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Form 990-PF

CHANGE OF ACCOUNTING PERIOD

Return of Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Serviceor 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

For calendar year 2010, or tax year beginning JAN 1, 2010, and ending NOV 30, 2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation LEVI STRAUSS FOUNDATION		A Employer identification number 94-6064702
Number and street (or P.O. box number if mail is not delivered to street address) 1155 BATTERY STREET LEVI PLAZA		B Telephone number (415) 501-6579
City or town, state, and ZIP code SAN FRANCISCO, CA 94111-1230		C If exemption application is pending, check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 67,918,540.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,715,000.		N/A	
2 Check ☐ If the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		75.	75.		STATEMENT 1
4 Dividends and interest from securities		675,663.	675,663.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,429.			
b Gross sales price for all assets on line 6a 5,005,025.					
7 Capital gain net income (from Part IV, line 2)			2,429.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		31,328.	0.		STATEMENT 3
12 Total. Add lines 1 through 11		2,424,495.	678,167.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 4		141,263.	0.		141,263.
17 Interest					
18 Taxes STMT 5		24,208.	0.		75.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		750.	0.		750.
22 Printing and publications		365.	0.		365.
23 Other expenses STMT 6		6,935.	0.		6,935.
24 Total operating and administrative expenses. Add lines 13 through 23		173,521.	0.		149,388.
25 Contributions, gifts, grants paid		8,000,211.			4,989,926.
26 Total expenses and disbursements. Add lines 24 and 25		8,173,732.	0.		5,139,314.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<5,749,237.>			
b Net investment income (if negative, enter -0-)			678,167.		
c Adjusted net income (if negative, enter -0-)				N/A	

023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

SCANNED OCT 27 2011

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,964,922.	2,167,677.	2,167,677.
	2 Savings and temporary cash investments	171,649.	147,664.	147,664.
	3 Accounts receivable ▶ 114,513.			
	Less: allowance for doubtful accounts ▶	38,647.	114,513.	114,513.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	51,134.	47,892.	47,892.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	64,939,911.	65,440,794.	65,440,794.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	67,166,263.	67,918,540.	67,918,540.
	17 Accounts payable and accrued expenses	13,676.		
	18 Grants payable	4,349,361.	6,036,735.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	4,363,037.	6,036,735.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	62,803,226.	61,881,805.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	62,803,226.	61,881,805.	
	31 Total liabilities and net assets/fund balances	67,166,263.	67,918,540.	

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	62,803,226.
2 Enter amount from Part I, line 27a	2	<5,749,237.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	4,827,816.
4 Add lines 1, 2, and 3	4	61,881,805.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	61,881,805.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a REALIZED GAIN ON SECURITIES					
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 5,005,025.	b 0.	c 5,002,596.	d 2,429.		
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			d 2,429.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	d 2,429.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	d N/A	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	6,217,731.	58,051,180.	.107108
2008	10,077,169.	67,002,608.	.150400
2007	9,805,172.	77,141,295.	.127107
2006	10,467,159.	70,770,272.	.147903
2005	9,794,560.	69,638,987.	.140648
2 Total of line 1, column (d)			2 .673166
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 .134633
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 65,313,747.
5 Multiply line 4 by line 3			5 8,793,386.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,782.
7 Add lines 5 and 6			7 8,800,168.
8 Enter qualifying distributions from Part XII, line 4 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			8 5,139,314.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,563.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	13,563.
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	13,563.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	27,647.
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	27,647.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,084.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ 14,084. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>LEVISTRAUSS.COM/RESPONSIBILITY/FOUNDATION</u>	13	X	
14	The books are in care of ► <u>LEVI STRAUSS FOUNDATION</u> Telephone no. ► <u>415-501-6579</u> Located at ► <u>1155 BATTERY STREET, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111-1230</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2010 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 2010)	3b	X
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 2010?	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)? ☒ 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)? ☐ Yes ☒ No
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? ☒ Yes ☐ No
SEE STATEMENT 10
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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
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.

(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 9		179,000.	62,650.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MERLE LAWRENCE - 1155 BATTERY ST., SAN FRANCISCO, CA 94111	MANAGER 40.00	137,000.	47,950.	0.
MIGUEL BUSTO - 1155 BATTERY ST., SAN FRANCISCO, CA 94111	MANAGER 40.00	105,000.	36,750.	0.
ELIZABETH RAMIREZ - 1155 BATTERY ST., SAN FRANCISCO, CA 94111	SPECIALIST 40.00	65,000.	22,750.	0.
JASON MCBRIARTY - 1155 BATTERY ST., SAN FRANCISCO, CA 94111	SENIOR MGR FINANCE & ADMIN/CONTROLL 18.00	60,000.	21,000.	0.

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

0

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

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

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	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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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	65,289,361.
b	Average of monthly cash balances	1b	1,019,012.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	66,308,373.
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	66,308,373.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	994,626.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,313,747.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	2,988,300.

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	2,988,300.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	13,563.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,974,737.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,974,737.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,974,737.

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	5,139,314.
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	5,139,314.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,139,314.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,974,737.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	6,594,589.			
b From 2006	7,047,035.			
c From 2007	6,123,191.			
d From 2008	6,761,771.			
e From 2009	3,417,761.			
f Total of lines 3a through e	29,944,347.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 5,139,314.				
a Applied to 2009, but not more than line 2a			0.	
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 2010 distributable amount				2,974,737.
e Remaining amount distributed out of corpus	2,164,577.			
5 Excess distributions carryover applied to 2010 (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	32,108,924.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	6,594,589.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	25,514,335.			
10 Analysis of line 9				
a Excess from 2006	7,047,035.			
b Excess from 2007	6,123,191.			
c Excess from 2008	6,761,771.			
d Excess from 2009	3,417,761.			
e Excess from 2010	2,164,577.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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)				
a Paid during the year SEE STATEMENT A	NONE			4989926.
Total				▶ 3a 4989926.
b Approved for future payment SEE STATEMENT B	NONE			6036735.
Total				▶ 3b 6036735.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	75.	
4 Dividends and interest from securities			14	675,663.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	2,429.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a MISCELLANEOUS				31,328.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		709,495.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 709,495.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

N/A

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

2010

Name of the organization

LEVI STRAUSS FOUNDATION

Employer identification number

94-6064702

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

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) 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 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

LEVI STRAUSS FOUNDATION

94-6064702

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEVI STRAUSS CO. 1155 BATTERY STREET SAN FRANCISCO, CA 94111	\$ 1,700,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	PETER HAAS JR. 1155 BATTERY STREET SAN FRANCISCO, CA 94111	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LEVI STRAUSS FOUNDATION

94-6064702

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

LEVI STRAUSS FOUNDATION

94-6064702

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	<u>AMOUNT</u>
SEAWAY NATIONAL BANK	75.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	75.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
SECURITIES	675,663.	0.	675,663.
TOTAL TO FM 990-PF, PART I, LN 4	675,663.	0.	675,663.

