Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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 J.M. KAPLAN FUND, INC.
C/O CONDON O'MEARA MCGINTY & DONNELLY

A Employer identification number: 13-6090286

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
ONE BATTERY PARK PLAZA
7TH FLOOR

B Telephone number (see page 10 of the instructions): (212) 661-7777

City or town, state, and ZIP code
NEW YORK, NY 10004-1405

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 ▶ [ ]

H Check type of organization: [X] 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)* ▶ $ 139,169,618.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,154.	1,154.		ATCH 1
	4 Dividends and interest from securities	2,613,801.	2,613,801.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,886,588.			
	b Gross sales price for all assets on line 6a 17,231,772.				
	7 Capital gain net income (from Part IV, line 2)		2,722,602.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	542,768.	251,870.		ATCH 3
	12 **Total.** Add lines 1 through 11	6,044,311.	5,589,427.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	313,314.	59,078.		289,422.
	14 Other employee salaries and wages	313,830.	54,300.		274,505.
	15 Pension plans, employee benefits	150,309.	36,240.		118,233.
	16a Legal fees (attach schedule) ATCH 4	14,064.	0.		14,064.
	b Accounting fees (attach schedule) ATCH 5	31,126.	18,676.		1,324.
	c Other professional fees (attach schedule) *	852,340.	507,469.		349,251.
	17 Interest ATTACHMENT 7	267,219.	30,743.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	397,713.	49,047.		27,383.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	272,322.	27,232.		245,372.
	21 Travel, conferences, and meetings	229,355.	45,871.		112,063.
	22 Printing and publications	6,065.	1,213.		4,852.
	23 Other expenses (attach schedule) ATCH 9	1,454,626.	1,369,275.		51,289.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,302,283.	2,199,144.		1,487,758.
	25 Contributions, gifts, grants paid	6,140,007.			7,138,886.
	26 **Total expenses and disbursements.** Add lines 24 and 25	10,442,290.	2,199,144.		8,626,644.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-4,397,979.			
	b **Net investment income** (if negative, enter -0-)		3,390,283.		
	c **Adjusted net income** (if negative, enter -0-)				

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*ATCH 6 JSA ** ATCH 8

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3

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	500.	500.	500.
	2 Savings and temporary cash investments	2,258,309.	4,019,264.	4,019,264.
	3 Accounts receivable ▶ 194,707. Less allowance for doubtful accounts ▶	5,012,444.	194,707.	194,707.
	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 ▶	299,848.	* 302,942. 302,942.	302,942.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges ATCH 10	39,433.	39,084.	39,084.
	10a Investments - U S and state government obligations (attach schedule) **	5,027,840.	3,799,657.	3,799,657.
	b Investments - corporate stock (attach schedule) ATCH 12	47,468,383.	56,956,670.	56,956,670.
	c Investments - corporate bonds (attach schedule) ATCH 13	556,217.	872,799.	872,799.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 14	69,555,565.	72,922,992.	72,922,992.
	14 Land, buildings, and equipment basis ▶ 3,503. Less accumulated depreciation (attach schedule) ▶	3,503.	3,503.	3,503.
	15 Other assets (describe ▶ ATCH 15)	57,500.	57,500.	57,500.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	130,279,542.	139,169,618.	139,169,618.
Liabilities	17 Accounts payable and accrued expenses	133,214.	184,171.	
	18 Grants payable	2,917,397.	1,918,518.	
	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 ▶ ATCH 16)	171,000.	208,000.	
	23 **Total liabilities** (add lines 17 through 22)	3,221,611.	2,310,689.	
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	18,370,506.	18,370,506.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	108,687,425.	118,488,423.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	127,057,931.	136,858,929.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	130,279,542.	139,169,618.	

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	127,057,931.
2	Enter amount from Part I, line 27a	2	-4,397,979.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 17	3	14,198,977.
4	Add lines 1, 2, and 3	4	136,858,929.
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	136,858,929.

**ATCH 11

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	SEE PART IV SCHEDULE			
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				
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	2,722,602.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	11,498,922.	122,925,341.	0.093544
2008	8,639,921.	155,764,247.	0.055468
2007	10,936,429.	171,283,309.	0.063850
2006	7,640,328.	157,677,796.	0.048455
2005	8,873,037.	145,871,177.	0.060828

2	**Total** of line 1, column (d)	2	0.322145
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	0.064429
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	130,964,884.
5	Multiply line 4 by line 3	5	8,437,937.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	33,903.
7	Add lines 5 and 6	7	8,471,840.
8	Enter qualifying distributions from Part XII, line 4	8	8,626,644.

