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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 12/01, **2009, and ending** 11/30, **2010**

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	Winifred Johnson Clive Foundation 1660 Bush Street #300 San Francisco, CA 94109	A Employer identification number 25-6277031
		B Telephone number (see the instructions) 415-561-6540
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ <u>14,944,243.</u>		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method. <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)		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"/>

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 the instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	11,465.			
2	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	651.	651.	N/A	
4	Dividends and interest from securities	348,151.	348,151.		
5a	Gross rents				
5b	Net rental income (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	231,130.			
6b	Gross sales price for all assets on line 6a	765,970.			
7	Capital gain net income (from Part IV, line 2)		231,130.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
10b	Less: Cost of goods sold				
11	Gross profit/(loss) (att sch) Other income (attach schedule) See Statement 1	53,314.	5,714.		
12	Total. Add lines 1 through 11	644,711.	585,646.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 2	4,560.			4,560.
16b	Accounting fees (attach sch) See St 3	4,010.			4,010.
16c	Other prof fees (attach sch) See St 4	173,994.	63,252.		110,742.
17	Interest				
18	Taxes (attach schedule)(see instr) See Stm 5	27,645.	1,828.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	16,107.			16,107.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 6	17,597.	8.		17,589.
24	Total operating and administrative expenses. Add lines 13 through 23	243,913.	65,088.		153,008.
25	Contributions, gifts, grants paid Part XV	702,131.			702,131.
26	Total expenses and disbursements. Add lines 24 and 25	946,044.	65,088.		855,139.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-301,333.			
	b Net investment income (if negative, enter 0)		520,558.		
	c Adjusted net income (if negative, enter -0)				

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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	
A S S E T S	1	Cash – non-interest-bearing	872,510.	286,509.	286,509.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less. allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule) Statement 7	1,752,155.	1,750,114.	1,750,114.
	b	Investments – corporate stock (attach schedule) Statement 8	8,584,050.	9,084,831.	9,084,831.
	c	Investments – corporate bonds (attach schedule) Statement 9	2,284,279.	2,294,603.	2,294,603.
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) Statement 10	1,293,021.	1,416,396.	1,416,396.	
14	Land, buildings, and equipment. basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe See Statement 11)		111,790.	111,790.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	14,786,015.	14,944,243.	14,944,243.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	14,786,015.	14,944,243.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see the instructions)	14,786,015.	14,944,243.		
31	Total liabilities and net assets/fund balances (see the instructions)	14,786,015.	14,944,243.		

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	14,786,015.
2	Enter amount from Part I, line 27a	2	-301,333.
3	Other increases not included in line 2 (itemize) See Statement 12	3	459,561.
4	Add lines 1, 2, and 3	4	14,944,243.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,944,243.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Capital Gain Distribution	P	Various	Various
b Sale of Publicly Traded Securities	P	Various	Various
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,046.			18,046.
b 747,924.		534,840.	213,084.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			18,046.
b			213,084.
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	231,130.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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 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 (column (b) divided by column (c))
	2008	942,069.	13,729,675.	0.068616
	2007	1,017,554.	17,328,726.	0.058721
	2006	821,588.	19,305,087.	0.042558
	2005	918,551.	18,345,037.	0.050071
	2004	757,637.	17,784,694.	0.042601

2 Total of line 1, column (d)	2	0.262567
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052513
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	14,579,036.
5 Multiply line 4 by line 3	5	765,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,206.
7 Add lines 5 and 6.	7	770,795.
8 Enter qualifying distributions from Part XII, line 4	8	855,139.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	5,206.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,206.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,206.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	10,795.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	10,795.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	5,589.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 5,589. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) FL CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G?</i> <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> See Statement 13	X	

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ Pacific Foundation Svcs LLC Telephone no. ▶ 415-561-6540 Located at ▶ 1600 Bush Street, Ste 300 San Francisco CA ZIP + 4 ▶ 94109-5308		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15	N/A	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Stmt 17 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d). N/A Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b N/A

6b X

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 14		0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Petersen, Flynn & Dinsmore, Inc. One Market St., Ste 1208 San Francisco, CA 94105	Invstmnt Fees/Plan	63,252.
Pacific Foundation Services, LLC 1660 Bush Street, Suite 300 San Francisco, CA 94109	Grant Administration	69,851.