FORM 990-PF OTHER INCOME STATEMENT 3

<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
MISCELLANEOUS	31,328.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,328.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
PROFESSIONAL FEES	141,263.	0.		141,263.
TO FORM 990-PF, PG 1, LN 16C	141,263.	0.		141,263.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 FEDERAL EXCISE TAX	24,133.	0.		0.
OTHER TAXES	75.	0.		75.
TO FORM 990-PF, PG 1, LN 18	24,208.	0.		75.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	3,240.	0.		3,240.
BANK FEES	1,617.	0.		1,617.
POSTAGE AND FREIGHT	229.	0.		229.
MISCELLANEOUS	1,849.	0.		1,849.
TO FORM 990-PF, PG 1, LN 23	6,935.	0.		6,935.

FOOTNOTES

STATEMENT 7

THROUGH NOVEMBER 30, 2009 LEVI STRAUSS & CO. CHARGED THE FOUNDATION THE ACTUAL COSTS AND BENEFITS FOR THEIR PERSONNEL WHO PROVIDE SERVICES TO THE FOUNDATION, PLUS CERTAIN OTHER DIRECT EXPENSES. THE PERSONNEL COST IS BASED ON THE PERSON INVOLVED, ACTUAL SALARY PRORATED FOR TIME SPENT ON THE FOUNDATION, PLUS A FIXED PERCENTAGE FOR PAYROLL RELATED BENEFITS. STARTING DECEMBER 1, 2009, THE COMPANY PAYS THESE EXPENSES ON BEHALF OF THE FOUNDATION IN WHICH IT CONTRIBUTES AS DONATED SERVICES AND OTHER EXPENSES. THE AMOUNT OF PERSONNEL COST AND OTHER DIRECT EXPENSE DONATED BY LEVI STRAUSS & CO. FOR THE PERIODS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009 ARE \$974,792 AND \$948,930, RESPECTIVELY, WHICH ARE INCLUDED IN ADMINISTRATIVE EXPENSES.

THE VALUE OF THE SERVICES, RELATING TO OCCUPANCY EXPENSES, PROVIDED AT NO COST BY LEVI STRAUSS & CO., FOR THE PERIODS ENDED NOVEMBER 30, 2010 AND DECEMBER 31, 2009 IS ESTIMATED AT \$178,629 AND \$194,869, RESPECTIVELY, AND IS INCLUDED IN CONTRIBUTED SERVICES.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (SEE STATEMENT E)	FMV	65,440,794.	65,440,794.
TOTAL TO FORM 990-PF, PART II, LINE 13		65,440,794.	65,440,794.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT D. HAAS 1155 BATTERY STREET SAN FRANCISCO, CA 94111	PRESIDENT 2.00	0.	0.	0.
HILARY KRANE 1155 BATTERY STREET SAN FRANCISCO, CA 94111	VICE PRESIDENT 2.00	0.	0.	0.
ROGER FLEISCHMANN 1155 BATTERY STREET SAN FRANCISCO, CA 94111	TREASURER 2.00	0.	0.	0.
DANIEL LEE 1155 BATTERY STREET SAN FRANCISCO, CA 94111	SECRETARY/EXEC. DIRECTOR 40.00	179,000.	62,650.	0.
JOHN ANDERSON 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
SANDRINE BESNARD-CORBLET 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
JENNIFER HAAS-DEHEJIA 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
DOROTA GOTKOWSKA 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.

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PETER E. HAAS, JR 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
JEFF HARLOWE 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
MICHAEL KOBORI 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
AMY LEONARD 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
DANIEL LURIE 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.
BABUR RAFIQ 1155 BATTERY STREET SAN FRANCISCO, CA 94111	DIRECTOR 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

179,000.	62,650.	0.
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FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 10