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 ▶ [X] and enter 1% of Part I, line 27b	1	33,903.
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	33,903.
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	33,903.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 245,000.		
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	245,000.
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	211,097.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 100,000. **Refunded** ▶	11	111,097.

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?	1a		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)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NEW YORK			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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.JMKFUND.ORG

14 The books are in care of ▶ THE J.M. KAPLAN FUND Telephone no ▶ 212-661-7777

Located at ▶ ONE BATTERY PARK PLAZA, 7TH FLOOR ZIP + 4 ▶ 10004-1405

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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 ▶			

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		
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

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

			Yes	No
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)?		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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☒ Yes ☐ No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE		313,314.	55,336.	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 18		313,830.	81,641.	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 19		615,270.
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 NOT APPLICABLE	
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	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	69,744,523.
b	Average of monthly cash balances	1b	3,770,357.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	59,444,393.
d	**Total** (add lines 1a, b, and c)	1d	132,959,273.
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	132,959,273.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,994,389.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	130,964,884.
6	**Minimum investment return.** Enter 5% of line 5	6	6,548,244.

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	6,548,244.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	33,903.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	33,903.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	6,514,341.
4	Recoveries of amounts treated as qualifying distributions			4	81,937.
5	Add lines 3 and 4			5	6,596,278.
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	6,596,278.

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	8,626,644.
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	8,626,644.
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	33,903.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,592,741.

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				6,596,278.
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 ... 1,753,887.				
b From 2006 ...				
c From 2007 ... 2,855,707.				
d From 2008 ... 1,005,969.				
e From 2009 ... 5,399,427.				
f Total of lines 3a through e	11,014,990.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 8,626,644.				
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				6,596,278.
e Remaining amount distributed out of corpus	2,030,366.			
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	13,045,356.			
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)	1,753,887.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	11,291,469.			
10 Analysis of line 9				
a Excess from 2006 ...				
b Excess from 2007 ... 2,855,707.				
c Excess from 2008 ... 1,005,969.				
d Excess from 2009 ... 5,399,427.				
e Excess from 2010 ... 2,030,366.				

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

1a 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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))

ATTACHMENT 20

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 21

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

SEE STATEMENT ATTACHED

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

SEE STATEMENT ATTACHED

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
a *Paid during the year*				
ATTACHMENT 22				
Total . . . ▶ **3a**				7,056,949.
b *Approved for future payment*				
ATTACHMENT 23				
Total . . . ▶ **3b**				1,918,518.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	1,154.	
4 Dividends and interest from securities			14	2,613,801.	
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	900001	163,986.	18	2,722,602.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATTACHMENT 24		208,961.		251,870.	81,937.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		372,947.		5,589,427.	81,937.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 6,044,311.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
11	RETURN OF GRANTS

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

William P. Salakee | NOV 14, 2011 | Controller

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J. REILLY		NOV 14 2011		P00183769
Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L			Firm's EIN ▶ 13-3628255	
Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405			Phone no 212-661-7777	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		MARKETABLE SECURITIES PROPERTY TYPE: SECURITIES				P		
17231772.		16422122.					809,650.	
		PARTNERSHIP GAINS(LOSSES) - SEE SCHEDULE PROPERTY TYPE: OTHER				P		
							2,076,938.	
		LESS: AMOUNT ATTRIBUTABLE TO UBI PROPERTY TYPE: OTHER				P		
							-163,986.	
TOTAL GAIN(LOSS)							2,722,602.	

