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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

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 , 2010, and ending , 20

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

THE OAK FOUNDATION, U.S.A.

C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP

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

Room/suite

A Employer identification number

13-3321196

B Telephone number (see page 10 of the instructions)

(415) 498-5000

THREE EMBARCADERO CENTER

City or town, state, and ZIP code

SAN FRANCISCO, CA 94111

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

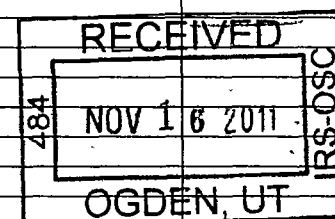
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 175,587,612.

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

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	4,215,000.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	-14,635.	-14,635.		
4 Dividends and interest from securities	0.	70,960.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-6,522,446.			
b Gross sales price for all assets on line 6a	28,867,028.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)		17,627.		ATCH 1
12 Total. Add lines 1 through 11	-2,322,081.	73,952.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages	636,357.			636,357.
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 2	38,839.	0.	0.	38,839.
c Other professional fees (attach schedule) *	405,899.	405,899.		
17 Interest, ATTACHMENT 4.		-3,432.		
18 Taxes (attach schedule) (see page 14 of the instructions)	24,225.			
19 Depreciation (attach schedule) and depletion *	129,427.			129,427.
20 Occupancy	72,687.			72,687.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	117,948.	70,393.		117,948.
24 Total operating and administrative expenses. Add lines 13 through 23	1,425,382.	472,860.	0.	995,258.
25 Contributions, gifts, grants paid	42,716,398.			42,696,398.
26 Total expenses and disbursements. Add lines 24 and 25	44,141,780.	472,860.	0.	43,691,656.
27 Subtract line 26 from line 12	-46,463,861.			
a Excess of revenue over expenses and disbursements		0.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				



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

* ATCH 3 JSA
** ATCH 15

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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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	17,821,071.	5,825,634.	5,825,634.
	3	Accounts receivable ▶ 0.			
		Less: allowance for doubtful accounts ▶ 0.	2,732.	0.	35,283.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	18,324,232.	17,991,786.	5,513,952.
	c	Investments - corporate bonds (attach schedule) ATCH 7	56,041.	56,041.	0.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 8	136,244,936.	102,131,141.	164,182,266.	
14	Land, buildings, and equipment basis 149,975.				
	Less: accumulated depreciation (attach schedule) ATCH 15 ▶ 119,498.	49,928.	30,477.	30,477.	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item i)	172,498,940.	126,035,079.	175,587,612.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		0.		
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			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	172,498,940.	126,035,079.	
	30	Total net assets or fund balances (see page 17 of the instructions)	172,498,940.	126,035,079.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	172,498,940.	126,035,079.	

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	172,498,940.
2	Enter amount from Part I, line 27a	2	-46,463,861.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	126,035,079.
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	126,035,079.

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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 PUBLICLY TRADED 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 28,867,028.		35,389,474.	-6,522,446.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-6,522,446.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.				

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

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

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

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

☐ Yes ☒ No

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

(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	30,619,121.	192,643,043.	0.158942
2008	26,704,319.	301,154,503.	0.088673
2007	29,346,926.	364,493,996.	0.080514
2006	22,997,143.	323,665,083.	0.071052
2005	23,884,861.	296,141,895.	0.080653
2 Total of line 1, column (d)			2 0.479834
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 0.095967
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 179,305,395.
5 Multiply line 4 by line 3			5 17,207,401.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 17,207,401.
8 Enter qualifying distributions from Part XII, line 4			8 43,691,656.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of ruling 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 0.
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
3 Add lines 1 and 2		3 0.
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 0.
6 Credits/Payments:		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 225,952.	
b Exempt foreign organizations-tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 0.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		7 225,952.
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		10 225,952.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 225,952. Refunded		11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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 page 19 of the instructions) NC,		
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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.OAKFND.ORG				
14	The books are in care of PAUL A. ROBERTS	Telephone no 415-498-5000		
Located at ATTACHMENT 9		ZIP + 4 94111		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15 ☐		
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?	16	X	
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 UNITED KINGDOM; JERSEY, CHANNEL ISLANDS				

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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 page 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
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	
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)? (see page 22 of the instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **5b** X

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? **ATTACHMENT 10** ☒ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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? **7b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		461,773.	46,178.	0.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 13		353,159.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	160,562,287.
b	Average of monthly cash balances	1b	21,407,887.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	65,760.
d	Total (add lines 1a, b, and c)	1d	182,035,934.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	182,035,934.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	2,730,539.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	179,305,395.
6	Minimum investment return. Enter 5% of line 5	6	8,965,270.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	8,965,270.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,965,270.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,965,270.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,965,270.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	43,691,656.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,691,656.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,691,656.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				8,965,270.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005	7,532,508.			
b From 2006	7,665,317.			
c From 2007	11,126,452.			
d From 2008	11,458,340.			
e From 2009	20,985,614.			
f Total of lines 3a through e	58,768,231.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 43,691,656.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				8,965,270.
e Remaining amount distributed out of corpus	34,726,386.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	93,494,617.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	7,532,508.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	85,962,109.			
10 Analysis of line 9				
a Excess from 2006	7,665,317.			
b Excess from 2007	11,126,452.			
c Excess from 2008	11,458,340.			
d Excess from 2009	20,985,614.			
e Excess from 2010	34,726,386.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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 2010, 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)

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) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 14

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

ATTACHMENT 16

c Any submission deadlines:

N/A

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

ATTACHMENT 16

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
<i>a Paid during the year</i> ATTACHMENT 17				42,716,398.
Total			3a	42,716,398.
<i>b Approved for future payment</i> ATTACHMENT 18				54,612,810.
Total			3b	54,612,810.

Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
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	-14,635.		
4 Dividends and interest from securities						
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			18	-6,522,446.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)				-6,537,081.		
13 Total. Add line 12, columns (b), (d), and (e)				-6,537,081.		

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

[illegible]

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

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

[illegible]

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

- b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date Nov 14, 2011

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOHN A. Edie

Preparer's signature

John A. Edie

Date _____

NOV 08 2011

Check ☐ if self-employed

PTIN	
------	--

P00697058

Firm's name ▶ PRICEWATERHOUSECOOPERS LLP

Firm's address ► 1301 K STREET NW, STE 800W
WASHINGTON, DC

Firm's EIN ► 13-4008324

20005-3333

Phone no 202-414-1000

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

THE OAK FOUNDATION, U.S.A.

C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP

Employer identification number

13-3321196

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 foundationCheck 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).

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 THE OAK FOUNDATION, U.S.A.

Employer identification number

C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP

13-3321196

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	OAK FOUNDATION LIMITED FIRST CARIBBEAN HOUSE, 4TH FLOOR GRAND CAYMAN CAYMAN ISLANDS	\$ 3,250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	OAK FOUNDATION SERVICES AS TRUSTEE TO OAK TRUST JERSEY LA MOTTE CHAMBERS ST. HELIER JERSEY	\$ 965,000.	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)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INCOME FROM PASS-THROUGH ENTITIES		17,627.
TOTALS		<u>17,627.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS LLP	38,839.	0.	0.	38,839.
TOTALS	<u>38,839.</u>	<u>0.</u>	<u>0.</u>	<u>38,839.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ASPEN ADVISORS LLC	14,052.	14,052.
KEMNAY SERVICES LIMITED	353,159.	353,159.
OTHER PROFESSIONAL FEES	38,688.	38,688.
TOTALS	<u>405,899.</u>	<u>405,899.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE FROM K-1'S		-3,432.
TOTALS		<u>-3,432.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE & DELIVERY	13,627.		13,627.
COMPUTER SERVICE	11,806.		11,806.
GRANT MONITORING COSTS	79,655.		79,655.
MISCELLANEOUS EXPENSES	12,810.		12,810.
BANK CHARGES	50.		50.
BLACKSTONE REAL ESTATE PARTNERS INTL I.E., LP		32,156.	
BLACKSTONE REAL ESTATE PARTNERS INTL I.D. 2, LP		11,805.	
LEXINGTON CAPITAL PARTNERS		26,432.	
TOTALS	<u>117,948.</u>	<u>70,393.</u>	<u>117,948.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCSYS TECHNOLOGIES PLC	15,140,752.	5,021,176.
FIBERTOWER	153,172.	37,910.
LORAL SPACE AND COMMUNICATION	483,195.	0.
FIBERTOWER RSTD	2,214,667.	454,866.
TOTALS	<u>17,991,786.</u>	<u>5,513,952.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MATURITY 5 - 10 YEARS MISSISSIPPI CHEMICAL CORP. MATURITY OVER 10 YEARS TELIGENT INC.	4,620. 51,421.	0. 0.
TOTALS	<u>56,041.</u>	<u>0.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STONEHILL OFFSHORE PARTNERS LT	5,349,554.	26,757,502.
EGERTON EUROPEAN DOLLAR FUND	4,859,326.	12,815,029.
BLACK BEAR OFFSHORE FUND SEPT	50,647.	128,539.
TREELINE ASIA FUND	23,358,822.	37,086,538.
TERRA FIRMA DEUTSCHE ANNINGTON	18,512,792.	19,166,315.
BAY RESOURCE OFFSHORE FUND	25,000,000.	33,584,144.
LEXINGTON CAPITAL PARTNERS II	0.	1,867,525.
KEMNAY DYBRA LLC	25,000,000.	32,776,674.
TOTALS	<u>102,131,141.</u>	<u>164,182,266.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 9