GRANTEE'S NAME

SEE STATEMENT C

GRANTEE'S ADDRESSGRANT AMOUNTDATE OF GRANTAMOUNT EXPENDEDPURPOSE OF GRANT

Name	Address	Amount
Vital Bridges NFP Inc	5543 N Broadway Chicago IL 60640	\$ 4,500 00
WORLD VISION	34834 WEYERHAEUSER WAY S FEDERAL WAY WA 98063	\$ 126 00
Washington University	One Brookings Drive Campus Box 1196 Saint Louis MO 63130-4862	\$ 100,000 00
Wellington Jon Bowler	564 61st ST Oakland CA 94609	\$ 14,000 00
Wellington Jon Bowler	564 61st ST Oakland CA 94609	\$ 28,000 00
Women In Need, Inc	115 West 31st Street New York NY 10001	\$ 4,500 00
Womens Action to Gain Economic Security	1904 Franklin St, Ste 801 Oakland CA 94612	\$ 100,000 00
Yellow Brck House	unit #4 52 West Beaver Creek Road Richmond Hill L4B1L9	\$ 4,500 00
Youth Radio	1701 Broadway Oakland CA 94612	\$ 5,000 00
ZeroDivide	425 Bush Street, Suite 300 San Francisco CA 94108-3721	\$ 50,000 00
amfAR, The Foundation for AIDS Research	120 Wall Street, 13th Floor New York NY 10005	\$ 50,000 00
Philanthropy New York	79 FIFTH AVENUE FOURTH FLOOR New York NY 10003-3034	\$ 10,000 00
RELIEF NURSERY INC	1720 W 25TH AVE EUGENE OR 97405-1663	\$ 2,000 00
Réseau Financement Alternatif	Chaussée d'Alseberg 303-309 Bruxelles 1190	\$ 80,000 00
SEDI	1110 Finch Avenue West Suite 406 North York M3J2T2	\$ 20,000 00
SPECIAL OLYMPICS KENTUCKY INC	105 LAKEVIEW CT FRANKFORT KY 40601-8749	\$ 2,000 00
Sacred Heart Medical Center Foundation	c/o SHMC Foundation 123 International Way Springfield OR 97477	\$ 2,000 00
San Francisco AIDS Foundation	1035 Market Street, Suite 400 San Francisco CA 94103	\$ 2,500 00
San Francisco AIDS Foundation	1035 Market Street, Suite 400 San Francisco CA 94103	\$ 2,000 00
San Francisco Senior Center	890 BEACH ST SAN FRANCISCO CA 94109-1110	\$ 2,000 00
Second Harvest Heartland	1140 Gervais Avenue Saint Paul MN 55109	\$ 2,500 00
Springfield Public School/The Brattain House	1030 G Street Springfield OR 97477	\$ 2,000 00
Stern Grove Festival Association	832 Folsom Street, Suite 1000 San Francisco CA 94107	\$ 25,000 00
Stichting AIDS Fonds	Keizersgracht 390-392 Amsterdam 1016GB	\$ 50,000 00
Surfinder Foundation West Los Angeles / Malibu	2629 Main St #196 Santa Monica CA 90405	\$ 2,000 00
THREE TREASURES FARMS	32668 Camas Swale Rd Creswell OR 97426	\$ 2,000 00
Tchula's Wee Care Nursery and Learning Center	P O Box 789 Tchula MS 39169-0789	\$ 2,000 00
Thai AIDS Treatment Action Group (TTAG)	18/89 Vipawadee soi 40, Lad Yao, Chatuchak Bangkok 10900	\$ 50,000 00
The Andrey Rylkov Foundation for Health and Social Justice	17-82 Marshala Biryuzova Moscow N/A 123060	\$ 30,000 00
The Legal Aid Society-Employment Law Center	180 Montgomery Street, Suite 600 San Francisco CA 94104-4244	\$ 15,000 00
The Red Tab Foundation	1155 Battery Street, LS 5 San Francisco CA 94111	\$ 6,000 00
Fair Trade USA	1500 Broadway Suite 400 Oakland CA 94612	\$ 40,000 00
Treatment Action Group (TAG)	261 Fifth Ave, Suite 2110 NEW YORK NY 10016-7701	\$ 25,000 00
Treatment Action Group (TAG)	261 Fifth Ave, Suite 2110 NEW YORK NY 10016-7701	\$ 75,000 00
UNITED WAY OF GREATER CINCINNATI	11 Shelby St Florence KY 41042	\$ 2,000 00
United Nations High Commissioner for Refugees	94 rue de Montbrillant Geneva 1202	\$ 50,000 00
United Way of the Bay Area	221 Main Street, Suite 300 San Francisco CA 94105	\$ 75,000 00
University of California, Berkeley	200 California Hall Berkeley CA 94720	\$ 625,000 00
Us Helping Us, People Into Living, Inc	3636 GEORGIA AVENUE NW WASHINGTON DC 20010-1646	\$ 50,000 00
International Gay and Lesbian Human Rights Commission	80 Maiden Lane - Suite 1505 New York NY 10038	\$ 50,000 00
International HIV/AIDS Alliance	Preece House, Davigdor Road Hove BN3 1RE	\$ 60,000 00
International Labour Office	4, route des Monillons Geneva 22 CH-1211	\$ 100,000 00
KIZ gemeinnützige Projektgesellschaft mbH	Hermann-Steinhäuser-Straße 43-47 Offenbach D-63065	\$ 75,000 00
Kimochi Inc	1715 Buchanan St San Francisco CA 94115-0000	\$ 3,000 00
Kimochi Inc	1715 Buchanan St San Francisco CA 94115-0000	\$ 3,000 00
LAWYERS COLLECTIVE	63, JALARAM JYOT, JANMABHOOMI MARG, FORT MUMBAI N/A 400001	\$ 16,000 00
La Cocina	2948 FOLSOM ST SAN FRANCISCO CA 94110-4028	\$ 50,000 00
La Rue Jardin Urbain	Rue Ransfort 61 Brussels N/A 1080	\$ 3,500 00
Lawyers Collective	61 Jalaram Krpa, Janmabhoomi Marg, Fort Mumbai N/A 400001	\$ 80,000 00
Lembaga Bantuan Hukum Masyarakat	Tebet Timur Dalam IIIB, No 10 Jakarta 12820	\$ 25,000 00
Little Brothers Friends of the Elderly	909 HYDE ST SAN FRANCISCO CA 94109-4822	\$ 1,000 00
MISSION ASSET FUND	2301 Mission St, Ste 303 SAN FRANCISCO CA 94110	\$ 100,000 00
MISSION ASSET FUND	2301 Mission St, Ste 303 SAN FRANCISCO CA 94110	\$ 5,000 00
Mercado Global, Inc	20 Mitchell Drive New Haven CT 06511	\$ 32,500 00
Mission Economic Development Agency	2301 Mission Street, Suite 301 SAN FRANCISCO CA 94110	\$ 4,000 00
Mission Metroplex, Inc	210 W SOUTH ST ARLINGTON TX 76010-7134	\$ 3,500 00
Mission Neighborhood Centers, Inc	362 Capp Street San Francisco CA 94110	\$ 2,500 00
National AIDS Fund	729 15th Street, NW, 9th Floor Washington DC 20005	\$ 100,000 00
National Alliance of State and Territorial Aids Directors	444 N Capitol St, NW, Suite 339 Washington DC 20001-1512	\$ 25,000 00
Nevada Chapter of Alexander Graham Bell for the Deaf and Hard of Hearing	4525 South Sandhill Road #110 Las Vegas NV 89121	\$ 2,000 00
New America Foundation	1899 L Street, NW Suite 400 Washington DC 20036	\$ 25,000 00
New America Media	275 9TH ST SAN FRANCISCO CA 94103-3825	\$ 5,000 00
New World Foundation	666 W END AVE NEW YORK NY 10025-7357	\$ 10,000 00
New York Restoration Project	254 W 31ST ST FL 10 NEW YORK NY 10001-2813	\$ 1,000 00
Northern California Grantmakers	625 Market Street - 3rd Floor San Francisco CA 94105	\$ 10,000 00
Northern California Grantmakers	625 Market Street - 3rd Floor San Francisco CA 94105	\$ 10,000 00
Northwest Arkansas Children's Shelter	7702 SW Regional Airport Blvd Bentonville AR 72712	\$ 1,000 00
Oxfam America Inc	226 Causeway Street, 5th Floor Boston MA 02114	\$ 10,000 00
Oxfam America Inc	226 Causeway Street, 5th Floor Boston MA 02114	\$ 50,000 00
Oxfam America Inc	226 Causeway Street, 5th Floor Boston MA 02114	\$ 50,000 00
Partners In Health	888 Commonwealth Avenue, 3rd FL Boston MA 02215	\$ 25,000 00
Council on Foundations, Inc	2121 Crystal Drive, Suite 700 Arlington VA 22202	\$ 10,000 00
Demos A Network for Ideas and Action, LTD	220 5TH AVE FL 2 NEW YORK NY 10001-7708	\$ 35,000 00
Eamed Assets Resource Network	235 MONTGOMERY ST, Suite 470 SAN FRANCISCO CA 94104-2902	\$ 35,000 00
Eamed Assets Resource Network	235 MONTGOMERY ST, Suite 470 SAN FRANCISCO CA 94104-2902	\$ 10,000 00
Eamed Assets Resource Network	235 MONTGOMERY ST, Suite 470 SAN FRANCISCO CA 94104-2902	\$ 100,000 00
European Microfinance Network	103 rue de vaugirard Paris 75006	\$ 100,000 00
FOOD for Lane County	770 BAILEY HILL RD EUGENE OR 97402-5451	\$ 2,000 00
FOOD for Lane County	770 BAILEY HILL RD EUGENE OR 97402-5451	\$ 2,000 00