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
1 N/A -----	
2 -----	
3 -----	
4 -----	

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

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

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

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	13,733,783.
b Average of monthly cash balances	1b	655,859.
c Fair market value of all other assets (see instructions)	1c	411,410.
d Total (add lines 1a, b, and c)	1d	14,801,052.
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	14,801,052.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	222,016.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,579,036.
6 Minimum investment return. Enter 5% of line 5	6	728,952.

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

1 Minimum investment return from Part X, line 6	1	728,952.
2a Tax on investment income for 2009 from Part VI, line 5	2a	5,206.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,206.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	723,746.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	723,746.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	723,746.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	855,139.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	855,139.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,206.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	849,933.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				723,746.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			516,744.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 855,139.				
a Applied to 2008, but not more than line 2a			516,744.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				338,395.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				385,351.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
None
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
None
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed.
See Statement 15
- b** The form in which applications should be submitted and information and materials they should include
See Statement for Line 2a
- c** Any submission deadlines
See Statement for Line 2a
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.
See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> See Statement 16</p>				
Total				▶ 3a 702,131.
<p><i>b Approved for future payment</i> Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201</p> <p>Medicine Horse Center PO Box 1074 Mancos, CO 81328</p>	<p>N/A</p> <p>N/A</p>	<p>509 (a) (1)</p> <p>509 (a) (1)</p>	<p>Music Program</p> <p>AWARE Prevention and intervention programs</p>	<p>12,500.</p> <p>45,000.</p>
Total				▶ 3b 57,500.

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

Name of the organization

Winifred Johnson Clive Foundation

Employer identification number

25-6277031

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule –

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 33-1/3% support test of the regulations under sections 509(a)(1)/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 their Form 990, or check the box on line H 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)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

Winifred Johnson Clive Foundation

25-6277031

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Estate of Winifred Clive c/o 1660 Bush Street San Francisco, CA 94109	\$ 11,465.	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.)

Name of organization

Employer identification number

Winifred Johnson Clive Foundation

25-6277031

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	144 Paintings	\$ 11,465.	2/25/10

Name of organization

Employer identification number

Winifred Johnson Clive Foundation

25-6277031

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 cols (a) through (e) and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once – see instructions.) ▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Winifred Johnson Clive Foundation

25-6277031

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Income fm Investment Psp	\$ 50,540.	\$ 3,293.	
Insurance Refund	353.		
Misc. Investment Income	2,421.	2,421.	
Total	<u>\$ 53,314.</u>	<u>\$ 5,714.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 4,560.			\$ 4,560.
Total	<u>\$ 4,560.</u>	<u>\$ 0.</u>		<u>\$ 4,560.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	\$ 4,010.			\$ 4,010.
Total	<u>\$ 4,010.</u>	<u>\$ 0.</u>		<u>\$ 4,010.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consultants	\$ 40,891.			\$ 40,891.
Grant Administration	69,851.			69,851.
Investment Management Fees	63,252.	\$ 63,252.		
Total	<u>\$ 173,994.</u>	<u>\$ 63,252.</u>		<u>\$ 110,742.</u>

Winifred Johnson Clive Foundation

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Withholding on Dividends	\$ 1,828.	\$ 1,828.		
UBI Tax	25,817.			
Total	<u>\$ 27,645.</u>	<u>\$ 1,828.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	\$ 8.	\$ 8.		
Board Meeting Expense	16,361.			\$ 16,361.
Dues & Subscriptions	495.			495.
Filing Fees	35.			35.
Office Supplies	218.			218.
Website	480.			480.
Total	<u>\$ 17,597.</u>	<u>\$ 8.</u>		<u>\$ 17,589.</u>

Statement 7
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Infl Index 1.875% Due 07/15/13	Mkt Val	\$ 947,731.	\$ 947,731.
US Treas Note 4.0% Due 11/15/12	Mkt Val	802,383.	802,383.
		<u>\$ 1,750,114.</u>	<u>\$ 1,750,114.</u>
Total		<u>\$ 1,750,114.</u>	<u>\$ 1,750,114.</u>