The J.M. Kaplan Fund, Inc.
990PF

31-Dec-10

	Cost	Proceeds	Gains/ Losses	Per Tax Return
Asia Capital Debt Investors	$ 60,144	$ 60,144	$ -	
Colchester Bond Fund-See attached	$ 1,121,310	$ 1,547,914	$ 426,604	
Brookside Capital	$ 991,209	$ 4,000,000	$ 3,008,791	
Farallon Capital	$ 82,854	$ 82,854	$ -	
Special Opportunity Fund	$ 175,292	$ 175,292	$ -	
Sun Capital	$ 123,800	$ 123,800	$ -	
BCM Capital	$ -	$ 25,979	$ 25,979	
Pimco- See Attached	$ 9,503,674	$ 10,014,784	$ 511,110	
Dover Street VI	$ 175,824	$ 175,824	$ -	
Spindrift--see attached	$ -	$ 307,809	$ 307,809	
Special Situations- See Attached	$ 5,181	$ 223,807	$ 218,626	
Prospect Harbor	$ 2,530,120	$ 46,015	$ (2,484,105)	
Steel Japan	$ 1,616,000	$ 410,836	$ (1,205,164)	
	$ 16,385,408	***$ 17,195,058***	***$ 809,650***	$ 809,650
Limited Partnerships Gains and Losses	$ -	$ 2,076,938	$ 2,076,938	
	$ 16,385,408	***$ 19,271,996***	***$ 2,886,588***	$ 2,886,588
Less: Gains from Partnerships subject to UBIT			$ (163,986)	
Less: Gains from L.P.'s not taxable			$ -	
Subtotal: Gains for Tax Purposes			***$ 2,722,602***	
Less: Partnership gains shown on Books Accounted for on K-1's	$ -		$ -	$ -
Total Gains for Tax Return			***$ 2,722,602***	***$ 2,886,588***

The J.M. Kaplan Fund, Inc.
990PF December 31, 2009
EIN: 13-6090286
Partnership Gains and Losses

Adamas Opportunities	$	235,282
Adamas Opportunities 3yr	$	406,612
Adamas Partners	$	136,116
Adamas Partners 3yr	$	275,341
AEW Global	$	(321,298)
Avanti II Strategic	$	-
Avanti Strategic III	$	2,069
Avanti IV	$	(16,454)
Capital Z Partners	$	(36,233)
Cedar Bridge Capital	$	104,360
Cedar Rock Partners	$	(16,362)
Colchester Bond Fund	$	178,484
Dover Street III	$	(9,703)
Dover Street IV	$	14,846
Dover Street V	$	46,431
Farallon Capital	$	(8,435)
High Rise Institutional Partners	$	179,184
Keyhaven Capital	$	149,117
KPP Investors II	$	(18,890)
KPP Investors III	$	258,789
Metropolitan RE Global II	$	15,580
Metropolitan RE Partners IV	$	(11,557)
Metropolitan RE Partners Int'l II	$	(14,935)
Metropolitan RE Partners V	$	2,368
Paul Capital VI (10%)	$	18,882
Paul Capital VII(7.69%)	$	35,935
Paul Capital VIII	$	111,147
Prosepct Harbor	$	61,768
Semper Vic	$	(18,706)
Steel Japan	$	(653)
TCV III	$	-
TCV IV	$	(15,977)
TCV V	$	86,889
Varde Fund VIII	$	35,392
Varde Fund IX	$	70,658
Venture Investment Assoc. IV	$	103,792
Venture Investment Assoc. V	$	37,314
Venture Inv. Assoc. VI	$	(215)
Total		***$ 2,076,938***

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMUNITY CAPITAL BANK-CD		1,154.	1,154.
	TOTAL	1,154.	1,154.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDENDS ON PARTNERSHIPS	2,324,641.	2,324,641.
DIVIDENDS ON SECURITIES		
INTEREST ON MONEY MARKET FUNDS	53.	53.
INTEREST ON BOND FUND	136,343.	136,343.
INTEREST ON NOTES RECEIVABLE	11,890.	11,890.
INTEREST ON EMERGING MARKET FUND	140,874.	140,874.
TOTAL	2,613,801.	2,613,801.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PARTNERSHIP INCOME(LOSS)	449,972.	449,972.
LESS:AMOUNT ATTRIBUTABLE TO UBI		-208,961.
OTHER INCOME	4,677.	4,677.
PRI INCOME	5,200.	5,200.
INTEREST ON TAX REFUNDS	982.	982.
RETURN OF GRANTS	81,937.	
TOTALS	542,768.	251,870.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROSKAUER ROSE-GENERAL COUNSEL	14,064.			14,064.
TOTALS	14,064.	0.	0.	14,064.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY-AUDIT & TAX SERVICE	31,126.	18,676.		1,324.
TOTALS	31,126.	18,676.	0.	1,324.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTANT FEES AND STIPENDS	344,871.		349,251.
BRANDYWINE MANAGEMENT COMPANY-ADVISORY FEES	459,021.	459,021.	
BANK OF NEW YORK-CUSTODIAL FEE	534.	534.	
COLCHESTER	47,914.	47,914.	
TOTALS	852,340.	507,469.	349,251.

