omaha Zoo Foundation3701 S 10th Street Omaha,NE 68107	NONE	509 (a)(3) TYPE II	Project Support	125,000
Options for International Health1800 M Street NW Washington,DC 20036	NONE	509 (a)(1)	Project Support	2,793,369
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	291,720
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	225,435
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	87,020
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	1,396,983
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	49,720
Oregon Health and Science Universit1121 SW Salmon Street Portland,OR 97205	NONE	509 (a)(1)	Project Support	69,453
Peru State CollegePO Box 10 Peru,NE 68421	NONE	509 (a)(1)	Project Support	21,302
Peru State CollegePO Box 10 Peru,NE 68421	NONE	509 (a)(1)	Project Support	33,152
Physicians for Reproductive Choice55 West 39th Street New York,NY 10018	NONE	509 (a)(1)	Project Support	1,350,000
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



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Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Planned Parenthood Arizona5651 North 7th Street Phoenix, AZ 85014	NONE	509 (a)(1)	Project Support	326,745
Planned Parenthood Federation of Am434 W 33rd Street New York, NY 10001	NONE	509 (a)(1)	Project Support	2,000,000
Planned Parenthood Federation of Am434 W 33rd Street New York, NY 10001	NONE	509 (a)(1)	Project Support	12,326,858
Planned Parenthood Federation of Am434 W 33rd Street New York, NY 10001	NONE	509 (a)(1)	Project Support	991,111
Planned Parenthood Federation of Am434 W 33 Street New York, NY 10001	NONE	509 (a)(1)	Project Support	13,000,000
Planned Parenthood Health Systems I100 S Boylan Ave Raleigh, NC 27603	NONE	509 (a)(1)	Project Support	22,800
Planned Parenthood League of Massac1055 Commonwealth Avenue Boston, MA 02215	NONE	509 (a)(1)	Project Support	70,000
Planned Parenthood of Collier Count1425 Creech Road Naples, FL 34103	NONE	509 (a)(2)	Project Support	22,800
Planned Parenthood of East Central3425 First Avenue SE Cedar Rapids, IA 52402	NONE	509 (a)(1)	Project Support	595,671
Planned Parenthood of Greater IowaPO Box 4557 Des Moines, IA 50306	NONE	509 (a)(1)	Project Support	2,203,145
Planned Parenthood of Greater IowaPO Box 4557 Des Moines, IA 50306	NONE	509 (a)(1)	Project Support	225,000
Planned Parenthood of Illinois18 S Michigan Ave Chicago, IL 60603	NONE	509 (a)(1)	Project Support	22,800
Planned Parenthood of Mar Monte201 29th Street Sacramento, CA 95816	NONE	509 (a)(1)	Project Support	22,800
Planned Parenthood of Minnesota Nor1200 Lagoon Ave Minneapolis, MN 55408	NONE	509 (a)(1)	Project Support	504,810
Planned Parenthood of Nebraska and2246 O Street Lincoln, NE 68510	NONE	509 (a)(1)	Project Support	17,794
<b>Total . . . . . ▶ 3a</b>				407,931,970



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Name and address (home or business)				
<b>a</b> Paid during the year				
Planned Parenthood of Nebraska and 2246 O Street Lincoln, NE 68510	NONE	509 (a)(1)	Project Support	26,134
Planned Parenthood of South Florida 2300 N Florida Mango Road West Palm Beach, FL 33409	NONE	509 (a)(1)	Project Support	22,800
Planned Parenthood of Southeast Iow 620 N 8th Street Burlington, IA 52601	NONE	509 (a)(1)	Project Support	481,629
Planned Parenthood of Southeastern 1144 Locust Street Philadelphia, PA 19107	NONE	509 (a)(1)	Project Support	38,667
Planned Parenthood of Southwestern 360 East 10th Street Eugene, OR 97401	NONE	509 (a)(1)	Project Support	45,600
Planned Parenthood of the Heartland 1171 7th Street Des Moines, IA 50314	NONE	509 (a)(1)	Project Support	46,706
Ploughshares Fund1430 K Street NW Washington, DC 20005	NONE	509 (a)(1)	Project Support	257,280
Population CouncilOne Dag Hammarksjold Plaza New York, NY 10017	NONE	509 (a)(1)	Project Support	433,356
Population CouncilOne Dag Hammarksjold Plaza New York, NY 10017	NONE	509 (a)(1)	Project Support	754,554
Population CouncilOne Dag Hammarksjold Plaza New York, NY 10017	NONE	509 (a)(1)	Project Support	33,629
Population CouncilOne Dag Hammarksjold Plaza New York, NY 10017	NONE	509 (a)(1)	Project Support	801,675
Population CouncilOne Dag Hammarksjold Plaza New York, NY 10017	NONE	509 (a)(1)	Project Support	839,040
Population Reference Bureau1875 Connecticut Ave NW Washington, DC 20009	NONE	509 (a)(1)	Project Support	2,644,781
Population Services International 1120 19th Street NW Suite 600 Washington, DC 20036	NONE	509 (a)(2)	Project Support	11,431,273
Public Conversations Project46 Kondazian St Watertown, MA 02472	NONE	509 (a)(1)	Project Support	6,000
<b>Total . . . . .</b> ▶ <b>3a</b>				407,931,970