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Bristol-Myers Squibb, 14,300 Sh.	Mkt Val	\$ 360,932.	\$ 360,932.
Molex Inc., 16,400 Sh.	Mkt Val	285,688.	285,688.
Newell Rubbermaid, 20,600 Sh.	Mkt Val	345,462.	345,462.
Weatherford International, 19,500 Sh.	Mkt Val	397,995.	397,995.
Gallagher, Arthur & Co., 16,000 Sh.	Mkt Val	449,280.	449,280.
Abbott Laboratories, 8,500 Sh.	Mkt Val	395,335.	395,335.
Lilly Eli & Company, 8,400 Sh.	Mkt Val	282,744.	282,744.

Winifred Johnson Clive Foundation

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Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Verizon Communications, 12,500 Sh.	Mkt Val	\$ 400,125.	\$ 400,125.
Tyco Intl Ltd, 9,675 Sh.	Mkt Val	366,586.	366,586.
Reliance Stl & Aluminum, 7,000 Sh.	Mkt Val	311,150.	311,150.
Fiserv Inc, 7,875 Sh.	Mkt Val	435,488.	435,488.
Simpson Manufacturing Co, 11,700 Sh.	Mkt Val	302,679.	302,679.
Amgen Inc, 6,000 Sh.	Mkt Val	316,140.	316,140.
Aptargroup Inc, 9,000 Sh.	Mkt Val	411,030.	411,030.
Nokia Corp Spon Adr F, 25,000 Sh.	Mkt Val	230,750.	230,750.
Clicksoftware Tech Ltd, 54,000 Sh.	Mkt Val	352,080.	352,080.
ConocoPhillips 5,300 Sh.	Mkt Val	318,901.	318,901.
Electronics Arts Inc, 16,000 Sh.	Mkt Val	238,560.	238,560.
Frontier Communications 3,000 Sh.	Mkt Val	27,300.	27,300.
Hubbell Inc Class B, 6,700 Sh.	Mkt Val	378,952.	378,952.
J Crew Group Inc, 8,500 Sh.	Mkt Val	371,620.	371,620.
Kimberly-Clark Corp 4,800 Sh.	Mkt Val	297,072.	297,072.
Microsoft Corp, 8,800 Sh.	Mkt Val	222,266.	222,266.
Mosaic Company, 5,100 Sh.	Mkt Val	344,913.	344,913.
PNC Finl Services GP Inc, 1,470 Sh.	Mkt Val	79,160.	79,160.
Thermo Fisher Scientific, 7,600 Sh.	Mkt Val	386,536.	386,536.
Transocean Inc New, 3,400 Sh.	Mkt Val	227,902.	227,902.
Validus Holdings Ltd, 11,380 Sh.	Mkt Val	332,410.	332,410.
Waste Management Inc. 6,300 Sh.	Mkt Val	215,775.	215,775.
	Total	\$ 9,084,831.	\$ 9,084,831.

Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
General Electric 5% Due 02/01/13	Mkt Val	\$ 779,774.	\$ 779,774.
Wal-Mart 4.5% Due 07/01/15	Mkt Val	416,998.	416,998.
Pfizer 4.5% Due 02/15/14	Mkt Val	820,123.	820,123.
Abbott Laboratory 3.75% Due 03/15/11	Mkt Val	277,708.	277,708.
	Total	\$ 2,294,603.	\$ 2,294,603.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Allegheny Manor Associates	Mkt Val	\$ 11,047.	\$ 11,047.
Capital Investors Ltd	Mkt Val	3,629.	3,629.
PC Exploration Inc. Ltd 1984	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1985	Mkt Val	75,000.	75,000.
PC Exploration Inc. Ltd 1986	Mkt Val	75,000.	75,000.