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXPENSE THRU PARTNERS	267,219.	267,219.
LESS:AMOUNT ALLOCATED TO UBI		-236,476.
TOTALS	267,219.	30,743.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAXES	34,126.	6,743.	27,383.
STATE TAXES ON U.B.I.	2,601.	2,601.	
DEFERRED EXCISE TAXES	37,000.		
LESS:AMOUNT ALLOCATED TO UBI		-2,601.	
FEDERAL TAXES ON UBI	21,077.		
FOREIGN WITHHOLDING-L.P.'S	42,304.	42,304.	
FEDERAL EXCISE TAX	260,605.		
TOTALS	397,713.	49,047.	27,383.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	20,382.	6,115.	15,904.
TELEPHONE	14,085.	4,226.	11,417.
SUPPLIES	8,057.	2,417.	5,740.
REPAIRS AND MAINTENANCE	21,824.	6,399.	10,462.
FILING FEES	1,500.		1,500.
MISCELLANEOUS	9,965.	3,439.	6,266.
LIMITED PARTNERSHIP DEDUCTIONS	1,378,813.	1,378,813.	
LESS:AMOUNT ALLOCATED TO UBI		-32,134.	
TOTALS	1,454,626.	1,369,275.	51,289.

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	39,084.	39,084.
TOTALS	39,084.	39,084.

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 11

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PIMCO	3,799,657.	3,799,657.
US OBLIGATIONS TOTAL	3,799,657.	3,799,657.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	56,956,670.	56,956,670.
TOTALS	56,956,670.	56,956,670.

The J.M. Kaplan Fund, Inc.
Investments- Corporate Stock
990PF- Part II Line 10B
EIN : 13-6090286

	Cost Value	Market Value
Sun Capital	$ 2,863,562	$ 1,246,909
Brookside Cayman	$ 7,664,037	$ 13,577,579
Chilton Global Natural Resources	$ 4,500,000	$ 5,576,198
Westgate Associates	$ 2,673,043	$ 16,010,853
HopLite	$ 5,000,000	$ 4,772,930
Special Opportunities Fund	$ 2,672,639	$ 2,596,532
Dover Street VI	$ 1,274,076	$ 1,540,912
Spindrift A Class Series 1	$ -	$ 1,389,863
Emerging Markets Growth Fund	$ 7,857,703	$ 8,323,037
Asia Capital Debt Investors	$ 1,248,975	$ 1,609,695
Asia Capital Tax Exempt Investors	$ 278,309	$ 312,162
	$ 36,032,344	$ 56,956,670

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASSURED GUAR LIFE AVENTI VI	872,799.	872,799.
TOTALS	872,799.	872,799.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITY IN LIMITED PARTNERSHIPS	72,662,992.	72,662,992.
PROGRAM RELATED INVESTMENTS	260,000.	260,000.
TOTALS	72,922,992.	72,922,992.

ATTACHMENT 15

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART WORK	57,500.	57,500.
TOTALS	57,500.	57,500.

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DEFERRED TAXES		208,000.
	TOTALS	208,000.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
UNREALIZED GAINS FROM INVESTMENTS & L.P.	14,198,977.
TOTAL	14,198,977.

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

1 November 2010

Scott Steele
Director
Cherokee Gives Back
111 East Hargett Street
Suite 300
Raleigh, NC 27601

Dear Mr.Steele:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $500,000 to Cherokee Charitable Foundation (aka CHEROKEE GIVES BACK) has been approved to support The Green Communities Initiative. This grant will be disbursed in two payments of $250,000 each.

The grant must be used specifically for the designated purpose(s). You must submit a written request to us in advance if you wish to change the purpose of the grant or if the funds are not expended within the designated period.

Because you are not currently recognized by the Internal Revenue service as a public charity as described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 as amended (the "Code"), all grant funds must be kept segregated continuously in a separate fund dedicated to the purposes of the grant, and no part of this grant may be used for your general support or general purposes. This grant is an "expenditure responsibility" grant within the meaning of section 4945(h) of the Code. Thus, Kaplan Fund must (i) see that the grant is spent solely for the purposes for which made; (ii) obtain full and complete reports from you on how the funds are spent; and (iii) make full and detailed reports with respect to such expenditures to the Internal Revenue Service. By accepting this grant, you agree to cooperate fully with Kaplan Fund to assure that Kaplan Fund is able to satisfy all of the requirements of an "expenditure responsibility" grant in accordance with section 4945(h) of the Code and the regulations thereunder.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, this proposed grant would be made to enable Cherokee Charitable Foundation (aka CHEROKEE GIVES BACK) to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Cherokee Charitable Foundation (aka CHEROKEE GIVES BACK) agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Cherokee Charitable Foundation (aka CHEROKEE GIVES BACK) or its independent auditors, and should reflect the categories stipulated in the approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