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Name and address (home or business)				
<b>a</b> Paid during the year				
Public Health Solutions220 Church Street New York, NY 10013	NONE	509 (a)(1)	Project Support	230,756
Public Health Solutions220 Church Street New York, NY 100132988	NONE	509 (a)(1)	Project Support	411,023
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	300,672
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	201,361
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	168,365
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	891,870
Regents of the University of Califo3333 California Street San Francisco, CA 94718	NONE	509 (a)(1)	Project Support	198,996
Regents of the University of Califo3333 California Street San Francisco, CA 94718	NONE	509 (a)(1)	Project Support	1,949,184
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	-92,158
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	1,172,906
Regents of the University of Califo3333 California Street San Francisco, CA 94118	NONE	509 (a)(1)	Project Support	7,562,680
Regents of the University of CalifoBox 0744 San Francisco, CA 94143	NONE	509 (a)(1)	Project Support	41,140
Regents of the University of Califo1001 Potrero Ave San Francisco, CA 94110	NONE	509 (a)(1)	Project Support	27,379
Regents of the University of Califo2233 Post Street San Francisco, CA 94115	NONE	509 (a)(1)	Project Support	300,000
Regents of the University of Califo1001 Potrero Ave San Francisco, CA 94110	NONE	509 (a)(1)	Project Support	63,385
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



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Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Regents of the University of Califo 1001 Potrero Ave San Francisco, CA 94110	NONE	509 (a)(1)	Project Support	29,156
Regents of the University of Califo 1001 Potrero Ave San Francisco, CA 94110	NONE	509 (a)(1)	Project Support	67,753
Regents of the University of ColoraPO Box 6511 Aurora, CO 80045	NONE	509 (a)(1)	Project Support	399,905
Regents of the University of Colora 12631 East 17th Ave Aurora, CO 80045	NONE	509 (a)(1)	Project Support	195,585
Regents of the University of Michig 1500 East Medical Center Drive Ann Arbor, MI 48109	NONE	509 (a)(1)	Project Support	70,000
Religious Coalition for Reproductiv 1025 Vermont Avenue NW Washington, DC 20005	NONE	509 (a)(1)	Project Support	2,216,504
Salem Baptist Church3131 Lake Street Omaha, NE 68111	NONE	509 (a)(1)	Project Support	5,000
Save the Children54 Wilton Road Westport, CT 06881	NONE	509 (a)(1)	Project Support	10,143,884
Society of Family Planning255 S 17th Street Philadelphia, PA 19103	NONE	509 (a)(1)	Project Support	1,425,920
Southeast Community College8800 O Street Lincoln, NE 68520	NONE	509 (a)(1)	Project Support	60,593
Southeast Community College8800 O Street Lincoln, NE 68520	NONE	509 (a)(1)	Project Support	40,840
Southern Iowa Family Planning228 E Second St Ottumwa, IA 52501	NONE	509 (a)(1)	Project Support	553,271
Southwest Open SchoolPO Box DD Cortez, CO 81321	NONE	509 (a)(1)	Project Support	7,330
St Lukes Family Healthcare Foundati 855 A Avenue NE Cedar Rapids, IA 52402	NONE	509 (a)(1)	Project Support	338,130
Stanford University300 Pasteur Dr Stanford, CA 94305	NONE	509 (a)(1)	Project Support	32,148
<b>Total . . . . .</b>				407,931,970