Winifred Johnson Clive Foundation

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Statement 10 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
PC Exploration Inc. Ltd 1988	Mkt Val	\$ 100,000.	\$ 100,000.
Total Other Investments		<u>\$ 339,676.</u>	<u>\$ 339,676.</u>
<u>Other Publicly Traded Securities</u>			
Morgan Stanley Asia Pac Fd, 27,300 Sh.	Mkt Val	447,720.	447,720.
Templeton Dragon Fund, 20,000 Sh.	Mkt Val	598,000.	598,000.
Total Other Publicly Traded Securities		<u>\$ 1,045,720.</u>	<u>\$ 1,045,720.</u>
<u>Other Securities</u>			
Blair Strip Steel, 5 Sh.	Mkt Val	31,000.	31,000.
Total Other Securities		<u>\$ 31,000.</u>	<u>\$ 31,000.</u>
	Total	<u>\$ 1,416,396.</u>	<u>\$ 1,416,396.</u>

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Donated Artwork	\$ 111,790.	\$ 111,790.
Total	<u>\$ 111,790.</u>	<u>\$ 111,790.</u>

Statement 12
Form 990-PF, Part III, Line 3
Other Increases

Appraisal of Donated Artwork	\$ 100,325.
FMV Adjustment of Investments	359,236.
Total	<u>\$ 459,561.</u>

Statement 13
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
Estate of Winifred Clive	c/o 1660 Bush Street San Francisco, CA 94109

Winifred Johnson Clive Foundation

25-6277031

Statement 14
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other	
Grace J. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	\$ 0.	\$ 0.	\$ 0.	
Lisa J. Lunday 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Sec'y/Trustee 5.00	0.	0.	0.	
Winifred J. Sharp 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Chair 5.00	0.	0.	0.	
Stephanie J. Kiewlich 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.	
Elizabeth Johnson 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.	
Gaelyn J. Sharp 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.	
Jonathan C. Perkins 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	Trustee 5.00	0.	0.	0.	
Steger Johnson 1660 Bush St, Ste 300 San Francisco, CA 94109-5308	President 5.00	0.	0.	0.	
		Total \$	0.	\$ 0.	\$ 0.

Statement 15
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Fiona Barrett
Care Of:
Street Address: 1660 Bush Street, Ste 300
City, State, Zip Code: San Francisco, CA 94109-5308
Telephone: 415-561-6540
Form and Content: Brief resume of purpose, planned use of funds, and a copy of the exemption letter.
Submission Deadlines: None
Restrictions on Awards: Preference is given to charitable organizations operating for religious, charitable, scientific, artistic, literary, and educational purposes, societies to prevent cruelty to animals and preservation of wildlife, and organizations

Winifred Johnson Clive Foundation

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Statement 15 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

addressing the problem of aging and the aging needy.