You are required to provide the Kaplan Fund with immediate written notification of: (1) any changes in your organization's tax-exempt status; (2) your inability to expend the grant for the purposes described in the grant award letter; or (3) any expenditure from this grant made for any purpose other than those for which the grant was intended.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Cherokee Charitable Foundation (aka CHEROKEE GIVES BACK).

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chairman

Enclosure
Ref: #2010-225

ACCEPTED AND AGREED TO:

Cherokee Charitable Foundation
(aka CHEROKEE GIVES BACK

W. SCOTT STEELE
Director (Print)

Director (Signature)

CHEROKEE
Gives Back

111 East Hargett Street
Suite 300
Raleigh, NC 27601

919.743 2500 t
919 743 2501 f

cherokeefund com

April 26, 2011

Peter Davidson
J.M. Kaplan Fund
261 Madison Ave, 19th Floor
New York, NY 10016

Dear Mr. Davidson:

I am grateful to The J.M. Kaplan Fund for supporting our "Green Communities" initiative to inform and inspire the general public to utilize sustainable products and practices in daily living. Thank you. Currently there are many people motivated to make positive, innovative changes in the way we design the world around us, but there is a large gap between those with desire for change and those with applicable experience to realize positive change. We believe our partnership with William McDonough is one that narrows this gap and is promoting both an inspiring and instructive message to numerous future leaders that will determine positive, healthy outcomes in the informed choices they make.

The following report gives detailed information on the speaking engagements that have taken place over the past six months. We also have included a report from William McDonough where he shares a few stories from his travels.

While well over 3,000 thought leaders, designers and business professionals have attended speeches already, our objective is to expose even more people to the themes we promote. In order to scale our efforts, we are placing an emphasis on recording the events held in this initiative. We have indicated the speaking events where we were able to capture them on video, and we will use these videos strategically to multiply our exposure. As we move forward, we plan to continue with live events but seek to further leverage the resources we have by increasing the use of video and social media.

Please contact me if you have questions or would like us to report on any aspect of this program in more detail. I look forward to sending future updates, and we will include a video with a future letter.

Gratefully,

W. Scott Steele

W. Scott Steele
Executive Director

April 2011 Report to The J.M. Kaplan Fund

In December 2010, Cherokee Gives Back received the first $250,000 installment of a $500,000 grant from The J.M. Kaplan Fund for its new "Green Communities" initiative. The initiative focuses on education and advocacy to inform and inspire the general public to utilize sustainable products and practices in daily living. The main component of the program is a speaking tour featuring William McDonough, a world-renowned architect and designer specializing in sustainable building and design. Topics include urban design, "ecological intelligence," sustainable products and brownfield redevelopment. Other components to be added to the program are a corresponding educational webpage with social media components, such as videos and interactive discussions.

The following report explains how Cherokee Gives Back has employed these funds to educate a diverse range of audiences across the U.S., Switzerland and China.

Financial Update

$248,000 to McDonough Consulting for speaking tour
Balance: $2,000

Program Update

Cherokee Gives Back has changed the name of our new program from "Green Communities" to the "Mindful Living" initiative, a reflection of Mr. McDonough's overall message that encourages the world to engage intelligently with our environment.

To date, Mr. McDonough has made ten speeches as part of this initiative, reaching thousands both in-person and on-line. His audience has included not only those who are already experts in the field of environmental sustainability but also a cross section of academia, business, government and entertainment.

Commonwealth Club of California
San Francisco, CA

Date: 9/7/2010
Website: http://commonwealthclub.org/events/2010-09-07/cradle-california
Description: "The leading national forum open to all for the impartial discussion of public issues important to the membership, community and nation"

Urban Green Expo
New York, NY

Date: 9/29/2010
Website: http://blog.urbangreencouncil.org/2010/10/incredible-transformative-unforgettable/
Description: "Each year, the Urban Green Council, U.S. Green Building Council of New York, presents Urban Green Expo, the Northeast region's premier green building conference and trade show." Mr. McDonough gave the opening keynote address for 450 green building

professionals and enthusiasts. The Urban Green Council filmed the speech and plans to make it available on-line.