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

C/O PWC LLP, THREE EMBARCADERO CENTER SAN FRANCISCO, CA

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: BUTLER FAMILY FUND
GRANTEE'S ADDRESS: 1301 CONNECTICUT AVE NW, STE 500
CITY, STATE & ZIP: WASHINGTON, DC 20036
GRANT DATE: 08/13/2010
GRANT AMOUNT: 20,000.
GRANT PURPOSE: THE FAMILY HOMELESSNESS PROJECT
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 07/09/2010
VERIFICATION DATE: 08/17/2010
RESULTS OF VERIFICATION:

FUNDS WERE EXPENDED AS HAD BEEN PROPOSED IN THE ORIGINAL GRANT SUBMISSION, NAMELY \$20,000 FOR ADMINISTRATIVE COSTS RELATING TO BUTLER FAMILY FUND'S OVERSIGHT OF THE RE-GRANTS MADE BY THEM. RESULTS SHOWED THAT THEY MANAGED THEIR GRANT-MAKING EFFECTIVELY. THIS GRANT-MAKING HAS ALLOWED OAK FOUNDATION TO GAIN INSIGHTS INTO WHAT IS HAPPENING IN CITIES OUTSIDE OF OAK FOUNDATION'S FOCUS, NAMELY BOSTON, NEW YORK, AND PHILADELPHIA.

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN M. PARKER C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
JETTE PARKER C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR/VP 1.00	0.	0.	0.
GARY GOODMAN C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	SECRETARY 1.00	0.	0.	0.
CAROLINE TURNER C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	VICE CHAIR 1.00	0.	0.	0.

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
NATALIE PARKER C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	VICE CHAIR 1.00	0.	0.	0.
KRISTIAN PARKER C/O PAUL ROBERTS PRICEWATERHOUSECOOPERS THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	CHAIRMAN OF THE BOARD 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

THE OAK FOUNDATION, U.S.A.

13-3321196

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
LESLIE HARROUN C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	SR. PROGRAM OFFICER 40.00	149,850.	14,985. 0.
ANNE HENSHAW C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM ASSISTANT 40.00	105,000.	10,500. 0.
KAREN PHAIR C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.00	76,708.	7,671. 0.
TAMI ATKINS C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM ASSISTANT 32.00	43,200.	4,320. 0.
STACY PARKER-FISHER C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.00	87,015.	8,702. 0.
	TOTAL COMPENSATION	<u>461,773.</u>	<u>46,178.</u> <u>0.</u>

BTZ5GN 1673

V 10-8.1

ATTACHMENT 12

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
KEMNAY SERVICES, LTD 58 AVENUE LOIS CASAI 1216 COINTRIN SWITZERLAND	ADVISORY/ACCOUNTING	353,159.
TOTAL COMPENSATION		<u>353,159.</u>

THE OAK FOUNDATION, U.S.A.

13-3321196

ATTACHMENT 14

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

STACY PARKER-FISHER
55 VILCOM CENTER DRIVE, SUITE 340
CHAPEL HILL, NC 27514
919-951-0585

FORM 990-PF, PART I, LINE 19 & PART II, LINE 14
DEPRECIATION AND FIXED ASSETS

<u>DESCRIPTION OF FIXED ASSETS</u>	<u>COST</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>NET BOOK VALUE</u>
FURNITURE & SOFTWARE	33,626	(13,194)	20,432
COMPUTER, TELEPHONE EQUIPMENT	61,053	(51,278)	9,775
LEASEHOLD IMPROVEMENTS	55,296	(55,026)	270
TOTAL NET BOOK VALUE OF FIXED ASSETS	149,975	(119,498)	30,477
TOTAL CURRENT YEAR DEPRECIATION EXPENSE:	24,225		



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Application Guidelines

The Foundation will respond within two months to enquiries, informing the applicant whether there is sufficient interest to pursue the proposal. If so, the Foundation will request additional information from the organisation.

Oak Foundation's main office is in Geneva. It has several other offices which are located to serve its various programmes. All e-mail inquiries should be directed to the appropriate Oak Foundation programme and letters addressed to the appropriate office. If in doubt please write to the Geneva office or e-mail info@oakfnd.ch. For initial contact, please do not telephone or visit the offices.

All inquiries should be directed to the appropriate Oak programme at the addresses listed on the Contact Oak page. For initial contact, please do not telephone or visit the offices.

Before submitting an inquiry, please read the guidelines listed below.

Limitations

Grants will not be awarded for:

- Religious organisations for religious purposes;
- Supporting candidates for office;
- General fund-raising drives or events; or
- Amounts under US\$25,000 (except in special circumstances).

Funding Criteria

The Foundation seeks leadership projects that meet the following criteria:

- Target root causes;
- Demonstrate solutions that can be adopted by permanent providers and/or by government;

- Mobilise financial commitment from a range of different sources;
- Promote collaboration among organisations and funders;
- Involve the target population in the planning and implementation of the project;
- Demonstrate good financial and organisational management.

Types of Support

The Foundation will consider requests for funding of special projects, core costs, capital needs, technical assistance, or collaborative activities. Multi-year projects are subject to regular progress reviews.

The Foundation may also seek to stimulate initiatives in its areas of interest by:

- Issuing calls for proposals on specific topics;
- Convening policymakers and practitioners to explore solutions to critical issues;
- Initiating its own programmes.

FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Alaska Conservation Foundation	441 West Fifth Avenue, Suite 402 Anchorage, AK 99501	Public Charity	Initiative to Support Alaska Indigenous Conservation and Stewardship	29,689
Alaska Eskimo Whaling Commission	P.O. Box 570 Barrow, AK 99723	Public Charity	Mitigation of Off Shore Oil and Gas Development in the Chukchi and Beaufort Seas	212,260
Alaska Native Harbor Seal Commission	800 E. Dimond Blvd., Suite 3-625 Anchorage, AK 99515	Public Charity	Co-management capacity building	10,000
Alaska Wilderness League	122 C Street NW, #240 Washington, D.C. 20001	Public Charity	Environmental Justice on Alaska's Arctic Slope	50,000
Aleut International Association, Inc	333 W. 4th Ave., Suite 301 Anchorage, AK 99501	Public Charity	Strengthening Alaska indigenous participation in the Arctic Council	50,000
Ali Forney Center	224 West 35th Street, Suite 1102 New York City, NY 10001	Public Charity	Organizational Development Project	100,000
American Association for the Advancement of Science	1200 New York Ave NW Washington, D.C. 20005	Public Charity	Scientists for Human Rights Dec 2009 - Nov 2011	117,034
American Association for the Advancement of Science	1200 New York Ave NW Washington, D.C. 20005	Public Charity	Satellite Imagery for Human Rights	236,000
American Civil Liberties Union Foundation Inc	125 Broad Street, 18th Floor New York, NY 10004-2400	Public Charity	Protecting the Rights of Women Victim of Violence	202,000
American Domestic Violence Crisis Line (ADVCL)	3300 NW 185th, # 133 Portland, OR 97229	Public Charity	General support	91,914
American Littoral Society	18 Hartshore Drive, Suite #1 Highlands, NJ 07732	Public Charity	RMCP Gulf Spill-Arctic Rapid Response Initiative	40,000
American Littoral Society	18 Hartshore Drive, Suite #1 Highlands, NJ 07732	Public Charity	RMCP Arctic Funder Strategy Meeting	40,505
American University Washington College of Law	4801 Massachusetts Avenue, NW 600 Pennsylvania Ave SE Washington, D.C. 20003	Public Charity	Rights Work Initiative	74,845
Amnesty International USA	1005 NE Boat Street Seattle, WA 98105	Public Charity	Satellite Imagery for Human Rights	307,000
Bahia Street		Public Charity	Poverty to Equality Project	47,365
Bard College	Institute for International Liberal Education Campus Road Annandale-on-Hudson, NY 12504-5000	Public Charity	Support of Zimbabwe Students to attend the International Human Rights Exchange Program	48,000
Bates College	2 Andrews Rd Lewiston, ME 04240-6028	Public Charity	Support for Environmental Studies Internships at Bates College	15,000
Beneficient Technology Inc (Benetech Technology Serving Humanity)	480 S. California Ave., Suite 201 Palo Alto, CA 94306	Public Charity	General Support for the Human Rights Programme	299,783
Bethesda Project	1630 South Street Philadelphia, PA 19146	Public Charity	St. John's Project	250,000
Botswana-Harvard School of Public Health AIDS Initiative Partnership for HIV Research and Education	Department of Immunology and Infectious Diseases Harvard School of Public Health, Bldg 2, Rm 420 651 Huntington Avenue Boston, MA 02115	Public Charity	To Save Women and Children of Southern Africa from HIV and AIDS	1,136,190
Bowdoin College	4100 College Station Brunswick, MA 04011-8432	Public Charity	Intern support for Sheila Watt-Cloutier	5,000

FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Braided River	c/o The Mountaineers Books 1001 SW Klickitat Way, #201 Seattle, WA 98134	Public Charity	Salmon in the Trees	5,000
Bristol Bay Native Association	Box 310 Dillingham, AK 99576	Public Charity	Bristol Bay Regional Vision	30,000
Broadway Housing Communities	563 Riverside Drive, 7th Floor New York, NY 10031	Public Charity	Sugar Hill Project (Planning and Development)	170,000
Broadway Housing Communities	563 Riverside Drive, 7th Floor New York, NY 10031	Public Charity	Faith Ringgold Children's Museum of Art & Storytelling at Sugar Hill Capital Request	250,000
Brooklyn Community Housing and Services, Inc	105 Carlton Avenue Brooklyn, NY 11205	Public Charity	Brooklyn Housing Assistance Center (BHAC)	120,000
Butler Family Fund	1301 Connecticut Avenue NW, Suite 500 Washington, D C 22036	Private Foundation	The Family Homelessness Project	20,000
Calm Air Visibility Unlimited	941 Byrd, Ste. 101 Universal City, TX 78148	Public Charity	Reef for People-Science, Action, Conservation	71,800
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Haiti Emergency Response	50,000
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Haiti Emergency Response	50,000
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Anti-Trafficking Initiative in Western Balkans	111,418
Carnegie Endowment for International Peace	1779 Massachusetts Ave NW Washington, D.C. 20036	Public Charity	Engaging History Working Paper	29,196
Carnegie Endowment for International Peace	1779 Massachusetts Ave NW Washington, D.C. 20036	Public Charity	Leadership Initiative for Transportation Solvency (LITS)	200,000
Center For Adolescent Health & The Law	310 Kildaire Road, Suite 100 Chapel Hill, NC 27516-4407	Public Charity	General Support	50,000
Center for Auto Safety, The	1825 Connecticut Ave NW, Suite 330 Washington, D C 20009	Public Charity	Safe Climate Campaign	100,000
Center for Constitutional Rights	666 Broadway, 7th floor New York, NY 10012	Public Charity	Global Detentions and Rendition Project	700,000
Center for Justice and Accountability	870 Market Street, Suite 688 San Francisco, CA 94102	Public Charity	Holding Human Rights Abusers to Account	194,615
Center for Public Integrity	910 17th Street, NW, 7th Floor Washington, DC 20006	Public Charity	Looting the Seas	249,000
Center for Urban Community Services Inc, The	120 Wall Street, 25th Floor New York, 10005	Public Charity	General Support	6,250
Chapel Hill-Carrboro	Chapel Hill-Carrboro YMCA 980 Martin Luther King Jr. Blvd Chapel Hill, NC 27514	Public Charity	YMCA Strong Kids Campaign	10,000
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd Chapel Hill, NC 27516	Public Charity	For 8th grade field trip and iPod Touches for students unable to afford the technology - Caroline Turner discretionary grant (Dec 2009)	16,000
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd. Chapel Hill, NC 27516	Public Charity	Chapel Hill Carrboro City Schools - RTI Consortium	38,531
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd. Chapel Hill, NC 27516	Public Charity	Expert Space - CHCCS Middle Schools - Small Grant	55,000
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd Chapel Hill, NC 27516	Public Charity	Blue Ribbon Mentor Program Expansion	125,000

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Chernobyl Children Project USA, Inc.	75, McNeil Way, Suite 305 Dedham, MA 02026	Public Charity	To enable Chernobyl Children to travel for Medical care	25,000
Chugach Regional Resources Commission for Old Harbor	6200 Lake Otis Parkway, Suite 201 Anchorage, AK	Public Charity	Red King Crab Restoration Project	45,000
Citizens Housing and Planning Association	18 Tremont Street, Suite 401 Boston, MA 02108	Public Charity	Massachusetts Affordable Housing Advocacy Campaign	144,276
Clean Air Task Force	18 Tremont Street, Suite 530 Boston, MA 02108	Public Charity	CATF Core Support	249,994
Clean Air Task Force	18 Tremont Street, Suite 530 Boston, MA 02108	Public Charity	Rapid Reduction of Short-Lived Climate Forcers (SLCFs)	502,970
Colleges of New Rochelle	29 Castle Place New Rochelle, NY 10805	Public Charity	Margaret Bedard Scholarship	25,000
	Program on Forced Migration and Health Columbia University, Mailman School of Public Health 60 Haven Avenue, B-4, Suite 432 New York, NY 10032	Public Charity	Care and Protection of Children in Emergencies (CPC Network)	457,816
Columbia University	330 7th Avenue, 12th Floor New York, NY 10001	Public Charity	International Program Network	140,000
Committee to Protect Journalists	Community Access Inc 666 Broadway, 3rd Floor New York, NY 10012	Public Charity	Howie the Harp Replication project	50,000
Community Access	115 E 106th Street, 3rd Floor New York, NY 10029	Public Charity	Public Housing Preservation and Improvement Campaign	150,903
Community Voices Heard	62 Summer Street Boston, MA 02110	Public Charity	Green Transmission Policy Project	50,000
Conservation Law Foundation	62 Summer Street Boston, MA 02110	Public Charity	New England Climate Change Campaign	125,000
Conservation Law Foundation	P.O. Box 3269 Homer, AK 99603	Public Charity	Coal, climate and salmon work	20,000
Cook Inletkeeper	50 Broadway, 17th Floor New York, NY 10004	Public Charity	Supportive Housing into the Mainstream	200,000
Corporation for Supportive Housing	108 East 89th St New York, NY 10128	Public Charity	General Support - Matching grant	5,000
Dalton Schools, Inc	212 W Main St., Ste 101 Durham, NC 27701-0000	Public Charity	Full Frame Film Festival - Matching grant	1,000
DOC Arts Inc	232 East 84th Street New York, NY 10028	Public Charity	Ready, Willing & Able Advocacy and Scaling	275,404
Doe Fund Inc. The	3716 Old Erwin Road Durham NC 27705	Public Charity	General Support	50,000
Duke School for Children	PO Box 90077 Durham, NC 27708-0077	Public Charity	General Support - Matching Grant	5,000
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Healing and Hope Through Science (on behalf of the Sarah P Duke Gardens)	62,840
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Training Conservation Professionals for Belize	128,875
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Program in Environmental and Energy Policy	900,000
Earth University Foundation	Five Piedmont Center, Suite 215 3525 Piedmont Road, NE Atlanta, GA 30305	Public Charity	Strategic Partnership for Sustainable Rural Development in the Mesoamerican Region	57,800

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NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	Public Charity	Small Island Nation States	25,000
EarthRights International	1612 K Street NW, Suite 401 Washington, D C 20006	Public Charity	Litigation Programme	130,000
	Box 90545 Duke University Durham, NC 27708-0545	Public Charity	Planning Grant	75,000
East Durham Children's Initiative	391 Herrington Hill Road Greenwich, NY 12834	Public Charity	Discretionary	7,000
easton mountain	721 NW 9th Avenue, Suite 200 Portland, OR 97209	Public Charity	Sustainable Fisheries Trust Policy and Program Innovation	102,621
Ecotrust	Mooney Building 2105 Campus Box Elon, NC 27244	Public Charity	It Takes a Village A Collaborative Assault on the Struggling Reader's Dilemma	50,009
Elon University	239 West 49th Street New York, NY 10019	Public Charity	Encore West Residence and Encore 49 Residence	75,000
Encore Community Services	P.O. Box 583, 8 Summer St Rockport, ME 04856	Public Charity	Northeast Sustainable Energy Project	101,700
Environment Northeast	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Clean Fleets Campaign	100,000
Environmental Defense Inc	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Mesoamerican Reef MAR Sustainable Fisheries Initiative in Belize	180,490
Environmental Defense Inc	1877 Garden Avenue Eugene, OR 97403-1927	Public Charity	Building the Capacity of Environmental Law Organizations to protect the Mesoamerican Reef	122,000
Environmental Law Alliance Worldwide	35 East Wacker Drive, Suite 1300 Chicago, IL 60601	Public Charity	Global Warming Solutions Project	100,000
Environmental Law and Policy Center of the Midwest	2000 L Street NW, Suite 620 Washington, D.C. 20036	Public Charity	Developing Regional Ocean Governance in the Beaufort and Chukchi Sea Region	78,768
Environmental Law Institute	14 Beacon Street, Suite 202 Boston, MA 02108	Public Charity	Family Homelessness Prevention Project	195,000
Family to Family	621 DeGraw Street, Brooklyn, NY 11217	Public Charity	Creating Access to Re-Entry Employment (CARE)	75,000
Fifth Avenue Committee, Inc	One Haight Street San Francisco, CA 94102	Public Charity	Tar Sands Campaign	149,940
ForestEthics	1013 Court St. Muskogee, OK 74401	Public Charity	Networking and Advocacy' Shaping Policies	100,000
Freedom Network	C/O Amy Schrom Office of Development, Hinman 7070 Dartmouth-Hitchcock Norris Cotton Cancer Center One Medical Center Drive Lebanon, NH 03756-0001	Public Charity	Support to Riders - Tribute to Tom Coty	5,000
Friends of the Earth USA	1717 Massachusetts Ave. NW Washington, D C. 20036-2002	Public Charity	Transportation and Climate Change Campaign	150,662
Friends of Norris Cotton Cancer Center	1666 Connecticut Avenue NW, Suite 410 Washington, D C 20009	Public Charity	General support	500,000
Fund For Global Human Rights	1666 Connecticut Avenue NW, Suite 410 Washington, D C 20009	Public Charity	General Support: Human Rights Defenders	865,000