Foundation Center	312 Sutter Street, #606 San Francisco CA 94108	\$ 5,000 00
Francisco Middle	2190 POWELL ST SAN FRANCISCO CA 94133 1949	\$ 2,000 00
Fndae Limited	29th Floor Wing On Centre, 111, Connaught Road Central Hong Kong N/A 0	\$ 50,000 00
Fnsco Family Services	PO BOX 1387 FRISCO TX 75034-0024	\$ 3,500 00
Fundacja Centrum Organizacji Pożyczkowych (Microfinance Centre)	Koszykowa 60/62 m 52 Warsaw 00-673	\$ 85,000 00
GLOBAL FUND FOR WOMEN INC	222 SUTTER ST STE 500 SAN FRANCISCO CA 94108-4456	\$ 25,000 00
God's Love We Deliver, Inc	166 Avenue of the Americas New York NY 10013	\$ 3,500 00
Grant Fund for Płock (Fundusz Grantowy dla Płocka)	Misjonarska 22 Płock 09-402	\$ 50,000 00
Grantmakers Without Borders	1009 General Kennedy Avenue, #2 San Francisco CA 94129	\$ 3,000 00
HIS HOUSE INC	20000 NW 47TH AVE BLDG 6A OPA LOCKA FL 33055-1543	\$ 3,500 00
HIV Alliance	1966 Garden Avenue Eugene OR 97403	\$ 2,000 00
HandsOn Bay Area	135 BLUXOME ST FL 2 SAN FRANCISCO CA 94107-1507	\$ 156,500 00
HealthRight International	80 Maiden Lane, Room 607 New York NY 10038	\$ 25,000 00
Hispanics in Philanthropy	55 Second Street suite 1500 San Francisco CA 94105	\$ 3,000 00
Human Rights Watch Inc	350 Fifth Avenue, 34th Floor New York NY 10118-3299	\$ 100,000 00
International Labour Office	4, route des Monilions Geneva 22 CH-1211	\$ 75,000 00
Insight Center for Community Economic Development	2201 BROADWAY STE 815 OAKLAND CA 94612-3024	\$ 50,000 00
Insight Center for Community Economic Development	2201 BROADWAY STE 815 OAKLAND CA 94612-3024	\$ 5,000 00
International Association for Community Development	The Stables, Falkland Estate Falkland KY157AF	\$ 25,000 00
International Bridges to Justice	64, rue de Monthoux Geneva 1201	\$ 15,000 00
Tides Center	494 Eighth Avenue, suite #505 New York NY 10001	\$ 50,000 00
A FAMILY FOR EVERY CHILD	880 Beltline Rd Springfield OR 97477	\$ 2,000 00
AIDS Care China	West part of 2/F, 80 Taoyuan RD Nanning 530021	\$ 100,000 00
AIDS Legal Network (ALN)	6F Dane Street, Waverley Business Park Cape Town 7700	\$ 75,000 00
Apparel Lesotho Alliance to Fight AIDS	Lesotho Chamber of Commerce & Industries Building, Orpen Rd Maseru 100	\$ 75,000 00
AMERICAN CANCER SOCIETY INC	2350 OAKMONT WAY, SUITE 200 EUGENE OR 97401	\$ 2,000 00
APN+	51/2,3rd & 4th floor Ruam Rudee Bldg III Soi Ruam Rudee, Ploenchit Rd , Lumpini, Pathu	\$ 50,000 00
Action for AIDS Singapore	35 Kelantan Lane #02-01 Singapore 208652	\$ 5,500 00
Alliance for the Great Lakes	17 N STATE ST STE 1390 CHICAGO IL 60602-3320	\$ 3,500 00
American Red Cross Bay Area	85 Second Street, 8th Floor San Francisco CA 94105	\$ 25,000 00
Asia Catalyst	PO BOX 20839 New York NY 10009-8967	\$ 75,000 00
Asia Catalyst	PO BOX 20839 New York NY 10009-8967	\$ 46,000 00
Asia Pacific Network of People Living with HIV/AIDS (APN+)	51/2 3&4 FL Ruam Rudee BLDG III Lumpini, Phatumwan N/A 10330	\$ 50,000 00
Association for Women's Rights in Development	215 Spadina, Suite 150 Toronto M5T2C7	\$ 40,000 00
Autonomia Foundation	Pozsonyi út 14 Budapest N/A H-1137	\$ 95,000 00
BAGS OF LOVE	3910-A W 1ST AVE EUGENE OR 97402	\$ 2,000 00
Bay Area Video Coalition Inc	2727 Mariposa Street 2nd Floor San Francisco CA 94110	\$ 5,000 00
Better Cotton Initiative	22 Rue des Asters Geneva CH-1202	\$ 100,000 00
Birth to Three, Inc	86 Centennial Loop Eugene OR 97401	\$ 2,000 00
Business for Social Responsibility	111 SUTTER ST FL 12 SAN FRANCISCO CA 94104-4541	\$ 50,000 00
CHRONICLE SEASON OF SHARING FUND	901 MISSION ST SAN FRANCISCO CA 94103-2905	\$ 75,000 00
CHRONICLE SEASON OF SHARING FUND	901 MISSION ST SAN FRANCISCO CA 94103-2905	\$ 25,000 00
California Child Care Resource & Referral Network	111 New Montgomery Street, 7th Floor San Francisco CA 94105	\$ 5,000 00
Canadian HIV/AIDS Legal Network	1240 Bay Street, Suite 600 Toronto M5R 2A7	\$ 75,000 00
Canadian HIV/AIDS Legal Network	1240 Bay Street, Suite 600 Toronto M5R 2A7	\$ 30,000 00
Center for Effective Philanthropy	675 Massachusetts Ave, 7th Floor Cambridge MA 02139	\$ 24,300 00
Centre for Promotion of Quality of Life	14/9 Hoang Du Khuong, Ward 12 Ho Chi Minh City N/A District 10	\$ 50,000 00
Chinese Newcomers Service Center	777 STOCKTON STREET NO104 SAN FRANCISCO CA 94108-2367	\$ 2,000 00
Cooperative for Assistance and Relief Everywhere Inc - Care	151 Ellis Street NE Atlanta GA 30303-0000	\$ 170,000 00
Corporation for Enterprise Development	1200 G Street, NW, Suite 400 Washington DC 20005	\$ 150,000 00
		<u>\$ 4,989,926 00</u>