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Name and address (home or business)				
<b>a</b> Paid during the year				
Stanford University300 Pasteur Dr Stanford, CA 94305	NONE	509 (a)(1)	Project Support	322,695
Stanford University300 Pasteur Dr Stanford, CA 94305	NONE	509 (a)(1)	Project Support	80,226
Stanford University300 Pasteur Drive Stanford, CA 94305	NONE	509 (a)(1)	Project Support	21,120
Teammates Mentoring Program6801 O Street Lincoln, NE 68510	NONE	509 (a)(1)	Project Support	10,000
The Board of Trustees of the Univer 820 South Wood Street Chicago, IL 60612	NONE	509 (a)(1)	Project Support	3,774
The Board of Trustees of the Univer 820 S Wood Street Chicago, IL 60612	NONE	509 (a)(1)	Project Support	479,823
The Board of Trustees of the Univer 820 S Wood Street Chicago, IL 60612	NONE	509 (a)(1)	Project Support	41,236
The ONE Campaign9201 Wilshire Blvd Beverly Hills, CA 90210	NONE	509 (a)(2)	Project Support	1,008,025
The Regents of the University of Mi 1500 East Medical Center Drive Ann Arbor, MI 48109	NONE	509 (a)(1)	Project Support	378,138
The Regents of the University of Mi 1500 East Medical Center Drive Ann Arbor, MI 48109	NONE	509 (a)(1)	Project Support	718,336
The University of Utah30 North 1900 East Salt Lake City, UT 84132	NONE	509 (a)(1)	Project Support	1,880
Trustees of Columbia University622 W 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	768,277
Trustees of Columbia University630 East 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	177,876
Trustees of Columbia University630 East 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	1,590,126
Trustees of Columbia University630 East 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	3,857,668
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Trustees of Columbia University630 East 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	2,479,809
Trustees of Columbia University630 East 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	69,765
Trustees of Columbia University622 W 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	69,534
Trustees of Columbia University622 West 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	69,985
Trustees of Columbia University630 West 168th St New York, NY 10032	NONE	509 (a)(1)	Project Support	4,170
Trustees of Columbia University622 W 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	69,427
Trustees of Columbia University622 W 168th Street New York, NY 10032	NONE	509 (a)(1)	Project Support	69,908
Trustees of the University of Penns 3701 Market Street Philadelphia, PA 191045509	NONE	509 (a)(1)	Project Support	499,995
Trustees of the University of Penns 3400 Spruce St Philadelphia, PA 191046205	NONE	509 (a)(1)	Project Support	5,590
UB Family Medicine Inc462 Grider St Buffalo, NY 14215	NONE	509 (a)(2)	Project Support	103,824
Unity Healthcare1609 Cedar Street Muscatine, IA 52761	NONE	509 (a)(1)	Project Support	61,990
University Clinical Education and R 1319 Punahou Street Honolulu, HI 96826	NONE	509 (a)(2)	Project Support	104,704
University Clinical Education and R 1319 Punahou Street Honolulu, HI 96826	NONE	509 (a)(2)	Project Support	46,400
University Hospitals Health System 11100 Euclid Ave Cleveland, OH 44106	NONE	509 (a)(1)	Project Support	49,124
University of Chicago5841 S Maryland Ave Chicago, IL 60637	NONE	509 (a)(1)	Project Support	262,320
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
University of Chicago5841 S Maryland Ave Chicago,IL 60637	NONE	509 (a)(1)	Project Support	32,921
University of Chicago5841 S Maryland Ave Chicago,IL 60637	NONE	509 (a)(1)	Project Support	70,000
University of Iowa Hospitals and Cl 200 Hawkins Drive Iowa City,IA 52242	NONE	509 (a)(1)	Project Support	405,109
Foundation of the University of Med1 Robert Wood Johnson Medical School New Brunswick,NJ 08903	NONE	509 (a)(3) TYPE I	Project Support	86,684
University of MiamiPO Box 016960 Miami,FL 33101	NONE	509 (a)(1)	Project Support	303,786
University of MiamiPO Box 016960 D-50 Miami,FL 33101	NONE	509 (a)(1)	Project Support	43,920
University of Nebraska Board of Reg 600 S 42 Street Omaha,NE 68198	NONE	509 (a)(1)	Project Support	58,094
University of Nebraska Board of Reg 600 S 42 Street Omaha,NE 68198	NONE	509 (a)(1)	Project Support	64,674
University of Nebraska Board of Reg RR3 Box23A Curtis,NE 69025	NONE	509 (a)(1)	Project Support	11,209
University of Nebraska Board of Reg RR3 Box23A Curtis,NE 69025	NONE	509 (a)(1)	Project Support	5,208
University of Nebraska Board of Reg 16 Canfield Administration Bldg Lincoln,NE 68588	NONE	509 (a)(1)	Project Support	64,820
University of Nebraska Board of Reg 3835 Holdrege Street Lincoln,NE 685830743	NONE	509 (a)(1)	Project Support	1,226,700
University of Nebraska Board of Reg 905 West 25th Street Kearney,NE 68849	NONE	509 (a)(1)	Project Support	271,120
University of Nebraska Board of Reg 905 West 25th Street Kearney,NE 68849	NONE	509 (a)(1)	Project Support	447,950
University of Nebraska Board of Reg 16 Canfield Administration Bldg Lincoln,NE 68588	NONE	509 (a)(1)	Project Support	1,086,109
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
University of Nebraska Board of Reg 16 Canfield Administration Bldg Lincoln, NE 68588	NONE	509 (a)(1)	Project Support	1,545,715
University of Nebraska Board of Reg Eppley Administration Bldg Omaha, NE 68182	NONE	509 (a)(1)	Project Support	490,695
University of Nebraska Board of Reg Eppley Administration Bldg Omaha, NE 68182	NONE	509 (a)(1)	Project Support	942,222
University of New Mexico1 University of New Mexico Albuquerque, NM 871310001	NONE	509 (a)(1)	Project Support	15,649
University of New Mexico1 University of New Mexico Albuquerque, NM 871310001	NONE	509 (a)(1)	Project Support	131,360
University of North Carolina at Cha School of Public HealthCB 7445 Rosenau Hall Chapel Hill, NC 27599	NONE	509 (a)(1)	Project Support	465,152
University of North Carolina at Cha 4015 Old Clinic Bldg Chapel Hill, NC 27599	NONE	509 (a)(1)	Project Support	204,688
University of Northern Iowa213 E Bartlett Hall Cedar Falls, IA 50614	NONE	509 (a)(1)	Project Support	2,688,265
University of Puerto RicoGPO Box 365067 San Juan, PR 009365067	NONE	509 (a)(1)	Project Support	100,000
University of Rochester601 Elmwood Ave Rochester, NY 14642	NONE	509 (a)(1)	Project Support	33,488
University of Southern California1640 Marengo Street Los Angeles, CA 90033	NONE	509 (a)(2)	Project Support	518,560
University of Southern California1640 Marengo Street Los Angeles, CA 90033	NONE	509 (a)(2)	Project Support	52,260
University of Southern California1640 Marengo Street Los Angeles, CA 90033	NONE	509 (a)(2)	Project Support	67,429
University of Washington325 Ninth Ave Seattle, WA 98104	NONE	509 (a)(1)	Project Support	239,680
USC Obstetricians and Gynecologists 1640 Marengo Street Los Angeles, CA 90033	NONE	509 (a)(2)	Project Support	25,460
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Venture Strategies Innovations2140 Shattuck Ave Berkley, CA 94704	NONE	509 (a)(2)	Project Support	6,947,840
Venture Strategies Innovations2140 Shattuck Ave Berkley, CA 94704	NONE	509 (a)(2)	Project Support	609,960
Venture Strategies Innovations2140 Shattuck Ave Berkley, CA 94704	NONE	509 (a)(2)	Project Support	347,480
Visiting Nurse Services of Iowa1111 9th Street Des Moines,IA 50314	NONE	509 (a)(1)	Project Support	428,647
Washington Hospital Center110 Irving Street NW Washington,DC 20010	NONE	509 (a)(1)	Project Support	444,821
Washington University49111 Barnes-Jewish Hospital St Louis,MO 631101094	NONE	509 (a)(1)	Project Support	270,108
Washington University4911 Barnes St Louis,MO 631101094	NONE	509 (a)(1)	Project Support	154,455
Washington UniversityCampus Box 8064 St Louis,MO 63110	NONE	509 (a)(1)	Project Support	124,602
Washington University4911 Barnes-Jewish Hospital Pl St Louis,MO 63110	NONE	509 (a)(1)	Project Support	30,766
Washington University4911 Barnes-Jewish Hospital Pl St Louis,MO 63110	NONE	509 (a)(1)	Project Support	35,748
Wayne State College Foundation1111 Main Street Wayne,NE 68787	NONE	509 (a)(1)	Project Support	194,473
Wayne State College Foundation1111 Main Street Wayne,NE 68787	NONE	509 (a)(1)	Project Support	273,437
Western Nebraska Community College1601 E 27th Street Scottsbluff,NE 69361	NONE	509 (a)(1)	Project Support	2,533
Western Nebraska Community College1601 E 27th Street Scottsbluff,NE 69361	NONE	509 (a)(1)	Project Support	1,615
Willows Foundation6867 Elm Street McLean,VA 22101	NONE	509 (a)(1)	Project Support	5,849,523
<b>Total . . . . .</b>  <b>3a</b>				407,931,970




Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
Willows Foundation6867 Elm Street McLean,VA 22101	NONE	509 (a)(1)	Project Support	495,926
Women's Health and Family Planning 905 W Oltorf St Austin,TX 78764	NONE	509 (a)(2)	Project Support	100,000
Womens Health Project Inc227 North Dubuque Street Iowa City,IA 52245	NONE	509 (a)(1)	Project Support	140,367
Women's Health Services of Eastern 2635 Lincoln Way Clinton,IA 52732	NONE	509 (a)(1)	Project Support	425,596
Women's Link WorldwidePO Box 415 Northfield,VT 05663	NONE	509 (a)(1)	Project Support	154,866
World Health Organization20 Ave Appia CH 12-11 Geneva SZ	NONE		Project Support	6,375,589
World Health PartnersBB-11 Greater Kailash New Delhi IN	NONE		Project Support	2,475,465
Yeshiva University Albert Einstein 1300 Morris Park Ave Bronx,NY 10461	NONE	509 (a)(3)	Project Support	342,615
Yeshiva University Albert Einstein 1300 Morris Park Ave Bronx,NY 10461	NONE	509 (a)(3)	Project Support	3,540
Yeshiva University Albert Einstein 1300 Morris Park Ave Bronx,NY 10461	NONE	509 (a)(3)	Project Support	11,672
Yeshiva University Albert Einstein 1300 Morris Park Ave Bronx,NY 10461	NONE	509 (a)(3)	Project Support	28,380
FIGO CHARITABLE FOUNDATION 10 THEED STREET LONDON UK	NONE		PRoject Support	1,815,319
GRUPO DE INFORMACION EN REPRODUCCIOAPARTADO POSTAL 21-547 ADMON 21 COYOACON CP MX	NONE	N/A	Project Support	1,495,298
COLLEEN AAGESEN3215 CUMMING STREET OMAHA,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CARI BRISCOE3215 CUMMING STREET OMAHA,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
KIM COOPER3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
MATTHEW GEERTS3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
JOHN GIBSON12 SCOTT STREET COUNCIL BLUFFS,IA 51503	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
AMANDA GILMORE3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
LINDA HANKINS3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
MYRA HUDSON3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
DOROTHY CHERYL HURLEY3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
KELLY KARKOSKY3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
RENEE MCMAINS3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
DEBORAH MOSIER3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
ELIZABETH PRESTON3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CHARLES THOMAS3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
JENNIFER THOMPSON3215 CUMMING STREET OMaha,NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
<b>Total . . . . .</b>  <b>3a</b>				407,931,970



Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
American College of Nurse Midwives 8403 Colesville Rd Silver Spring, MD 20910	NONE	501 (c)(6)	Project Support	1,527,153
Colorado Department of Public Health 4300 Cherry Creek Dr S Denver, CO 802461530	NONE	509 (a)(1)	Project Support	600,000
Colorado Organization on Adolescent 1650 Franklin St Denver, CO 80218	NONE	509 (a)(2)	Project Support	390,941
denver Foundation777 Bannock Street denver, CO 80204	noNE	509 (a)(1)	project Support	3,083,669
equidad de GeneroAbasalo 201 Col dEL CARMEN COYOACAN MX	nONE	N/A	project Support	50,000
Guttmacher Institute Inc125 Maiden Lane 7th Floor New York, NY 10038	NONE	509 (a)(1)	Project Support	2,398,422
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	63,352
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	383,717
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	358,690
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	126,195
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	335,793
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	311,837
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	273,460
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	128,288
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	750,138
<b>Total . . . . . ▶ 3b</b>				78,286,625



Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>b</b> <i>Approved for future payment</i>				
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	79,478
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	167,203
International Planned Parenthood-Wo 2001 L Street NW Washington, DC 20036	NONE	509 (a)(3) Type I	Project Support	166,268
Medicines360275 Battery Street San Francisco, CA 94111	NONE	509 (a)(1)	Project Support	61,689,905
National Health Law Program2639 S La Cienega Blvd Los Angeles, CA 90034	NONE	509 (a)(1)	Project Support	100,000
Options for International Health1800 M Street NW Washington, DC 20036	NONE	509 (a)(1)	Project Support	3,670,829
Oregon Health and Science Universit 1121 SW Salmon Street Portland, OR 97205	NONE	509 (a)(1)	Project Support	10
Planned Parenthood Arizona5651 North 7th Street Phoenix, AZ 85014	NONE	509 (a)(1)	Project Support	183,800
Regents of the University of ColoraPO Box 6511 Aurora, CO 80045	NONE	509 (a)(1)	Project Support	152,437
University of North Carolina at Cha 4015 Old Clinic Bldg Chapel Hill, NC 27599	NONE	509 (a)(1)	Project Support	362,302
Venture Strategies Innovations2140 Shattuck Ave Berkley, CA 94704	NONE	509 (a)(2)	Project Support	932,738
<b>Total . . . . .</b>				78,286,625



TY 2009 Accounting Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	27,181	0		27,181



## TY 2009 Compensation Explanation

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Person Name	Explanation
MELISSA HOW	MELISSA HOW SERVES AS BOARD OF DIRECTORS' SECRETARY HER DUTIES FOR THIS POSITION TAKE AN AVERAGE OF ONE HOUR PER WEEK MS HOW IS ALSO A FULL-TIME EMPLOYEE OF THE FOUNDATION HER POSITION IS DIRECTOR OF GRANTS AND FINANCE HER COMPENSATION AND EMPLOYEE BENEFIT PLAN CONTRIBUTIONS REFLECTED IN PART VIII ARE PAID FOR HER SERVICES AND RESPONSIBILITIES AS A FOUNDATION EMPLOYEE, RATHER THAN FOR HER SERVICES AS BOARD SECRETARY



**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

**TY 2009 Depreciation Schedule**

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT		118,876	48,434	SL	5 000000000000	16,718	0		
LEASEHOLD IMPROVEMENTS		1,037,135	169,822	SL	15 000000000000	69,142	0		
SOFTWARE		37,678	28,411	SL	3 000000000000	4,361	0		
OFFICE FURNITURE & EQUIPMENT		408,167	142,489	SL	7 000000000000	56,502	0		



**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

**TY 2009 Expenditure Responsibility Statement**

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION  
**EIN:** 47-6032365

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Willows Foundation	6867 Elm Street McLean, VA 22101	2008-02-14	3,605,869	Support of reproductive health activities in Turkey	3,010,784		12/31/09		No need for verification has been identified
Gynuity Health Projects	15 East 26th Street New York, NY 10010	2006-11-01	1,777,753	To support clinical operational and social science research to find more convenient, less expensive, safer, more acceptable ways to use existing reproductive health care techonology	1,777,753		6/11/09		No need for verification has been identified
Willows Foundation	6867 Elm Street McLean, VA 22101	2009-01-01	5,849,523	Support of reproductive health activities in Turkey	4,003,483		12/31/09		No need for verification has been identified
EQUIDAD DE GENERO	ABASOLO 201 COL DEL CARMEN COYOACAN MX	2007-03-28	3,331,700	Education and advocay for reproductive health	3,314,432		05/01/09		No need for verification has been identified
Willows Foundation	6867 Elm Street McLean, VA 22101	2006-10-03	1,364,741	Reducing maternal mortality and morbidity in Ghana	1,364,741		8/31/09		No need for verification has been identified
Willows Foundation	6867 Elm Street McLean, VA 22101	2008-10-03	1,006,695	Reducing maternal mortality and morbidity in Ghana	833,556		12/30/09		No need for verification has been identified
Macro International	11785 Beltsville Drive Calverton, MD 20705	2007-02-01	2,499,871	Maternal mortality survey in Ghana	2,499,871		7/31/08		No need for verification has been identified
Gynuity Health Projects	15 East 26th Street New York, NY 10010	2008-01-11	856,198	Medical study	0		final report only		No need for verification has been identified
Gynuity Health Projects	15 East 26th Street New York, NY 10010	2008-02-15	767,313	Expanding access to reproductive health medicines	767,047		5/5/09		No need for verification has been identified
Good Works Group	3800 Arapahoe Avenue Suite 210 Boulder, CO 80303	2008-03-17	306,942	Reducing unintended pregnancy	291,248		1/1/09		No need for verification has been identified
Good Works Group	3800 Arapahoe Avenue Suite 210 Boulder, CO 80303	2009-01-01	291,248	Reducing unintended pregnancy	0		due in 2010		No need for verification has been identified
Gynuity Health Projects	15 East 26th Street New York, NY 10010	2008-04-02	812,355	Research and development of reproductive health products	0		report due 7/30/11		No need for verification has been identified
World Health Partners	BB-11 Greater Kailash NEW DELHI IN	2008-04-11	3,150,818	Reproductive health program in India	1,200,000		4/30/09		No need for verification has been identified
World Health Partners	BB-11 Greater Kailash NEW DELHI IN	2008-11-01	3,566,502	Reproductive health program in India	1,045,898		10/31/09		No need for verification has been identified



Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Gynuity Health Projects	15 East 26th Street New York, NY 10010	2008-05-07	6,306,871	Expanding and improving access to reproductive health products	2,369,839		12/30/09		No need for verification has been identified
ESAR	CARRERA 18 NO 33 A-19 BOGOTA CO	2008-08-06	16,471,063	Increasing access to reproductive healthcare	4,711,242		10/28/09		No need for verification has been identified
Venture Strategies Innovations	2140 Shattuck Ave Berkley, CA 94704	2008-08-22	10,635,848	Increasing access to reproductive health technology	4,590,319		12/1/09		No need for verification has been identified
Venture Strategies Innovations	2140 Shattuck Ave Berkley, CA 94704	2009-09-01	1,542,698	Increasing access to reproductive health technology	0		due in 2011		No need for verification has been identified
Venture Strategies Innovations	2140 Shattuck Ave Berkley, CA 94704	2008-11-24	566,160	Increase access to family planning in India	237,821		11/30/09		No need for verification has been identified
Options for International Health	1211 Connecticut Ave NW Washington, DC 20036	2009-01-01	6,464,198	Reducing maternal mortality and morbidity in Cambodia	865,065		6/30/09		No need for verification has been identified
Amercan College of Nursemidwives	8403 Colesville Road Silver Spring, MD 20910	2009-06-01	2,111,636	Strengthening midwifery education in Cambodia and Ghana	458,804		12/31/09		No need for verification has been identified



# TY 2009 General Explanation Attachment

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Identifier	Return Reference	Explanation
DIVIDEND INCOME AND INVESTMENTS - CORPORATE STOCK	PART I, LINE 4 AND PART II, LINE 10B	FORM 990-PF IS BEING AMENDED TO REPORT \$101,707 OF DIVIDEND INCOME WHICH WAS INADVERTENTLY OMITTED FROM THE RETURN AS ORIGINALLY FILED PART 1, LINE 4, DIVIDEND INCOME AND PART II, LINE 10B, INVESTMENTS - CORPORATE STOCK HAVE EACH BEEN INCREASED BY \$101,707 PART VI, LINE 1, EXCISE TAX, REFLECTS AN INCREASE IN TAX OF \$2,035 (FROM \$65,269 ORIGINALLY REPORTED TO \$67,304 ON THIS AMENDED RETURN) PART VI, LINE 8 REFLECTS AN INCREASE IN THE UNDERPAYMENT OF ESTIMATED TAX OF \$24 (FROM \$12 ORIGINALLY REPORTED TO \$36 ON THIS AMENDED RETURN) INTEREST OF \$10 28 FROM MAY 15, 2010 THROUGH JUNE 30, 2010 IS ADDED FOR A TOTAL REMITTANCE OF \$2,069 28



TY 2009 Investments Corporate  
Stock Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION  
EIN: 47-6032365

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCO BRANDS CORP	184	688
AETNA INC. NEW	3,475	12,800
ALLEGHANY CP	2,112	39,623
ALLSTATE CP	2,171	5,592
ALTRIA GROUP INC	1,111	47,472
AMAZON.COM INC	856	13,607
AMER EXPRESS INC	2,308	24,829
AMER FIN GRP HLD	1,401	7,557
AMER INTL GROUP I	13,202	3,624
AMERIPRISE FINANC	329	4,749
AOL INC.	147	1,021
ARCHER DANIELS MD	2,104	13,040
ARGONAUT GROUP IN	293	557
ASSOCIATED EST RL	1,283	1,100
ATLANTIC AMER CP	2,636	250
BERKLEY W R CP	135	4,007
BERKSHIRE HATH HL	1,727,689,177	1,948,604,399
BERKSHIRE HATH HL	32,183	97,915,047
BK OF AMERICA CP	9,169	7,305
BLACKROCK OPPTY	239	1,032
BOEING CO	10,970	11,026
BOMBARDIER INC CL	1,526	952
BP PLC	6,901	5,813
BRANDYWINE REALTY	4,034	1,584
BURLINGTN N SANTE	7,579	9,859
C S X CP	3,595	4,896
CABELAS INC	1,697	1,426
CAE INC	842	1,730
CAMDEN PROPERTY	2,717	4,257
CAMPBELL SOUP CO	5,095	54,848