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NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Fund for Social Change	666 Broadway, Room 830 New York, NY 10012	Public Charity	David Tobis and Philip Goldman Participation at the Donors Meeting in Brussels	8,860
Fund for Social Change	666 Broadway, Room 830 New York, NY 10012	Public Charity	Better Care for Children	25,070
Global Fund for Children	1101 14th St NW, Suite 420 Washington, D.C. 20005	Public Charity	Re-granting to small NGOs working in field of abuse/exploitation	158,796
Global Fund for Women	222 Sutter Street, Suite 500 San Francisco, CA 94108	Public Charity	Increasing Women's Safety in Under-resourced Countries	250,000
Greater Boston Legal Services	197 Friend Street Boston, MA 02114	Public Charity	Affordable Tenancy Preservation Project	80,000
Greater Philadelphia Urban Affairs Coalition	1207 Chestnut Street Philadelphia, PA 19107	Public Charity	Saving Homes, Saving Neighbourhoods (Oct 2008 - Sep 2011)	209,930
Harlem Children's Zone	35 East 125th Street New York, NY 10035	Public Charity	Friends of the Children Award Dinner	50,000
Harlem Children's Zone	35 East 125th Street New York, NY 10035	Public Charity	HCZ and St. Nicholas Houses' New Facility and Unique Model	7,000,000
Harvard Kennedy School of Government - President & Fellows of Harvard College	Harvard Kennedy School 79 JFK Street, Box 123 Cambridge, MA 02138	Public Charity	Evidence based policy initiative a project to strengthen the roll out of effective Child Welfare Committees in Sierra Leone	124,405
Health Care without Harm	1901 N. Moore St., Suite 509 Arlington, VA 22209	Public Charity	Global Implementation Plan for Sustainable Health Care	250,049
Highlanders Rugby Club	P.O. Box 2783 Chapel Hill, NC 27515	Public Charity	General Support	10,000
Hill Center Inc, The	3200 Pickett Road Durham, NC 27705-6010	Public Charity	General Support	25,000
Hill Center Inc, The	3200 Pickett Road Durham, NC 27705-6010	Public Charity	Core Operating Support 2011-2012	375,000
HomeStart Inc	105 Chauncy Street, 5th Floor Boston, MA 02111	Public Charity	Court Intervention Project (CIP)	180,147
Hudson Planning Group, Inc	80 Broad Street, 28th Floor New York, NY 10004	Public Charity	The Supportive Housing Development Assistance Program	97,000
Human Rights First (formerly Lawyers Committee for Human Rights)	333 Seventh Avenue, 13th Floor New York, NY 10001	Public Charity	emergency support	245,000
Human Rights Watch	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	Public Charity	Advocacy in Moscow, Delhi, Johannesburg	1,000,000
Human Rights Watch	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	Public Charity	Developing Human Rights Allies in the Non-Western World	1,150,000
Independent Diplomat Ltd	333 Seventh Ave, 14th Floor New York, NY 10001	Public Charity	General Support for 2010	229,744
International Center for Research on Women	C139 Defence Colony New Delhi 110 024, India	Public Charity	Protection of Women from Domestic Violence Act	16,360
International Center for Transitional Justice	5 Hanover Square, 24th Floor New York, NY 10004	Public Charity	General support	300,000
International Fund for Animal Welfare	290 Summer Street Yarmouth Port, MA 02675	Public Charity	Staff Discretionary - Andrea Frey (March 2010)	5,000
International Legal Foundation	68 Jay Street New York, NY 10013	Public Charity	support for headquarters	449,759
International Society for Prevention of Child Abuse and Neglect	245 W Roosevelt Road, Building 6, Suite 39 West Chicago, IL 60185	Public Charity	ISPCAN Child Abuse and Neglect Capacity Building and Training Project	225,179

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Inuit Circumpolar Council-Alaska	3000 C Street, Suite N201 Anchorage, AK 99503	Public Charity	Support for General Assembly	10,000
Iredell-Statesville Schools	549 North Race Street Statesville, NC 28677	Public Charity	COMPASS: Collaborative Organizational Model to Promote Aligned Support Structures-Core Support	54,000
Ireland Institute	386 Main Street P O. Box 648 Rockland, Maine 04841-00648	Public Charity	Fathoming science outreach on the working waterfront	5,000
Kawerak, Inc	PO Box 948 Nome, AK 99762	Public Charity	Community-Based Documentation of Ice Seals and Walrus in Alaska's Bering Strait Region	100,671
Kidzu Children's Museum	105 E. Franklin Street Chapel Hill, NC 27514	Public Charity	A Foundation for Educational Innovation Master Planning for Kidzu Children's Museum's Expansion Site	161,541
Landmark School, Inc.	429 Hale Street PO Box 227 Prides Crossing, MA 09165-0227	Public Charity	Landmark Outreach Online Program (LOOP) - EcCollege	62,365
Learning Disabilities Worldwide	PO Box 142, Weston, MA 02493, USA	Public Charity	International Website Expansion	100,000
Lesley University	29 Everett Street Cambridge, MA 02138	Public Charity	Training District Educators and Staff about Childhood Trauma	39,200
Link Media	901 Battery Street, Suite 308 San Francisco, CA 94111	Public Charity	India Human Rights Television Project	309,730
Local Initiatives Support Corporation	501 Seventh Avenue, 7th Floor New York, NY 10018	Public Charity	Sustainable Communities Initiative - West (SCI-West)	155,500
Lucille Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94304	Public Charity	Building a Foundation for Fetal Cardiac Intervention	500,000
Lucille Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94304	Public Charity	Children's Surgical Research Program (Renewal)	1,000,000
Maine Conservation Voters Education Fund	295 Water Street, Suite 9 Augusta, ME 04330	Public Charity	Building Power for Maine's Environment	50,160
Maine Initiatives	P O. Box 2248 Augusta, ME 04338	Public Charity	Core Support	5,000
Maine Interfaith Power and Light	PO Box 4834 Portland, ME 04112	Public Charity	Climate Care Project	5,000
Marine Conservation Institute	2122 112th Avenue NE Suite B-300 Bellevue, WA 98004	Public Charity	Climate Change Impacts to Cold-Water Coral Ecosystems of the North Pacific	49,364
Marine Fish Conservation Network	600 Pennsylvania Avenue SE, Suite 210 Washington, DC 20003	Public Charity	Defending the Magnuson Stevens Act (MSA)	20,000
Mediation Works Incorporated	4 Faneuil Hall, Third Floor Boston, MA 02109	Public Charity	MWI Eviction Mediation Program	75,363
Miracle Feet	122 Porter Place Chapel Hill, NC 27514	Public Charity	Support to Treat Clubfoot-a congenital birth defect	50,000
Morgan Memorial Goodwill Industries	1010 Harrison Avenue Boston, MA 02119	Public Charity	Human Services Employment Ladder Program (HELP)	73,690
Mote Marine Laboratory	1600 Ken Thompson Parkway Sarasota, FL 34236	Public Charity	Turtle Care Emergency	10,000
Muhlenberg College	2400 West Chew Street Allentown, PA 18104	Public Charity	A Pioneering Approach to Academic Support Services for Students with LD in a Liberal Art College Environment	50,000
Muscular Dystrophy Association	3300 E. Sunrise Drive Tucson, AZ 85718	Public Charity	Raleigh Stride-n- Ride	2,500