Name	Address	Amount
Tides Center	494 Eighth Avenue, suite #505 New York NY 10001	\$50,000 00
AIDS Legal Network (ALN)	6F Dane Street, Waverley Business Park Cape Town 7700	\$75,000 00
Aids Project Los Angeles	611 South Kingsley Drive Los Angeles CA 90005	\$50,000 00
AIDS Project Los Angeles Inc	611 South Kingsley Drive Los Angeles CA 90005	\$50,000 00
amfAR, The Foundation for AIDS Research	120 Wall Street, 13th Floor New York NY 10005	\$50,000 00
APN+	51/2,3rd & 4th floor Ruam Rudee Bldg III Soi Ruam Rudee, Ploenchit Rd , Lumpini,Pathumwan Bangkok N/A 10330	\$50,000 00
Asia Pacific Network of People living with HIV/AIDS (APN+)	51/2 3&4 FL Ruam Rudee BLDG III Lumpini, Pathumwan N/A 10330	\$50,000 00
Asociacion Dominicana	Herberto Pieter #8, Ens Naco Santo Domingo N/A 10121	\$75,000 00
Business for Social Responsibility	111 SUTTER ST FL 12 SAN FRANCISCO CA 94104-4541	\$25,000 00
Earned asset Resource	235 MONTGOMERY ST, Suite 470 SAN FRANCISCO CA 94104-2902	\$15,000 00
Emerging Practitioners in Philanthropy	10 East 34th Street New York NY 10016	\$50,000 00
Fair Finance	18 Ashwin Street London E8 2FE	\$80,000 00
FII- National	1203 Preservation Park Way, Ste 100 OAKLAND CA 94612	\$30,000 00
Give to Columbia	6705 Red Road Suite 502 Coral Gables FL 33143	\$50,000 00
Global Fund for Women	222 SUTTER ST STE 500 SAN FRANCISCO CA 94108-4456	\$25,000 00
Horizons Foundation	870 Market Street, Suite 728 San Francisco CA 94102	\$25,000 00
Internationa HIV/AIDS Alliance	Precoe House, Davigdor Road Hove BN3 1RE	\$60,000 00
International Association for Community Development	The Stables, Falkland Estate Falkland KY157AF	\$55,000 00
lambda legal Defense and Education Fund	120 Wall Street, Suite 1500 New York NY 10005-3904	\$25,000 00
Mission Economic Development Agency	2301 Mission Street, Suite 301 SAN FRANCISCO CA 94110	\$50,000 00
National Association of People Living with HIV/AIDS	Unit G5 No 1 Erskineville Road Newtown Sydney 2042	\$25,000 00
National Association of People Living with HIV/AIDS	Unit G5 No 1 Erskineville Road Newtown Sydney 2042	\$25,000 00
section27, incorporating the AIDS law project	6th Floor, Braamfontein Centre, 23 Jonissen Street, Braamfontein Johannesburg N/A 2000	\$50,000 00
Sociedad Mexicana Pro Derechos de las Mujeres	Tamaulipas #66, PA, Col Condesa Mexico 06140	\$50,000 00
Thai AIDS Treatment Action Group (TTAG)	18/89 Vipawadee soi 40, Lad Yao, Chatuchak Bangkok 10900	\$50,000 00
The Trust for Public land	101 Montgomery Street, Suite 900 San Francisco CA 94104	\$333,333 00
The Trust for Public land	101 Montgomery Street, Suite 900 San Francisco CA 94104	\$333,333 00
Tides Center	494 Eighth Avenue, suite #505 New York NY 10001	\$80,000 00
University of California Berkeley	200 California Hall Berkeley CA 94720	\$625,000 00
University of California Berkeley	200 California Hall Berkeley CA 94720	\$625,000 00
University of California Berkeley	200 California Hall Berkeley CA 94720	\$625,000 00
Women's Action to Gain Economic Security	1904 Franklin St , Ste 801 Oakland CA 94612	\$75,000 00
ACLU Foundation of Northern California	39 DRUMM ST SAN FRANCISCO CA 94111-4805	\$100,000 00
Action for Health Initiatives (ACHIEVE), Inc	162-A Stc Fuentebella Ext , Brgy Sacred Heart Quezon City 1103	\$45,500 00
AGUILAS	2095 Harrison Street San Francisco CA 94110	\$50,000 00
AGUILAS	2095 Harrison Street San Francisco CA 94110	\$50,000 00
AIDS Foundation of Chicago	200 W Jackson Blvd #2200 Chicago IL 60606	\$50,000 00
AIDS Foundation of Chicago	200 W Jackson Blvd #2200 Chicago IL 60606	\$50,000 00
American Diabetes Association	P O Box 40476 Eugene OR 97404	\$2,000 00
Asian & Pacific Islander Wellness Center	730 Polk Street, 4th Floor San Francisco CA 94109-7813	\$50,000 00
Asian & Pacific Islander Wellness Center	730 Polk Street, 4th Floor San Francisco CA 94109-7813	\$50,000 00