Name of Stock	End of Year Book Value	End of Year Fair Market Value
CANADIAN NATL RAI	4,441	5,405
CANADIAN PAC RAIL	5,419	5,400
CARMAX INC	831	6,085
CBS CORP CL A	259	562
CBS CORP CL B	95	564
CHAMPION ENTERPRI	223	0
CHEVRON CORP	6,017	7,746
CHUBB CP THE	3,894	59,484
CIRCUIT CITY STRS	1,675	0
CITADEL BROADCAST	162	20
CITIGROUP INC	7,885	9,087
COCA COLA BOT CON	5,414	10,992
COCA COLA CO THE	4,919	138,456
COCA COLA ENTRPR	1,574	6,425
COCA COLA FEMSA S	3,424	19,830
COLONIAL PROPERTY	4,252	1,470
COMPANIA CERV UNI	2,909	3,862
CONOCOPHILLIPS	6,142	5,076
CONS TOMOKA LAND	1,346	3,525
CONSECO INC NEW	542	502
COSTCO WHOLESALE	11,619	94,717
COTT CP	2,144	1,672
COUSINS PROP INC	2,529	753
COVANTA HLD CP	1,941	1,359
CURTISS WRIGHT CP	56	756
DAILY JOURNAL CP	700	5,900
DEVELOPERS RLTY	3,394	953
DISCOVER FIN SVCS	1,551	15,710
DOMINION RES NEW	6,440	7,890
DOVER CP	3,134	33,648



Name of Stock	End of Year Book Value	End of Year Fair Market Value
EDISON INTL	1,862	3,536
ENERGIZER HLDGS I	27	187
ENTERTAINMT PPTY	1,383	3,557
EXELON CORPORATIO	4,589	9,870
EXXON MOBIL CP	6,012	6,872
F P L GROUP INC	5,491	10,688
FANNIE MAE	3,529	1,392
FEDEX CORP	5,588	16,920
FIRST IND RLTY IN	2,347	531
FIRSTENERGY CP	3,189	3,134
FIVE STAR QUAL CA	7	3
FLEETWOOD ENTERPR	479	17
FORTUNE BRANDS IN	2,877	8,654
FRANKLIN COVEY CO	2,252	592
FRIEDMAN INDS INC	1,883	568
FURNITURE BRNDS I	1,710	540
G A T X CP	3,035	11,684
GABELLI EQUITY TR	1,622	931
GABELLI GLOBAL	144	119
GABELLI H&W TR	77	60
GABELLI UTILITY T	165	156
GANNETT CO INC	4,862	2,984
GEN DYNAMICS CP	317,847	3,772,455
GEN ELECTRIC CO	4,096	18,348
GILDAN ACTIVEWEAR	1,475	9,708
GLIMCHER RAEITY T	1,563	260
H R BLOCK INC	3,240	9,052
HANESBRANDS INC.	328	291
HAVERTY FURN COS	1,229	2,730
HIGHWOODS PRPTY I	2,356	3,323



Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOMEFED CORP NEW	135	2,290
HORACE MANN EDUCA	3,461	2,524
HOSPITALITY PROP	1,992	2,366
HRPT PROPERTIES	729	665
INSWEB CORP	2,378	52
INTL BUSINESS MAC	11,631	52,788
INTL FLAVORS FRAG	10,467	12,450
INTL PAPER	2,214	1,892
ISTAR FINL INC	2,909	286
JOHNSON AND JOHNS	6,009	6,483
JP MORGAN CHASE C	2,572	7,231
KANSAS CITY SOUTH	3,011	3,372
KOREA ELECTRIC PW	946	1,459
KRAFT FOODS INC	1,140	45,584
LEUCADIA NATL CP	1,488	86,231
LEVEL 3 COMM INC	1,597	153
LGL GROUP INC.	682	319
LIBERTY PROPERTIE	3,001	3,204
LIZ CLAIBORNE INC	3,513	1,118
LOEWS CP	3,962	150,626
LORILLARD, INC	4,674	274,356
LYNCH INTERACTIVE	1,014	6,000
M G I C INVEST CP	6,427	563
M&T BANK CORP	6,678	66,560
MACK-CALI REALTY	3,128	3,521
MANPOWER INC	2,865	5,548
MCCLATCHY CO HLD	41	18
MCDONALDS CP	6,841	169,713
MCKESSON CORP	4,335	12,642
MEDIA GENERAL CL	4,108	786



Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCURY GENERAL C	1,411	15,856
MICROSOFT CP	278	6,176
MOHAWK INDS INC	2,366	4,861
MOODY'S CORP	1,921	5,403
MORGAN GROUP HLD	28	26
MORGAN STANLEY	7,563	62,841
MUELLER IND INC	3,138	2,503
N Y TIMES CL A	1,160	6,017
NATIONAL RETAIL P	1,111	2,105
NEWS CORP	1,902	12,784
NEWS CORP CL A	864	4,822
NORFOLK SO CP	5,142	5,319
NUCOR CP	4,686	18,752
OVERSTOCK.COM INC	3,753	1,333
PALM HARBOR HOMES	1,606	204
PARKWAY PROP INC.	2,788	2,117
PENN REAL ESTATE	645	294
PEP BOYS MAN MOE	418	845
PEPSI BOTTLING GR	3,880	7,550
PEPSICO INC	12,022	124,544
PERNOD RICARD ORD	262	517
PFIZER INC	9,822	60,761
PHILIP MORRIS INT	2,532	116,400
PINNACLE WEST CAP	2,539	3,708
PIPER JAFFRAY COS	56	152
PMC COMMERCIAL SB	867	279
PRICESMART INC	404	512
PROCTER GAMBLE	2,723	47,784
PROGRESSIVE CP	405	31,717
PROLOGIS SBI	545	323



Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYTHEON CO (NEW )	5,994	5,226
REYNOLDS AMERICAN	741	1,704
ROBERDS INC	954	0
ROCKY MT CHOCOLAT	529	870
SARA LEE CP	1,982	1,236
SEALED AIR CP NEW	3,286	4,392
SEARS HLDGS CORP	11,864	8,431
SEARS HLDGS CORP	8,970	8,431
SIMON PPTY GRP IN	6,282	8,469
SKYLINE CP	2,988	1,809
STANDARD PACIFIC	1,092	736
SUN TIMES MEDIA G	1,451	1,203
SUNSHINE PCS CP A	2	5
SUNTRUST BANKS	2,256	4,022
SYMS CP	776	0
TANGER FACTORY OU	1,897	7,840
TEXTRON INC	7,582	3,786
THE HERSHEY COMPA	5,536	87,120
THE NEW D&B CORP	595	4,221
THE TRAVELERS CO	9,815	52,551
THOMSON REUTERS C	1,582	5,344
TIFFANY AND CO	4,027	52,302
TIM HORTONS INC.	1,160	4,084
TIMBERLAND CO A	2,146	14,360
TIME WARNER INC	2,062	14,311
TITANIUM METALS C	1,993	676
TORCHMARK CP	30,297	160,714
TRAVELCENTERS OF	300	44
UNION PACIFIC	3,879	12,980
UNION PACIFIC	9,440	12,980



Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED DOMIN RLTY	1,011	1,659
UNITRIN INC	829	2,277
US Air	5,359	0
US BANCORP	3,851	8,451
VALHI INC	0	1,645
VIACOM INC CL A	394	1,269
VIACOM INC CL B N	145	1,201
VORNADO REALTY TR	3,739	14,090
WAL MART STORES	4,018	43,376
WALT DISNEY-DISNE	11,853	38,586
WASHINGTON POST CO	1,994	4,402
WASHINGTON FED	2,149	3,120
WELLS FARGO & CO	12,608	94,712
WENDYS INTL INC	1,066	2,010
WHITE MTN INS LTD	2,743	33,298
WILLIAMS COS	1,655	2,127
YUM BRANDS INC	258	25,394
ZALE CP	1,248	558
ZENITH NATL INS C	2,730	4,905



TY 2009 Land, Etc. Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FIXED ASSETS	1,601,855	535,880	1,065,975	1,065,975



**TY 2009 Legal Fees Schedule**

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	60,232	0		60,232



TY 2009 Other Assets Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT	1,506,000	1,506,000	1,506,000



TY 2009 Other Decreases Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Description	Amount
FMV > TAX BASIS FOR NONCASH CONTRIBUTIONS RECEIVED	125,302,657



**TY 2009 Other Expenses Schedule****Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION**EIN:** 47-6032365

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charitable Purposes
OFFICE SUPPLIES	21,667	0		21,665
DUES AND MEMBERSHIPS	21,398	0		21,398
BANK CHARGES	14,274	0		14,274
INSURANCE	7,229	0		7,229
MISC EXPENSE	20	0		20
TELEPHONE EXPENSE	28,169	0		28,169
POSTAGE	4,391	0		4,391
COPYING	2,789	0		2,789
MINOR EQUIPMENT	6,852	0		6,852
EXPENSES ACCRUED AT 12/31/08	0	0		12,096
eXPENSES ACCRUED AT 12/31/09	0	0		-19,954



TY 2009 Other Increases Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Description	Amount
FMV > TAX BASIS FOR GRANTS PAID IN STOCK	176,381,167



**TY 2009 Other Professional Fees Schedule****Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION**EIN:** 47-6032365

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
AVI SYSTEMS	4,698	0		4,698
CONCENTRIC GROUP	15,741	0		15,741
GLOBAL HEALTH CONSULTANTS NW	91,804	0		91,804
JEAN ANN BALLINGER	580	0		580
MICROEDGE, SAN FRANCISCO CA	9,907	0		9,907
MJ SIMON AND COMPANY	2,363	0		2,363
QUADIS TECHNOLOGIES	3,952	0		3,952
PHILIBER RESEARCH ASSOCIATES	283,816	0		283,816



TY 2009 Taxes Schedule

**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION

**EIN:** 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	545,184	0		0
PAYROLL TAXES	93,944	0		93,944