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NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
National Association for the Education of African American Children with Learning Disabilities	PO BOX 09521 Columbus, OH 43209	Public Charity	Core Support for Foundation Building	55,000
National Center for Learning Disabilities	381 Park Avenue South, Suite 1401 New York, NY 10016	Public Charity	Response to Intervention - Scaling RTI to Support Students Who Struggle to Learn	250,575
National Center for Missing & Exploited Children	Charles B Wang International Children's Building 699 Prince Street Alexandria, VA 22314-3175	Public Charity	Appointment of Director of Technology Advancement	426,900
National Center on Family Homelessness	181 Wells Avenue, 3rd Floor Newton Centre, MA 02459	Public Charity	Campaign to End Child Homelessness	152,655
National Environmental Education Foundation	4301 Connecticut Avenue, Suite 160 Washington, DC 20008	Public Charity	Create a Path for Green Careers	15,000
National Fisheries Conservation Center	308 Raymond Street Ojai, CA 93023	Public Charity	Reef Summit and Rally - Campaign for Reefs at the COP-16	38,000
National Geographic Society	Folger Nolan Fleming Douglas, Inc., 725 15th Street, NW Washington, DC 20005	Public Charity	National Geographic Magazine article on the Mesosamerican Reef	57,000
National Law Center for Homelessness and Poverty	1411 K Street, NW, Suite 1400 Washington, D.C. 20005	Public Charity	Ensuring Housing Rights for Homeless Persons and Domestic Violence Survivors	98,794
National Multiple Sclerosis Society North Florida Chapter	Central New England Chapter 101 A First Avenue, Suite 6 Waltham, MA 02451-1115	Public Charity	To the National MS Society, North Florida Chapter In Support of the Efforts of Pete and Robert Mitchell for the 2010 MS Mud Run	5,000
Natural Resources Council of Maine	3 Wade Street Augusta, ME 04330	Public Charity	Boosting Energy Efficiency in Maine	100,000
New Destiny Housing Corporation	1140 Broadway, Suite 1002 New York, NY 10001	Public Charity	Project Safe Home	111,371
North Carolina Network of Grantmakers	1720 East Franklin Street Chapel Hill, NC 27514	Public Charity	Chapel Hill Funders Youth Coordinator	80,000
North Shore United Way Corporation	248 Cabot St. Beverly, MA 01915	Public Charity	To Support the Basic Needs of People Living in the Eight Communities that NSUM Supports	25,000
Northern Manhattan Improvement Corporation	76 Wadsworth Avenue New York, NY 10033	Public Charity	Inter-disciplinary Anti-Eviction Housing Project	150,000
Northwest Arctic Borough	PO Box 1110 Kotzebue, AK 99752	Public Charity	Arctic Mapping to Promote Marine Conservation in the Northwest Arctic Borough	97,900
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Earthquake relief in Chile	25,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	United States Arctic Large Marine Ecosystem Protection	136,053
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Oceana Europe renewal	1,400,310
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Core Support 2010-2013	1,494,881
Our Lady of Guadalupe Church	320 Massey St. Hermosa Beach, CA 90254	Public Charity	Support the Work in Guatemala	5,000
Pacific Environment	311 California St., Suite 650 San Francisco, CA 94104-2608	Public Charity	Arctic Indigenous Leader Summit	5,000
Pacific Environment	311 California St., Suite 650 San Francisco, CA 94104-2608	Public Charity	Amplifying Community Voices to Protect the Arctic from Shipping and Offshore Oil and Gas Extraction	163,492

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Partners in Health	888 Commonwealth Avenue, 3rd Floor Boston, MA 02215	Public Charity	Improving Access to Education in Haiti	1,026,375
Penobscot East Resource Center	43 School Street, PO Box 27 Stonington, ME 04681	Public Charity	Organizing Commercial Fishermen in Belize for Fishery Conservation and Political Participation (Discretionary)	5,000
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	Oceans North: Protecting Life in the Arctic	100,000
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	The Ocean Legacy Fund	500,000
Philadelphia VIP	42 S. 15th Street, 4th Floor Philadelphia, PA 19102	Public Charity	Housing Legal Assistance (Tangled Title)	151,674
Physicians for Human Rights	2 Arrow St, Suite 301 Cambridge, MA 00225	Public Charity	General Support	325,000
Project Eye to Eye Chapter Extension Project	250 West 93rd Street, 17B New York, NY 10025	Public Charity	Chapter Extension Project	135,000
Project Fair	450 W. 33rd Street, 11th Floor New York, NY 10001	Public Charity	Mental Health Advocacy Project	99,739
Project HOME	Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130-2909	Public Charity	Supported Employment Program	125,000
Project Renewal	200 Varick Street, 9th Floor New York, NY 10014	Public Charity	Next Step Employment Program Wage Growth Initiative	102,747
Public Interest Law Institute	333 Seventh Avenue, 14th Floor New York City, NY 10001	Public Charity	Promoting Pro Bono	100,000
Public Interest Projects	80 Broad st, Suite 1600 New York, City, NY 10004	Public Charity	Immigration detention and deportation policy	350,000
Public Interest Projects, Inc - International Human Rights Funders Group	c/o Public Interest Projects 45 West 36th Street, Floor 6 New York, NY 10018	Public Charity	International Human Rights Funders Group Core Support	35,000
Purchase College School of the Arts	735 Anderson Hill Road Purchase, NY 10577	Public Charity	School of the Arts in honour of Jane and Don Cecil	10,000
Quebec Labrador Foundation Inc	55 South Main Street Lpswich, MA 01938	Public Charity	Stewardship in the Gulf of Honduras Leadership for Resource Management	75,000
Recording For the Blind & Dyslexic	20 Roszel Road Princeton, NJ 08540	Public Charity	2010 Capacity Building - RFB&D Going Beyond Chafee	150,261
Regeneration Project, The	c/o Interfaith Power and Light 220 Montgomery Street, Suite 450 San Francisco, CA 94104	Public Charity	Alaska Interfaith Power and Light	25,000
Rockefeller Philanthropy Advisors, Inc	6 West 48th Street, 10th Floor New York, NY 10036	Public Charity	Oceans 2020	267,800
Safe Horizon	2 Lafayette Street, Third Floor New York, NY 10007	Public Charity	The Streetwork Project	500,000
Saint Francis House, Inc	St Francis House PO Box 120499, Essex Station Boston, MA 02111-0499	Public Charity	HirePower	75,000
Self-Help (Center for Community Self Help)	301 West Main Street Durham, NC 27707	Public Charity	Self-Help Women's Homebuyer Initiative	300,000
Sierra Club Foundation (The)	85 Second Street, Suite 750 P O. Box 634 Simsbury, CT 06070	Public Charity	Green Transportation Campaign	200,000
Simsbury Land Trust		Public Charity	Preservation of Open Spaces and the Natural Environment	25,000

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Sisters of the Good Shepherd - Good Shepherd Services	50 Grove Street Wellesley, MA 02482	Public Charity	Safe Home Project (SHP)	50,000
Smile Train Inc, The	41 Madison Ave, 28th Floor New York, NY 10010	Public Charity	Smile Train Surgeries for Children with Cleft Lip/Palate	50,000
Smithsonian National Museum of Natural History	Department of Anthropology, MRC 112 PO Box 37012 Washington, D.C. 20013-7012	Public Charity	Yuungnapallierput (The Way We Genuinely Live). Masterworks of Yup'ik Science and Survival	5,000
Stonehill College	320 Washington St Easton, MA 02357	Public Charity	International Studies Program and Internships	15,000
Stop Hunger Now Inc	615 Hillsborough St., Suite 200 Raleigh, NC 27603	Public Charity	Rotary Club Million meals	5,000
Supportive Housing Network of New York	Supportive Housing Network of New York 247 W. 37th St., 16th Floor New York, NY 10018	Public Charity	Supportive Housing Development Barriers Project	98,747
Sustainable Fisheries Partnership The Advocates for Human Rights (formerly Minnesota Advocates for Human Rights)	7744 14th Ave SW Seattle, WA 98106	Public Charity	Testing the potential of research summaries	50,000
The Center for Learning Differences	650 Third Avenue South, Suite 550, Minneapolis, MN 55402-1940	Public Charity	Monitoring the Implementation of Domestic Violence Laws in Moldova and Croatia	64,116
The Childrens Hospital of Philadelphia Foundation	6 Highland Avenue Great Neck, NY 11021-2705	Public Charity	CT Discretionary	25,000
The Fistula Foundation	P O Box 8500 Philadelphia, PA 19178-1352	Public Charity	Global Health Team 2010	2,500
The Heinz Center	1900 The Alameda, Suite 500 San Jose, CA 95126-1427	Public Charity	Stop Fistula Project	5,000
The Mayor's Fund to Advance New York City	900 17th St., NW, Suite 700 Washington, D.C. 20006 253 Broadway, 8th Floor New York, NY 10007	Public Charity	Governance in a Rapidly Changing Arctic	147,463
Tides Center	The Vote Solar Initiative 300 Brannan, Suite 609 San Francisco, CA 94107	Public Charity	The Advantage Academy	90,200
Tides Center - Opportunity Agenda	568 Broadway, Suite 302 New York, NY 10012	Public Charity	The Bamboo Project Communications Research & Support: Upholding Human Rights in the US	132,853
Tides Foundation	PO Box 29907 San Francisco, CA 94129-0907	Public Charity	Launching the Nunavut Marine Council	300,000
Triangle Land Conservancy	PO Box 29907 San Francisco, CA 94129-0907	Public Charity	Tar Sands Campaign & Athabasca Tar Sands Research	50,000
Triangle United Soccer	1101 Haynes Street, Suite 205 Raleigh, NC 27604	Public Charity	The Irvin Learning Farm Project	250,000
U S. Climate Action Network	P.O. Box 2321 Chapel Hill, NC 27515	Public Charity	Donation towards Scholarships	50,000
Union of Concerned Scientists	1810 16th Street NW Washington, DC 20009	Public Charity	Bridge Grant- General Operating Support	50,000
University of New Hampshire	Two Brattle Square Cambridge, MA 02238 Jackson Estuarine Laboratory 85 Adams Point Road Durham, NH 03824	Public Charity	Climate Solutions Campaign Renewal	233,334
		Public Charity	SeagrassNet and the Belize/Mesoamerican Reef Eco-Region Program	52,282

FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
University of North Carolina at Chapel Hill	CB 3500 101 Peabody Hall Chapel Hill, NC 27599	Public Charity	Supporting Transition, Access and Retention UNC-System Project Supporting Students with Learning Differences - Phase 1 Bridge Grant for Spring 2011	81,490
University of North Carolina at Chapel Hill	CB 3500 101 Peabody Hall Chapel Hill, NC 27599	Public Charity	Supporting Transition, Access and Retention UNC-System Project Supporting Students with Learning Differences - Phase 1	268,211
University Settlement Society of New York, Inc	184 Eldridge Street New York, NY 10002	Public Charity	Project Home	125,000
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	Public Charity	Sex Workers Project at the Urban Justice Center	110,000
Urgent Action Fund for Women's Human Rights	3100 Arapahoe Ave, Suite 201 Boulder, CO 80303	Public Charity	Integrated Security Workshop for Chechnya Human Rights Defenders	55,000
Ursuline Provincialate	210 Glennon Heights Road Festus MO 63028	Public Charity	Health care needs of the Ursulines	15,000
Veteran Homestead	Veteran Homestead 69 High Street Fitchburg, MA 01420	Public Charity	Northeast Veteran Training and Rehabilitation Center (NVRTC)	500,000
Volunteers For Youth	205 Lloyd Street, Suite 103 Carboro, NC 27510	Public Charity	CT - Discretionary	25,000
Waterkeeper Alliance	50 South Buckhout Street, 320 Suite Irrington, NY 10533	Public Charity	BP Deep Horizon oil disaster	10,000
Wellspring Trust Inc, The	51 Pine Point Road Norwalk, CT 06853	Public Charity	Haiti Relief Efforts	50,000
Wellspring Trust Inc, The	51 Pine Point Road Norwalk, CT 06853	Public Charity	Haiti Relief Efforts	50,000
West Side Federation For Senior and Supportive Housing Inc, The	2345 Broadway, 2nd Floor New York, NY 10024	Public Charity	General Support	6,250
WildAid	744 Montgomery Street, Suite 120 San Francisco, CA 94111	Public Charity	Conservation & Enforcement of Galapagos Marine Reserve	200,000
Wildlife Conservation Society	WCS Marine Program 2300 Southern Boulevard Bronx, NY 10460	Public Charity	Revision of the Belize Fisheries Act	161,161
Wildlife Conservation Society	WCS Marine Program 2300 Southern Boulevard Bronx, NY 10460	Public Charity	Building on Success: Accelerating Marine Conservation in Belize Through Enhancing Marine Protected Areas and Strengthening the Marine Conservation Constituency	188,113
Winrock International Institute for Agricultural Development	1621 North Kent Street, Suite 1200 Arlington, VA 22209	Public Charity	Combating Abuse and Trafficking of Children in Bahia (CATCH)	296,670
Witness Inc	80 Hanson Place, Suite 510 Brooklyn, NY 11217	Public Charity	General Operating Support	350,000
Women's Community Revitalization Project	407 Fairmount Avenue Philadelphia, PA 19123	Public Charity	Public Land for Public Benefit Initiative	133,358
Women's Refugee Commission	International Rescue Committee 122 East 42nd Street, 12th Floor New York, NY 10168-1289	Public Charity	Detention and Asylum Programme	300,000
World Education Inc	44 Farnsworth Street Boston, MA 02210-1211	Public Charity	Youth on the Move	129,808
World Wildlife Fund, Inc	1250 24th Street, NW Washington, D.C 20037	Public Charity	Protecting Bristol Bay	49,460

FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Yukon River Drainage Fisheries Association	725 Christensen Dr., Suite 3-B Anchorage, AK 99501 Chapel Hill, NC 27516	Public Charity	Reducing Salmon Bycatch in the Bering Sea Pollock Fishery	30,009
Total Grants Paid For the Year				42,716,398

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Alaska Conservation Foundation	441 West Fifth Avenue, Suite 402 Anchorage, AK 99501	Public Charity	Initiative to Support Alaska Indigenous Conservation and Stewardship	28,814
Alaska Eskimo Whaling Commission	PO Box 570 Barrow, AK 99723	Public Charity	Mitigation of Off Shore Oil and Gas Development in the Chukchi and Beaufort Seas	210,461
Alaska Marine Conservation Council	P.O. Box 101145 Anchorage, AK 99510	Public Charity	Partnerships for Community-Based Marine Conservation Solutions	100,000
Alaska Wilderness League	122 C Street NW, #240 Washington, D.C. 20001	Public Charity	Environmental Justice on Alaska's Arctic Slope	50,000
All Kinds of Minds	2800 Meridian, Parkway, Suite 100 Durham, NC 27713	Public Charity	Charting the Future Course	780,044
American Association for the Advancement of Science	1200 New York Ave NW Washington, D.C. 20005	Public Charity	Scientists for Human Rights Dec 2009 - Nov 2011)	124,195
American University Washington College of Law	4801 Massachusetts Avenue, NW Washington, D.C. 20016	Public Charity	Rights Work Initiative	74,412
Boston University School of Public Health, Department of Epidemiology	715 Albany St, Talbot 318E Boston, MA 02118	Public Charity	The Risk of Reproductive Disorders and Childhood Obesity in Relation to Exposure to Endocrine Disrupting Chemicals	331,047
Bridge Over Troubled Waters, Inc	47 West Street Boston, MA 02111	Public Charity	Bridge Assessment Centre and Emergency Shelter (BACES)	400,000
Broadway Housing Communities	583 Riverside Drive, 7th Floor New York, NY 10031	Public Charity	Sugar Hill Project (Planning and Development)	315,000
Broadway Housing Communities	583 Riverside Drive, 7th Floor New York, NY 10031	Public Charity	Faith Ringgold Children's Museum of Art & Storytelling at Sugar Hill Capital Request	1,750,000
Brooklyn Community Housing and Services, Inc	105 Carlton Avenue, Brooklyn New York, NY 11205	Public Charity	Brooklyn Housing Assistance Center (BHAC)	240,000
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Assistance to Earthquake Affected Children in Haiti	1,000,000
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Promoting Sustainable Livelihoods in Post-Tsunami Sri Lanka	4,530,595
Center for Applied Special Technology	40 Harvard Mills Square, Suite 3 Wakefield, MA 01880-3223	Public Charity	Algebraic Reasoning Acquisition	150,293
Center for Auto Safety, The	1825 Connecticut Ave NW, Suite 330 Washington, D.C. 20009	Public Charity	Safe Climate Campaign	100,000
Center for Community Change	1536 U Street, N.W. San Francisco, CA 94102	Public Charity	The Housing Trust Fund Project Expansion	278,420
Center for Justice and Accountability	870 Market Street, Suite 688 San Francisco, CA 94102	Public Charity	Holding Human Rights Abusers to Account	205,385
Center for Justice and International Law	Center for Justice and International Law 1630 Connecticut Ave, NW, Suite 401 Washington, D.C. 20009	Public Charity	Strengthening Civil and Political Rights Litigation and the Work of the Inter-American System of Human Rights	600,000
Center for Urban Community Services Inc, The	120 Wall Street, 25th Floor New York, NY 10005	Public Charity	Common Ground London - CityWell	87,310
Chapel Hill-Carrboro	Chapel Hill-Carrboro YMCA 980 Martin Luther King Jr Blvd Chapel Hill, NC 27514	Public Charity	YMCA Youth Center	300,000
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd. Chapel Hill, NC 27516	Public Charity	Chapel Hill Carrboro City Schools - RFI Consortium	61,522
Chapel Hill-Carrboro City Schools	750 S. Merritt Mill Rd Chapel Hill, NC 27516	Public Charity	Blue Ribbon Mentor Program Expansion	125,000
Citizens Housing and Planning Association	18 Tremont Street, Suite 401 Boston, MA 02108	Public Charity	Massachusetts Affordable Housing Advocacy Campaign	296,780