Asian Americans/Pacific Islanders in Philanthropy	211 Sutter Street, Suite 600 SAN FRANCISCO CA 94108	\$3,000 00
Asian Law Caucus, Inc	55 COLUMBUS AVE San Francisco CA 94111	\$100,000 00
Asociacion Dominicana para el Desarrollo de la Mujer, Inc	Calle Ortega y Gasset #48, Ensache Naco Santo Domingo N/A 809	\$50,000 00
Asociacion Dominicana para el Desarrollo de la Mujer, Inc	Calle Ortega y Gasset #48, Ensache Naco Santo Domingo N/A 809	\$50,000 00
Canadian Working Group on HIV and Rehabilitation	600-1240 Bay Street Toronto N/A M5R2A7	\$35,000 00
Canadian Working Group on HIV and Rehabilitation	600-1240 Bay Street Toronto N/A M5R2A7	\$40,000 00
Catholic Relief Services - United States Conference of Catholic Bishops	228 W Lexington St Baltimore MD 21201-3443	\$75,000 00
Charlotte Maxwell Complementary Clinic	610 16th St Suite 426 Oakland CA 94612	\$1,500 00
Chinese for Affirmative Action	17 WALTER U LUM PL SAN FRANCISCO CA 94108-1801	\$100,000 00
Colectivo Sol	Cerrada Cuauhnochtli 11 Pueblo Queto Tlalpan 14040	\$80,000 00
Copper's Dream Animal Rescue	863A HAYES ST SAN FRANCISCO CA 94117-2602	\$2,000 00
Equal Rights Advocates Inc	180 Howard St #300 San Francisco CA 94105	\$100,000 00
Florence Crittenton Services	840 Broderick Street San Francisco CA 94115-4418	\$3,000 00
Fórum das ONG Aids do Estado de São Paulo	Avenida São João, 324 sala 701 São Paulo 01036-000	\$20,000 00
Fórum das ONG Aids do Estado de São Paulo	Avenida São João, 324 sala 701 São Paulo 01036-000	\$20,000 00
Fundación Huesped	Pasaje Peluffo 3932 Buenos Aires City N/A C1202ABB	\$75,000 00
GIV - Grupo de Incentivo a Vida	Rua Capitão Cavalcanti 145 São Paulo 01417-000	\$20,000 00
GIV - Grupo de Incentivo a Vida	Rua Capitão Cavalcanti 145 São Paulo 01417-000	\$20,000 00
Give to Colombia	6705 Red Road Suite 502 Coral Gables FL 33143	\$50,000 00
Give to Colombia	6705 Red Road Suite 502 Coral Gables FL 33143	\$50,000 00
Grupo Pela Vidda	Rua General Jardim, 566 São Paulo N/A 01223010	\$20,000 00
Grupo Pela Vidda	Rua General Jardim, 566 São Paulo N/A 01223010	\$20,000 00
Intercambios Asociacion Civil	Corrientes 2548, 2do D Buenos Aires 1046	\$40,000 00
Intercambios Asociacion Civil	Corrientes 2548, 2do D Buenos Aires 1046	\$35,000 00
La Casa de las Madres	1663 Mission Street - Suite 225 San Francisco CA 94103	\$3,000 00
Lawyers Committee for Civil Rights of the San Francisco Bay Area	131 Stewart Street Ste 400 San Francisco CA 94105	\$100,000 00
Maitri	401 Duboce Avenue San Francisco CA 94117-3551	\$1,500 00
National Committee for Responsive Philanthropy	1331 H Street, N W Washington DC 20005	\$25,000 00
National Committee for Responsive Philanthropy	1331 H Street, N W Washington DC 20005	\$25,000 00
National Committee for Responsive Philanthropy	1331 H Street, N W Washington DC 20005	\$25,000 00
Popular Education Research Group	606 Shaw Street Toronto N/A M6G3L6	\$25,000 00
Popular Education Research Group	606 Shaw Street Toronto N/A M6G3L6	\$50,000 00
Positive Being	1170 S VAN NESS AVE APT 1 SAN FRANCISCO CA 94110-3255	\$1,500 00
RAPHAEL HOUSE OF SAN FRANCISCO INC	1065 SUTTER ST SAN FRANCISCO CA 94109-5817	\$6,000 00
San Francisco AIDS Foundation	1035 Market Street, Suite 400 San Francisco CA 94103	\$50,000 00
Sociedad Mexicana Pro Derechos de la Mujer A C	Tamaulipas #66, PA, Col Condesa Mexico 06140	\$50,000 00
Sociedad Mexicana Pro Derechos de la Mujer A C	Tamaulipas #66, PA, Col Condesa Mexico 06140	\$50,000 00
Southwest Focal Point Senior Center	301 NW 103rd Avenue Pembroke Pines FL 33026	\$2,000 00
Susan G Komen for the Cure, San Francisco	26 O'Farrell Street, Suite 900 SAN FRANCISCO CA 94108	\$4,500 00
The Runnymede Trust	7 PLOUGH YARD LONDON N/A EC2A 3LP	\$100,000 00
Washington University	One Brookings Drive Campus Box 1196 Saint Louis MO 63130-4862	\$50,000 00
Washington University	One Brookings Drive Campus Box 1196 Saint Louis MO 63130-4862	\$50,000 00
Matching Gifts		\$124,569 30
	Grand Total	\$6,036,735 30