West Coast Green Conference on Green Innovation
San Francisco, CA

Date: 9/30/2010
Website: www.Westcoastgreen2010.com
Description: "West Coast Green is the world's leading interactive conference on green innovation for the built environment. This is where the most valuable ideas meet visionary thinkers at the drawing board for a cleaner, brighter future. The only event hosting the entire chain of industry professionals, West Coast Green will set the agenda for the green economy and drive its success in the coming year." Mr. McDonough's speech was also available as a live streaming video, reaching an even larger audience.

Xavier University- The Edward B. Brueggeman Center for Dialogue
Cincinnati, OH

Date: 10/25/2010
Website: www.xavier.edu/dialogue/
Description: "The work of the center includes conferences, research and publications, and interfaith and inter-religious activities as well as exploring new forms of collaborative engagement on issues of religious, social and cultural diversity, social and economic justice, ecological sustainability, and local and global responsibility."

BOMA CHICAGO

Building Owners and Managers Association of Chicago
Annual Membership Meeting
Chicago, IL

Date: 11/18/2010
Website: www.bomachicago.org
Description: "BOMA/Chicago's members represent approximately 260 member buildings and 170 companies that provide services to commercial office buildings."

Senior Officials of Chinese Academy of Governance
Beijing, China

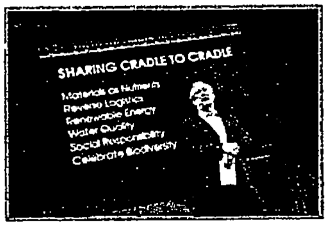
Date: 1/19/2011
Description: Mr. McDonough spoke to approximately 200 senior officials of the Chinese Academy of Governance and senior government officials on Cradle to Cradle and incorporating these principles into the design (and redesign) of cities in China. Please see the attached letters from Mr. McDonough and government officials detailing future plans.

Young Global Leaders Taskforce on Cradle to Cradle
Davos, Switzerland

Date: 1/28/2011
Website: http://www.fastcompany.com/article/rocking-the-cradle-to-cradle-revolution-in-davos
Description:
In conjunction with the World Economic Forum, Mr. McDonough spoke at an event for approximately 40 young leaders from across sectors "to discuss how new business models based on eliminating the concept of waste, building upon eco-efficiency and adding eco-effectiveness, are beginning to emerge in a range of industries." His speech expounded upon a comprehensive design philosophy with effects on real estate, product manufacturing and customer engagement.

Ministry of Science & Technology
Shanxi Province, China

Date: 2/24/2011
Description: Mr. McDonough addressed the Governor of Shanxi Province and approximately 40 senior government officials and representatives of the Ministry of Science and Technology. Please see the attached letter from Mr. McDonough providing more information on the speech and its follow-up.



TED2011
Los Angeles, CA

Date: 3/1/2011
Website: www.ted.com
Description: The TED conference includes global thought leaders in academia, industry and entertainment. The speech for 2000 people was also archived on video and will become available on-line.

University of North Carolina Center for Sustainable Enterprise
Chapel Hill, NC

Date: 4/12/11
Website: www.kenan-flagler.unc.edu/cse/
Description: This talk for approximately 300 students and the local community focused on "celebrating the abundance of a regenerative strategy for development and how executive leaders can focus on effective Triple Top Line innovation and revenue growth, while guiding their managers to efficiently deliver Triple Bottom Line economic, social and ecological profits." The speech will be available on the Cherokee Gives Back website later this year.

Hebei Province, the Office of Housing and Urban Development
William McDonough International Group

Plan of Cooperation in Building an Eco-City in Hebei Ring Beijing Economic Zone

1. Purpose of cooperation

To thoroughly implement the scientific concept of development, accelerate the transformation of economic development, building resource-saving, environment-friendly and harmonious society, actively and steadily push forward the urbanization process in our province and guide the low-carbon eco-city construction and development in our province, the provincial Office of Housing and Urban Development of Hebei (OHUDH) and William McDonough International Group (WMG) from the United States enter into a collaboration, drawing on the advanced experience and successful practices of WM in eco-city design and construction, OHUDH and WMG will choose a location in the Ring Beijing Economic Zone (RBEZ) in Hebei Province to build an Eco-City with green lifestyle, comprehensive infrastructure, ecological and cultural characteristics, and complete management mechanisms. This Eco-City is to be a model for RBEZ cites as well as other cities in sustainable urban development, ecological innovation, clean technology demonstration. It is to become an international showcase of advanced ecological civilization, and a model for Hebei Province to carry out various forms of international cooperation in the future.