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Clean Air Task Force	18 Tremont Street, Suite 530 Boston, MA 02108	Public Charity	Rapid Reduction of Short-Lived Climate Forcers (SLCFs)	497,499
Coalition for Environmentally Responsible Economies	99 Chauncey St., 6th Floor Boston, MA 02111	Public Charity	Investor Strategy on Climate Change	400,000
Coalition To Abolish Slavery & Trafficking	5042 Wilshire Blvd. #586 Los Angeles, CA 90036	Public Charity	Creating A Global Network of Survivors of Human Trafficking	600,000
Committee to Protect Journalists	330 7th Avenue, 12th Floor New York, NY 10001	Public Charity	International Program Network	100,000
Common Ground Community, HDEC	14 East 28th Street, Top Floor New York, NY 10016	Public Charity	The 100,000 Homes Campaign	600,000
Conservation Law Foundation	62 Summer Street Boston, MA 02110	Public Charity	New England Climate Change Campaign	125,000
Consultative Group on Biological Diversity Inc	Presidio Building 1016 PO Box 29361 San Francisco, CA 94129-0361	Public Charity	Examining Public Perception of Ocean Acidification	100,000
Corporation for Supportive Housing	50 Broadway, 17th Floor New York, NY 10004	Public Charity	Supportive Housing into the Mainstream	200,000
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Fellowships, Internships, and Research Support for students in Marine Science and Conservation at Duke University	396,948
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Program in Environmental and Energy Policy	3,600,000
Earth University Foundation	Five Piedmont Center, Suite 215 3525 Piedmont Road, NE Atlanta, GA 30305	Public Charity	Strategic Partnership for Sustainable Rural Development in the Mesoamerican Region	57,800
EarthRights International	1612 K Street NW, Suite 401 Washington, D.C. 20006	Public Charity	Litigation Programme	260,000
East Carolina University	119 Speight Building Greenville, NC 27858	Public Charity	Project STEPP	155,240
Ecologic Development Fund	25 Mt Auburn Street, Suite 203 Cambridge, MA 02138	Public Charity	Better Fishing, Better Lives, Sustainable Conservation Uniting Local People in the Transboundary Fisheries of Amatique Bay	255,000
Ecotrust	721 NW 9th Avenue, Suite 200 Portland, OR 97209	Public Charity	Sustainable Fisheries Trust Policy and Program Innovation	172,256
Elon University	Mooney Building 2105 Campus Box Elon, NC 27244	Public Charity	It Takes a Village: A Collaborative Assault on the Struggling Reader's Dilemma	50,711
Environment Northeast	P.O. Box 583 8 Summer St. Rockport, ME 04856	Public Charity	Northeast Sustainable Energy Project	100,700
Environmental Defense Inc	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Mesoamerican Reef MAR Sustainable Fisheries Initiative in Belize	172,424
Environmental Law Alliance Worldwide	1877 Garden Avenue Eugene, OR 97403-1927	Public Charity	Building the Capacity of Environmental Law Organizations to protect the Mesoamerican Reef	148,000
Environmental Law Institute	2000 L Street NW, Suite 620 Washington, D.C. 20036	Public Charity	Developing Regional Ocean Governance in the Beaufort and Chukchi Sea Region	98,461
Family to Family	14 Beacon Street, Suite 202 Boston, MA 02108	Public Charity	Family Homelessness Prevention Project	185,000

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
ForestEthics	One Haight Street San Francisco, CA 94102	Public Charity	Tar Sands Campaign	149,939
Fortune Society, The	53 West 23rd Street, 8th Floor New York, NY 10010	Public Charity	Re-Entry Housing Advocacy and Community Organizing Campaign	320,000
Fresno Metropolitan Museum of Art, History and Science	1555 Van Ness Avenue, Fresno, CA 93721-1200	Public Charity	Met on the Move	160,500
Friends of the Earth USA	1717 Massachusetts Ave. NW Washington, D.C. 20036-2002	Public Charity	Transportation and Climate Change Campaign	149,636
Fund For Global Human Rights	1666 Connecticut Avenue NW, Suite 410 Washington, D.C. 20009	Public Charity	General Support Human Rights Defenders	1,935,000
Global Fund for Children	1101 14th St NW, Suite 420 Washington, D.C. 20005	Public Charity	Re-granting to small NGOs working in field of abuse/exploitation	91,160
Global Fund for Women	222 Sutter Street, Suite 500 San Francisco, CA 94108	Public Charity	Increasing Women's Safety in Under-resourced Countries	500,000
Greater Philadelphia Urban Affairs Coalition	1207 Chestnut Street Philadelphia, PA 19107	Public Charity	Saving Homes, Saving Neighbourhoods (Oct 2008 - Sep 2011)	327,832
Harvard Kennedy School of Government President & Fellows of Harvard College	Harvard Kennedy School 79 JFK Street, Box 123 Cambridge, MA 02138	Public Charity	Evidence based policy initiative: a project to strengthen the roll out of effective Child Welfare Committees in Sierra Leone	125,595
Health Care without Harm	1901 N Moore St., Suite 509, Arlington, VA 22209	Public Charity	Global Implementation Plan for Sustainable Health Care	500,066
Hill Center Inc, The	3200 Pickett Road Durham, NC 27705-6010	Public Charity	Core Operating Support 2011-2012	375,000
HomesStart Inc	105 Chauncy Street, 5th Floor Boston, MA 02111	Public Charity	Court Intervention Project (CIP)	310,745
HOPE Program, The	1 Smith Street Brooklyn, NY 11201	Public Charity	Hope's Programmatic Sustainability	200,000
hopefound	170 Morton Street Boston, MA 02130-3735	Public Charity	WorkFirst	206,660
Hudson Planning Group, Inc	80 Broad Street, 28th Floor New York, NY 10004	Public Charity	The Supportive Housing Development Assistance Program	203,000
Human Rights First (formerly Lawyers Committee for Human Rights)	333 Seventh Avenue, 13th Floor New York, NY 10001	Public Charity	3 Program Support: Counter-terrorism, Immigration Detention and HRDs	1,125,000
Human Rights Watch	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	Public Charity	Developing Human Rights Allies in the Non-Western World	2,400,000
Impact Services Corporation	1952 E Allegheny Avenue Philadelphia, PA 19134	Public Charity	Longer-Term Outcomes	59,645
International Center for Research on Women	C139 Defence Colony New Delhi, 110 024 India	Public Charity	Protection of Women from Domestic Violence Act	98,628
International Coalition of Historic Sites Museums of Conscience	333 Seventh Avenue, 14th floor New York, NY 10001-5108	Public Charity	Sites of Conscience Programmes	400,000
International Society for Prevention of Child Abuse and Neglect	245 W. Roosevelt Road, Building 6, Suite 39 West Chicago, IL 60185	Public Charity	ISPCAN Child Abuse and Neglect Capacity Building and Training Project	203,891
Iredell-Statesville Schools	549 North Race Street Statesville, NC 28677	Public Charity	COMPASS: Collaborative Organizational Model to Promote Aligned Support Structures	216,000
Kawerak, Inc.	PO Box 948 Nome, AK 99762	Public Charity	Community-Based Documentation of Ice Seals and Walrus in Alaska's Bering Strait Region	199,309

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Kidzu Children's Museum	105 E. Franklin Street Chapel Hill, NC 27514	Public Charity	A Foundation for Educational Innovation: Master Planning for Kidzu Children's Museum's Expansion Site	114,030
Landmark School, Inc	PO Box 227 429 Hale Street Prides Crossing, MA 09165-0227	Public Charity	Landmark Outreach Online Program (LOOP) - EcoCollege	98,142
League of Conservation Voters Education Fund	1920 L Street NW, Suite 800 Washington, DC 20036	Public Charity	Transportation Policy Reform Project	400,050
Learning Disabilities Worldwide	PO Box 142 Weston, MA 02493	Public Charity	International Website Expansion	100,000
Lesley University	29 Everett Street Cambridge, MA 02138	Public Charity	Training District Educators and Staff about Childhood Trauma	135,400
LightHawk	27 Storer Street Portland, ME 04102	Public Charity	Marine Resource Protection; Mesoamerican Reef Ecosystem Belize, Guatemala, Honduras and Mexico	100,000
Link Media	901 Battery Street, Suite 308 San Francisco, CA 94111	Public Charity	India Human Rights Television Project	319,824
Local Initiatives Support Corporation	501 Seventh Avenue, 7th Floor New York, NY 10018	Public Charity	Sustainable Communities Initiative - West (SCI-West)	201,000
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94304	Public Charity	Building a Foundation for Fetal Cardiac Intervention	1,000,000
Lucile Packard Foundation for Children's Health	400 Hamilton Avenue, Suite 340 Palo Alto, CA 94304	Public Charity	Children's Surgical Research Program (Renewal)	4,000,000
Marine Conservation Biology Institute	2122 112th Ave NE, Ste B-300 Bellevue, WA 98004-2947	Public Charity	Climate Change Impacts to Cold-Water Coral Ecosystems of the North Pacific	50,627
Morgan Memorial Goodwill Industries	1010 Harrison Avenue Boston, MA 02119	Public Charity	Human Services Employment Ladder Program (HELP)	38,824
Muhlenberg College	2400 West Chew Street Allentown, PA 18104	Public Charity	A Pioneering Approach to Academic Support Services for Students with LD in a Liberal Art College Environment	50,000
National Alliance to End Homelessness	1518 K St , NW, Suite 410 Washington, D.C. 20005	Public Charity	Setting a Path Toward Ending Homelessness	460,003
National Center for Learning Disabilities	381 Park Avenue South, Suite 1401 New York, NY 10016	Public Charity	Response to Intervention Scaling RTI to Support Students Who Struggle to Learn	249,437
National Center for Missing & Exploited Children	Charles B. Wang International Children's Building 699 Prince Street Alexandria, VA 22314-3175	Public Charity	Appointment of Director of Technology Advancement	506,280
National Center on Family Homelessness	181 Wells Avenue, 3rd Floor Newton Centre, MA 02459	Public Charity	Campaign to End Child Homelessness	197,345
National Law Center for Homelessness and Poverty	1411 K Street, NW, Suite 1400 Washington, D C 20005	Public Charity	Ensuring Housing Rights for Homeless Persons and Domestic Violence Survivors	269,371
National Low Income Housing Coalition	727 15th Street NW #600 Washington, D C 20005	Public Charity	Increasing NLJHC Capacity and Creating Change	275,000
North Carolina Department of Public Instruction	Exceptional Children Division 6356 Mail Service Center Raleigh, NC 27699-6356	Public Charity	Secondary Response to Intervention Model	450,000
North Hawaii Community Hospital Northern Manhattan Improvement Corporation	North Hawaii Community Hospital Kamuela, HI 96743 76 Wadsworth Avenue New York, NY 10033	Public Charity	North Hawaii Community Hospital (NHCH) Rapid Response Team (RRT)	200,000
		Public Charity	Inter-disciplinary Anti-Eviction Housing Project	300,000