Organization Information	Request Date	Project Title	Request Disposition	Grant/Request Amount	Report Status
AUTONOMIA FOUNDATION POZSONYI ÁRT 14 BUDAPEST N/A H-1137 HU	06/09/2010	To support asset building opportunities among low-income Roma families in Hungary through financial education, matched savings, and affordable credit for home improvements	Approved	\$ 95,000 00	Due 12/31/2011
GRANT FUND FOR PŁOCK (FUNDUSZ GRANTOWY DLA PŁOCKA) MISJONARSKA 22 PŁOCK 09-402 PL	04/13/2010	General support to the "Grant Fund for Plock", a public-private partnership improving the capacity of local organizations to address critical community development needs in Plock, Poland	Approved	\$ 50,000 00	Received
INTERNATIONAL ASSOCIATION FOR COMMUNITY DEVELOPMENT AKA IACD THE STABLES, FALKLAND ESTATE FALKLAND FIFE KY157AF GB	05/07/2010	To facilitate the expansion of the Indigo Asset Building Innovation Program in Europe	Approved	\$ 25,000 00	Received
RÅSEAU FINANCEMENT ALTERNATIF AKA RFA CHAUSSEÉE D'ALSEMBERG 303-309 BRUXELLES 1190 BE	04/08/2010	To build the capacity of low-income communities in Belgium to build and protect assets through financial education and group matched savings programs	Approved	\$ 80,000 00	Due 12/31/2011
KIZ GEMEINNÄTZIGE PROJEKTGESELLSCHAFT MBH HERMANN-STEINHÄUSER-STRAßE 43-47 OFFENBACH HESSEN D-63065 DE	05/06/2010	To promote asset building in low-income communities in Germany through a saving and loan program for micro-entrepreneurs	Approved	\$ 75,000 00	Due 12/31/2011
THE RUNNYMEDE TRUST 7 PLOUGH YARD LONDON N/A EC2A 3LP GB	11/03/2010	To support creation of an advocacy network on ethnicity, migration and asset building in Europe	Approved	\$ 100,000 00	Due 12/31/2011
INTERNATIONAL ASSOCIATION FOR COMMUNITY DEVELOPMENT AKA IACD THE STABLES, FALKLAND ESTATE FALKLAND FIFE KY157AF GB	10/15/2010	To facilitate the expansion of the Indigo Asset Building Innovation Network in Europe	Approved	\$ 55,000 00	Due 1/31/12
APPAREL LESOTHO ALLIANCE TO FIGHT AIDS AKA ALAFA LESOTHO CHAMBER OF COMMERCE & INDUSTRIES BUILDING, ORPEN RD MASERU 100 LS	10/28/2010	To support peer-led interventions to address HIV/AIDS among garment workers and supervisors in Lesotho through implementation of a curriculum focusing on gender equality, gender-based violence, stigma and	Approved	\$ 75,000 00	Due 1/31/12
THE ANDREY RYLKOV FOUNDATION FOR HEALTH AND SOCIAL JUSTICE AKA ANDREY RYLKOV FOUNDATION (ARF) 17-82 MARSHALA BIRYUZOVA MOSCOW N/A 123060 RU	06/12/2010	To support media advocacy for improved access to health and human rights protection for people affected by HIV/AIDS in Russia.	Approved	\$ 30,000 00	Received
FUNDACJA CENTRUM ORGANIZACJI POZYCZKOWYCH (MICROFINANCE CENTRE - MFC) AKA MFC KOSZYKOWA 60/62 M 52 WARSAW 00-673 PL	06/02/2010	To promote asset building among low-income communities in Poland by testing and strengthening incentives to save and invest	Approved	\$ 85,000 00	Due 2/1/12
THE LEGAL AID SOCIETY-EMPLOYMENT LAW CENTER AKA LAS-ELC 180 MONTGOMERY STREET, SUITE 600 SAN FRANCISCO CA 94104- 4244 US	07/13/2010	To recognize Hilary Krane's service on the Levi Strauss Foundation Board of Directors	Approved	\$ 15,000 00	Received
BETTER COTTON INITIATIVE AKA BCI 22 RUE DES ASTERS GENEVA CH-1202 CH	06/17/2010	To support social and environmentally sustainable cultivation practices and asset building opportunities among cotton farmers in India.	Approved	\$ 100,000 00	Due 12/1/2011
CANADIAN HIV/AIDS LEGAL NETWORK 1240 BAY STREET, SUITE 600 TORONTO ONTARIO M5R 2A7 CA	10/20/2010	To support a communications toolkit for the 800Donor Collaboration to Advance the Human Rights of Sex Workers project.	Approved	\$ 30,000 00	Received
FAIR FINANCE 18 ASHWIN STREET LONDON E8 2FE GB	10/20/2010	To support a pilot program to promote savings among 500 low-income clients of Fair Finance in the United Kingdom.	Approved	\$ 80,000 00	Due 10/1/2011
INTERNATIONAL BRIDGES TO JUSTICE 64, RUE DE MONTHOUX GENEVA 1201 CH	10/29/2010	To safeguard legal rights for people living with or vulnerable to HIV/AIDS through sponsorship of the 2011 JusticeMakers Competition	Approved	\$ 15,000 00	Due 1/1/12
LAWYERS COLLECTIVE 61 JALARAM KRIPA, JANMABHOOMI MARG, FORT MUMBAI N/A MAHARASHTRA 400001 IN	04/14/2010	To support the human rights advocacy work of the United Nations Special Rapporteur on the Right to Health	Approved	\$ 80,000 00	Due 12/1/2011
LAWYERS COLLECTIVE 63, JALARAM JYOT, JANMABHOOMI MARG, FORT MUMBAI N/A 400001 IN	05/08/2010	To support two satellite meetings on HIV/AIDS-related policy issues about commercial sex work and access to medicines at the XVIII International AIDS Conference	Approved	\$ 16,000 00	Received
LEMBAGA BANTUAN HUKUM MASYARAKAT AKA LBH MASYARAKAT TEBET TIMUR DALAM IIIIB, NO 10 JAKARTA DKI JAKARTA 12820 ID	08/24/2010	General support for a community legal aid institute serving marginalized and detained populations at greater risk of HIV infection in Indonesia.	Approved	\$ 25,000 00	Due 12/1/2011
AIDS CARE CHINA AKA AIDS CARE CHINA LIMITED WEST PART OF 2/F, 80 TAOYUAN RD NANNING GUANGXI 530021 CN	04/09/2010	To support critical HIV/AIDS services for migrant workers in Guangdong Province and build capacity among people living with HIV/AIDS in China to advocate for policy and social change	Approved	\$ 100,000 00	Due 12/1/2011
ASIA PACIFIC NETWORK OF PEOPLE LIVING WITH HIV/AIDS (APN+) 51/2 3&4 FL RUAM RUDEE BLDG III LUMPINI, PHATUMWAN N/A BANGKOK 10330 TH	06/16/2010	To support the "Coalition of Asia Pacific Regional Networks on HIV/AIDS (7 Sisters)" to address stigma and discrimination and advance policy and social change	Approved	\$ 100,000 00	Due 10/1/2011
APN+ 51/2,3RD & 4TH FLOOR RUAM RUDEE BLDG III SOI RUAM RUDEE, PLOENCHIT RD, LUMPINI,PATHUMWAN BANGKOK N/A 10330 TH	05/28/2010	General support for a regional network advocating for the human rights and participation of people living with HIV/AIDS in Asia and the Pacific	Approved	\$ 100,000 00	Due 12/1/2011
AIDS LEGAL NETWORK (ALN) 6F DANE STREET, WAVERLEY BUSINESS PARK CAPE TOWN 7700 ZA	04/23/2010	To support advocacy to create responsive communities, increase legal literacy, and enable supportive social and legal environments for HIV/AIDS work in South Africa.	Approved	\$ 150,000 00	Due 12/1/2011
CENTRE FOR PROMOTION OF QUALITY OF LIFE 14/9 HOANG DU KHUONG, WARD 12 HO CHI MINH CITY N/A DISTRICT 10 VN	10/29/2010	To provide expanded support for in-factory trainings to strengthen communication mechanisms build capacity on labor rights and responsibilities promote health, asset building and life skills development among	Approved	\$ 50,000 00	Due 1/31/12