2. Scope of cooperation

Both sides will participate in all-around collaboration in areas including eco-city planning, finance and construction, management and operation, and attraction of business and venture capital. In areas such as environmental protection, resource conservation, recycling economy, ecological construction, renewable energy use, and water reuse, the parties will carry out technology demonstration and popularization, establish long-term mechanism for exchanges and cooperation. Both parties will also jointly promote the construction of ecological city. More specific goals are below:

- Develop a good ecological environment, vibrant local economy, provide opportunities for business innovation, and provide residents with good jobs;

- Promote social harmony and inclusiveness while constructing new communities, instill strong community owner awareness and a sense of belonging in the residents;

- Build an attractive city with high quality of life;

- Implement good environmental technologies and practices to promote sustainable development; make more effective use of resources, generate less waste;

- Explore a new model for future urban development and construction. Provide a reference for Chinese cities in ecological protection and construction management, technology, policy and other aspects.

3. Cooperation procedures

   1. Sign a cooperation agreement. The provincial office of Ring Beijing economic zone and WMG are to sign "Ring Beijing Economic Zone" Ecological City Construction Cooperation Agreement" to promote progress, endurance, and standardization of ecological cooperation.

   2. Eco-city location and development. Choose a location of deprived natural conditions, such as insufficient vegetation, declining environment, fragile ecology, and water shortage due to water quality. Site selection should consider proximity with big cities, to reduce investment in infrastructure and transport facilities, and facilitate ecological recovery. Eco-city is about 100 km^2 in size, construction time frame is 3-5 years.

   3. Ecological expo park location and development. Within the eco-city site, choose a location to build a 3-5km^2 area of permanent ecological expo park, showcasing advanced overseas ecological building technology, construction projects and materials, experimental models, etc. Hold regular low-carbon and ecological conferences, exhibits, and seminars. Internalize successful international ecological advancement.

   4. Hire experts. Employ 2-3 internationally renowned eco-experts, as members of the provincial RBEZ expert committee, to participate in the preliminary study on the planning, programming, feasibility studies and construction and implementation of RBEZ.

   5. Schedule

- Before the end of June 2011, sign the "Ring Beijing Economic Zone" Ecological City Construction Cooperation Agreement";

- Before the end of September 2011, finalize the locations of the eco-city and eco-Expo Park site;

- Before the end of March 2012, complete the eco-city planning and ecological Expo park program development;
- Before the end of June 2013, complete the starting area building construction, initiate operation.

4. Institutional setup

Set up Ring Beijing Economic Zone "Ecological City Working Committee", whose members will constitute the Provincial Office of Ring Beijing Economic Zone, the Provincial Housing and Urban Construction Department, the relevant functional departments of the city supporting Ecological City. The main responsibilities are to facilitate Eco-City construction, manage daily work, and solve problems encountered in the program.

5. Mutual responsibilities and obligations

Pending

CHEROKEE.
Gives Back

Cherokee Gives Back is a private operating foundation based in Raleigh, NC. We serve as the philanthropic arm of Cherokee Investment Partners and were founded on their enduring belief that nonprofit initiatives, community involvement and public service are fundamental corporate tenets. We are committed to leadership development as the primary means to affect change in our key focus areas of caring for the needs of the poor and environmental sustainability. To date, we have facilitated over $28 million in fundraising efforts on behalf of programs in the United States, Ethiopia, Rwanda, Romania, Russia, China and India. Our current initiatives continue to impact the United States and Ethiopia.

Make it Right

Since 2007, Cherokee Gives Back has been partnering with Brad Pitt, William McDonough Partners and GRAFT in the Make it Right project to build 150 green, storm-resistant, affordable homes in New Orleans' Lower 9th Ward that was destroyed by Hurricane Katrina. Thus far, the project has 50 homes completed or currently under construction. The pace of rebuilding is slower than conventional home building because of the desire to pioneer new approaches to home design and green, affordable housing. By experimenting with and testing new technologies and processes that save cost, materials and energy, we have achieved all homes net zero energy with a total of 575 kW of solar PV systems spread across all rooftops at completion. Make It Right is committed to obtaining LEED Platinum certification for each home, and the U.S. Green Building Council has declared it the "largest and greenest community of single-family homes in the world."