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Northwest Arctic Borough	PO Box 1110 Kotzebue, AK 99752	Public Charity	Arctic Mapping to Promote Marine Conservation in the Northwest Arctic Borough	202,099
Nuestra Development Fund Inc	56 Warren Street, Suite 200 Boston, MA 02119	Public Charity	Senior Vacant Unit Initiative	160,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Ocean Acidification - Educating Policymakers and Pushing for Action	100,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Oceana Europe renewal	1,015,397
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, D.C. 20036	Public Charity	Core Support 2010-2013	2,780,119
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	Oceans North Protecting Life in the Arctic	100,000
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	The Ocean Legacy Fund	1,000,000
Philabundance	3616 South Galloway St. PO Box 37555 Philadelphia, PA 19148	Public Charity	Community Kitchen (PCK) Job Training Program, Graduate Employment and Support Enhancement	85,107
Philadelphia Association of Community Development Corporations	1315 Walnut Street, Suite 1600 Philadelphia, PA 19107	Public Charity	Property Acquisition Systems Reform	292,599
Philadelphia VIP	42 S. 15th Street, 4th Floor Philadelphia, PA 19102	Public Charity	Housing Legal Assistance (Tangled Title)	316,365
Physicians for Human Rights	2 Arrow St, Suite 301 Cambridge, MA 02118	Public Charity	Documenting Crimes Against Humanity and Building NGO capacity in Burma	117,000
Pine Street Inn	444 Harrison Avenue Boston, MA 02118	Public Charity	414 Harrison Ave - Housing for Chronically Homeless Men	100,000
Pine Street Inn	444 Harrison Avenue Boston, MA 02118	Public Charity	Transforming Pine Street Inn From Shelter to Housing	1,500,000
Population Media Center	145 Pine Have Shores Road, Suite 2011 Shelburne, VT 05482-0547	Public Charity	Mass Media Communication Project to Reduce Child Abuse in Ethiopia	32,801
Project Eye to Eye Chapter Extension Project	250 West 93rd Street, 17B New York, NY 10025	Public Charity	Chapter Extension Project	68,000
Project Fair	450 W. 33rd Street, 11th Floor New York, NY 10001	Public Charity	Mental Health Advocacy Project	110,765
Project HOME	Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130-2909	Public Charity	Supported Employment Program	125,000
Project Place	32 Rutland Street Boston, MA 02118	Public Charity	Strategic Capacity Building	219,232
Project Renewal	200 Varick Street, 9th Floor New York, NY 10014	Public Charity	Next Step Employment Program Wage Growth Initiative	105,775
Providence House	703 Lexington Avenue Brooklyn, NY 11221	Public Charity	Community Independence Partnership	100,000
Public Interest Projects	80 Broad St, Suite 1600 New York, NY 10004	Public Charity	Immigration detention and deportation policy	350,000
Public Interest Projects, Inc - International Human Rights Funders Group	c/o Public Interest Projects 45 West 36th Street, Floor 6 New York, NY 10018	Public Charity	International Human Rights Funders Group. Core Support	30,000
Quebec Labrador Foundation Inc	Atlantic Center for the Environment 55 South Main Street Lewiston, ME 04938	Public Charity	Stewardship in the Gulf of Honduras Leadership for Resource Management	75,000

FORM 990-EF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Research Institute for Learning and Development -- RIID	4 Militia Drive, Suite 20 Lexington, MA 02421	Public Charity	SMARTS Mentoring Programme	330,000
Rockefeller Philanthropy Advisors, Inc	6 West 48th Street, 10th Floor New York, NY 10036	Public Charity	Oceans 2020	559,943
Safe Horizon	2 Lafayette Street, Third Floor New York, NY 10007	Public Charity	Anti-Trafficking Program	188,650
Self-Help (Center for Community Self-Help)	301 West Main Street Durham, NC 27707	Public Charity	Self-Help Women's Homebuyer Initiative	250,000
Sierra Club Foundation (The)	85 Second Street, Suite 750 San Francisco, CA 94105	Public Charity	Green Transportation Campaign	400,000
Stop it Now	351 Pleasant Street, Suite B-319 Northampton, MA 01060	Public Charity	Stop It Now! international project	373,573
Supportive Housing Network of New York	Supportive Housing Network of New York 247 W. 37th St., 18th Floor New York, NY 10016	Public Charity	Supportive Housing Development Barriers Project	212,876
The Advocates for Human Rights (formerly Minnesota Advocates for Human Rights)	650 Third Avenue South, Suite 550, Minneapolis, MN 55402-1940	Public Charity	Monitoring the Implementation of Domestic Violence Laws in Moldova and Croatia	70,005
The Center for Court Innovation	520 8th Avenue, 18th floor New York, NY 10018	Public Charity	Court Based Anti-Trafficking Initiative	33,315
The Mayor's Fund to Advance New York City	253 Broadway, 8th Floor New York, NY 10007	Public Charity	The Advantage Academy	254,000
Tides Center	The Vote Solar Initiative 300 Brannan, Suite 609 San Francisco, CA 94107	Public Charity	The Bamboo Project	66,427
Tides Center	The Vote Solar Initiative 300 Brannan, Suite 609 San Francisco, CA 94107	Public Charity	Apollo Alliance-Transportation Manufacturing Action Plan Rollout	200,363
Tides Center - Opportunity Agenda	568 Broadway, Suite 302 New York, NY 10012	Public Charity	Communications Research & Support Upholding Human Rights in the US	600,000
University of New Hampshire	Jackson Estuarine Laboratory 85 Adams Point Road Durham, NH 03824	Public Charity	SeagrassNet and the Belize/Mesoamerican Reef Eco-Region Program	107,718
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	Public Charity	Sex Workers Project at the Urban Justice Center	220,000
Wildlife Conservation Society	WCS Marine Program 2300 Southern Boulevard Bronx, NY 10460	Public Charity	Revision of the Belize Fisheries Act	18,796
Wildlife Conservation Society	WCS Marine Program 2300 Southern Boulevard Bronx, NY 10460	Public Charity	Building on Success' Accelerating Marine Conservation in Belize Through Enhancing Marine Protected Areas and Strengthening the Marine Conservation Constituency	186,839
Winrock International Institute for Agricultural Development	1621 North Kent Street, Suite 1200 Arlington, VA 22209	Public Charity	Combating Abuse and Trafficking of Children in Bahia (CATCH)	139,800
Women's Community Revitalization Project	407 Fairmount Avenue Philadelphia, PA 19123	Public Charity	Public Land for Public Benefit Initiative	92,417
Women's Refugee Commission	International Rescue Committee 122 East 42nd Street, 12th Floor New York, NY 10168-1289	Public Charity	Detention and Asylum Programme: Protecting the Parental Rights of Immigration and Detainees	122,283

FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Women's Refugee Commission	International Rescue Committee 122 East 42nd Street, 12th Floor New York, NY 10168-1289	Public Charity	Detention and Asylum Programme	300,000
World Education Inc	44 Farnsworth Street Boston, MA 02210-1211	Public Charity	Youth on the Move	688,830
Yukon River Drainage Fisheries Association	725 Christensen Drive, Suite 3-B Anchorage, AK 99501	Public Charity	Reducing Salmon Bycatch in the Bering Sea Pollock Fishery	24,460
Total Grants Approved For Future Payment				54,612,810

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 ☒
 - 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 THE OAK FOUNDATION, U.S.A.	Employer identification number 13-3321196
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions THREE EMBARCADERO CENTER	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

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

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

• The books are in the care of ▶ PAUL A. ROBERTS

Telephone No. ▶ 415-498-5000

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 AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 20 10 or
▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

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	\$	NONE
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	\$	NONE
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	\$	NONE

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

For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)