Levi Strauss Foundation (EIN 94-6064702)
Expenditure Responsibility
11/30/10

NATIONAL ASSOCIATION OF PEOPLE LIVING WITH HIV/AIDS AKA NAPWA UNIT G5 NO 1 ERSKINEVILLE ROAD NEWTOWN SYDNEY NEW SOUTH WALES 2042 AU	10/06/2010	To improve access to social justice, laws and policies, and the human rights of people living with HIV/AIDS in Australia by understanding and combating HIV/AIDS-related stigma.	Approved	\$	50,000 00	Due 1/31/12
ACTION FOR HEALTH INITIATIVES (ACHIEVE), INC AKA ACHIEVE, INC 162-A SCT FUENTEBELLA EXT , BRGY SACRED HEART QUEZON CITY 1103 PH	11/02/2010	To provide renewal support for HIV/AIDS policy reform and media training for people living with HIV/AIDS in the Philippines	Approved	\$	45,500 00	Due 1/31/12
ACTION FOR AIDS SINGAPORE AKA AFA 35 KELANTAN LANE #02-01 SINGAPORE 208652 SG	11/01/2010	To sponsor an HIV/AIDS and human rights symposium at the 7th Singapore AIDS Conference.	Approved	\$	5,500 00	Received
THAI AIDS TREATMENT ACTION GROUP (TTAG) AKA TTAG 18/89 VIPAWADEE SOI 40, LAD YAO, CHATUCHAK BANGKOK BANGKOK 10900 TH	09/30/2010	General support for a health and rights advocacy organization in Thailand working with populations highly vulnerable to HIV/AIDS	Approved	\$	100,000 00	Due 1/1/2012

Levi Strauss Foundation

TIN: 94-6064702

Nov. 30, 2010

Form 990-PF, Part VII-B

INTEREST IN OTHER ORGANIZATIONS

The Foundation also holds a 4% interest in Community Bank of the Bay, which is valued at \$41,000.

Levi Strauss Foundation

TIN: 94-6064702

Investment Detail

Nov. 30, 2010

Form 990-PF, Part VII-B

	COST 12/31/2009	FMV 12/31/2009	COST 11/30/2010	FMV 11/30/2010
INVESTMENTS:				
TIFF Multi Asset Fund	63,646,754	61,178,118	59,748,228	61,389,917
TIFF Short-term Fund	147,664	147,664	147,664	147,664
Program Related Investment	250,000	41,000	250,000	41,000
TIFF Absolute Return Pool II	4,049,724	3,720,793	4,049,724	4,009,877
Total	<u>68,094,142</u>	<u>65,087,575</u>	<u>64,195,616</u>	<u>65,588,458</u>

A majority of Levi Strauss Foundation's investments are in the TIFF Multi Asset Fund. It is a no-load mutual fund available primarily to foundations, endowments, other 501(c)(3) organizations and certain other non-profit organizations meeting specified accreditation requirements. Its mission is to seek to improve the investment returns of eligible organizations by making available to them a series of multi-manager investment vehicles plus resources aimed at enhancing fiduciaries' knowledge of investing.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I. Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

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

Type or print	Name of exempt organization	Employer identification number
	LEVI STRAUSS FOUNDATION	94-6064702
	Number, street, and room or suite no. If a P O box, see instructions 1155 BATTERY STREET LEVI PLAZA	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111-1230	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

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

LEVI STRAUSS FOUNDATION

- The books are in the care of ► **1155 BATTERY STREET - SAN FRANCISCO, CA 94111-1230**
Telephone No ► **415-501-6579** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year _____ or
► ☒ tax year beginning **JAN 1, 2010**, and ending **NOV 30, 2010**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	57,647.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	27,647.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	30,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	LEVI STRAUSS FOUNDATION	94-6064702
	Number, street, and room or suite no. If a P.O. box, see instructions. 1155 BATTERY STREET LEVI PLAZA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111-1230	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LEVI STRAUSS FOUNDATION

• The books are in the care of ▶ 1155 BATTERY STREET - SAN FRANCISCO, CA 94111-1230

Telephone No. ▶ 415-501-6579

FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until OCTOBER 15, 2011.

5 For calendar year _____, or other tax year beginning JAN 1, 2010, and ending NOV 30, 2010.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER'S AFFAIRS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN. THE RETURN WILL BE FILED ONCE THE FINANCIAL AUDIT HAS BEEN COMPLETED.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [Signature] Title ▶ CPA FOR CLIENT

Date ▶ 7/11/11

Form 8868 (Rev. 1-2011)