Statement 16
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Bethany College 110 Old Main Bethany, WV 26032	N/A	509(a)(1)	Transformation Now student recruitment initiatives	\$ 50,000.
Groundswell Comm. Mural Prjct 540 President Street, Suite 1A Brooklyn, NY 11215	N/A	509(a)(1)	Transforming and Greening Urban Spaces	17,500.
Orlando Museum of Art, Inc. 2416 N. Mills Avenue Orlando, FL 32803	N/A	509(a)(1)	School Learning Trips for schools in Orange, Seminole & Osceola counties and the Orange County Head Start Program.	22,500.
Central Christian Church 250 SW Ivanhoe Blvd Orlando, FL 32804	N/A	509(a)(1)	Youth Group Mission Trip	6,000.
Fine Arts Museums of SF 50 Hagiwara Tea Garden Dr. San Francisco, CA 94118	N/A	509(a)(1)	Museum Ambassadors Program	50,000.
Institute on Aging 3575 Geary Blvd San Francisco, CA 94118	N/A	509(a)(1)	Center for Elders and Youth in the Arts program and Corporate Art Lending Program	50,000.
The Magis Theatre Company 291 8th Street Brooklyn, NY 11215	N/A	509(a)(1)	Shakuntala Educational Programming	5,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Richmond Dist. Neighborhood Ctr 741 30th Ave San Francisco, CA 94121	N/A	509(a) (1)	Multicultural Children's Art Program	\$ 15,000.
SF Art Institute 800 Chestnut Street San Francisco, CA 94133	N/A	509(a) (1)	2010-2011 Distinguished Visiting Fellowship for Interdisciplinary Painting Practices	60,000.
Southwest Indian Foundation 201 East Highway 66 Gallup, NM 87301	N/A	509(a) (1)	Art and scholarship programs	49,936.
Shelter Network 1450 Chapin Avenue Burlingame, CA 94010	N/A	509(a) (1)	General Support	11,500.
Center for Great Apes PO Box 488 Wauchula, FL 33873	N/A	509(a) (1)	Construction of new indoor and outdoor facilities	50,000.
A Gift for Teaching, Inc. 6501 Magic Way Bldg 400 C Orlando, FL 32908	N/A	509(a) (1)	School SmARTS and A Gift for Music	38,550.
Child Advocacy Ctr of the Ninth Judicial P O Box 928 Lenoir City, TN 37771	N/A	509(a) (1)	SCAN Program and Teen Mom Support and Education Group	10,000.
Jacksonville Zoo & Gardens 370 Zoo Parkway Jacksonville, FL 32218	N/A	509(a) (1)	Education Department to expand classroom programs and services	10,000.
Medicine Horse Center P O Box 1074 Mancos, CO 81328	N/A	509(a) (1)	AWARE Prevention and Intervention Programs	55,000.
Project Read - Menlo Park 800 Alma Street Menlo Park, CA 94025	N/A	509(a) (1)	Families for Literacy program	6,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Rollins College 1000 Holt Avenue - 2754 Winter Park, FL 32789	N/A	509(a) (1)	Speaker Fund	\$ 22,000.
Rollins College 1000 Holt Avenue - 2754 Winter Park, FL 32789	N/A	509(a) (1)	Cornell Fine Arts Museum K-12 and Community Coordinator	15,000.
The Nueva School 6565 Skyline Blvd Hillsborough, CA 94010	N/A	509(a) (1)	Social and Emotional Learning Institute	6,000.
Avon Foundation for Women PO Box 1073 Rye, NY 10580	N/A	509(a) (1)	General Support	50.
Bach Festival Sociey of Winter Park 1000 Holt Ave, #2763 Winter Park, FL 32789	N/A	509(a) (1)	Brooklyn Rider string Quartet residency programs	18,795.
Brooklyn Kindergarten Society 57 Willoughby Street, 4th Floor Brooklyn, NY 11201	N/A	509(a) (1)	Music Program	12,500.
Connolly Ranch Education Center 3141 Browns Valley Road Napa, CA 94558	N/A	509(a) (1)	Scholarship funds and Art Exploration Camp	5,000.
CuriOdyssey 1651 Coyote Point Drive San Mateo, CA 94401	N/A	509(a) (1)	Backyard Science Exhibition	20,000.
Del Rio School 500 South Hwy 107 Del Rio, TN 37727	N/A	509(a) (1)	General Support	300.
Eccleston Elementary School 1500 Aaron Ave Orlando, FL 32811	N/A	509(a) (1)	General Support	500.
Oakland Nature Preserve PO Box 841 Oakland, FL 34760	N/A	509(a) (1)	Environmental education programs	20,000.

Winifred Johnson Clive Foundation

25-6277031

Statement 16 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Pets Are Wonderful Support 3170 23rd Street San Francisco, CA 94110	N/A	509(a) (1)	LOVE Unconditional Campaign for the construction of the Pet Food Bank	\$ 35,000.
The Gabriel Foundation 1025 Acoma Street Denver, CO 80204	N/A	509(a) (1)	Educational outreach program	5,000.
Triskeles Foundation 707 Eagleview Blvd, Suite 105 Exton, PA 19341	N/A	509(a) (1)	Sustainable Directions Internship Program	25,000.
United Religions Initiative PO Box 29242 San Francisco, CA 94129	N/A	509(a) (1)	Bay Area Youth Network	5,000.
Winter Park Playhouse, Inc. 711-C Orange Ave Winter Park, FL 32789	N/A	509(a) (1)	R.E.A.C.H. performing arts outreach program	5,000.
Total				\$ <u>702,131.</u>

Statement 17

Form 990-PF

Part VII-B, Statements Regarding Activities for Which Form 4720 May Be Required
Question 1a(4)

The Trustees are reimbursed for out of pocket expenses incurred in attending the various Board meetings which are held at venues within the United States to accommodate the different home states of the various trustees. The total amount reimbursed was \$3,941 which included airfare, lodging and conference room rentals.