Land Donations

In addition, Cherokee Gives Back has developed a real estate initiative to revitalize small brownfield sites as a means of generating additional funding for philanthropic activities. This unique route to repurpose donated properties with real or perceived contamination will benefit not only our programs but also donors, the environment and the community.

Volunteer Program

We open our doors to volunteers wanting to live in the capital city of Ethiopia and work with our local Ethiopian organizational partners for one to four months. Participants live together in community and travel daily to their placements throughout the metropolis. Since 2007, we have hosted 180 visitors and volunteers, and our volunteers have contributed over 30,000 hours of service assisting mission-driven groups focused on the following issues: orphans, economic development, HIV/AIDS, education and the environment. In addition to such activities as playing with and instructing children in local schools and orphanages, writing business plans for small enterprises and providing care for HIV/AIDS patients, volunteers' interactions with each other and the Ethiopian people promote mutual appreciation and perpetuate lives of service.

Exchange Program

The Cherokee Exchange Program provides the opportunity for a select number of top Ethiopian high school students to live with an American host family and attend a U.S. high school for one year, thereby enriching the lives of all involved. Since its beginning in 2005, we have placed 42 students in North Carolina, Virginia, Kentucky, Tennessee, Alabama, Missouri and Colorado.

Emerging Leaders

Beginning in the Fall of 2010, our Emerging Leaders program will pair University of North Carolina, Duke and North Carolina State University students with local business leaders and offer a curriculum to create and equip a community of rising servant leaders with a vision for caring for the poor and the environment.



Description of Green Communities Initiative

The mission of Cherokee Gives Back Foundation ("CGB") includes promoting the development of sustainable communities throughout the world. With support from the JM Kaplan Fund, our new "Green Communities Initiative" will focus on education and advocacy to inform and inspire the general public to utilize sustainable products and practices in daily living. The main component of this program will be a speaking tour featuring William McDonough, a world-renowned architect and designer specializing in sustainable building and design. Topics will include urban design, "ecological intelligence," sustainable products and brownfield redevelopment. Possible additional components to the program are a corresponding educational webpage with social media components, such as videos, interactive discussions and a conference.

The Green Communities Initiative will dovetail with CGB's existing work with the Make it Right Foundation building affordable green housing in New Orlean's Lower 9th Ward and our Land Donation program accepting donations of clean or contaminated land and facilitating remediation when necessary to benefit the environment and community.

Program Budget

William McDonough's standard honorarium for speaking engagements is $30,000. Venues hosting Green Communities' talks will range in their ability to cover the full honorarium. Some venues will be able to cover a majority of this cost while others may be unable to cover anything. Therefore CGB is prepared to sponsor Dr. McDonough up to $500,000 on a speaking tour that will average three to five speeches a month.

The figures below reflect a scale that would enable the Green Communities Initiative to secure Dr. McDonough's schedule for 35 events. McDonough Consultants, Inc. will advise Cherokee Gives Back on appropriate speaking venues that meet the objectives of this program. As a result, the exact dispersion of funds may vary.

- 5 events at $30,000 = $150,000
- 5 events at $20,000 = $120,000
- 4 events at $15,000 = $75,000
- 10 events at $10,000 = $100,000
- 11 events at $5,000 = $50,000

Total $500,000

Cherokee Gives Back Foundation
Profit & Loss Budget vs. Actual
January through September 2010

	TOTAL		
	Jan - Sep 10	Budget	$ Over Budget
Ordinary Income/Expense			
Income			
43400 Direct Public Support			
43435 In Kind Donations- CIP, LLC	79,621 11		
43450 Individ, Business Contributions	119,343 65	378,630 00	(259,286 35)
43460 Contributions - CIP, LLC	93,775 00		
Total 43400 · Direct Public Support	292,739 76	378,630 00	(259,286 35)
46400 Other Types of Income			
46410 Program Revenue	746 04	82,199 97	(81,453 93)
46430 Miscellaneous Revenue	0 00	37 53	(37 53)
Total 46400 Other Types of Income	746 04	82 237 50	(81 491 46)
Total Income	293,485 80	460,867 50	(340 777 81)
Expense			
60000 Program Expenses			
60050 Bank Service Charges	1,630 37		
60100 Commitments	20,130 10	4,655 00	15,475 10
60150 Conferences	0 00	0 00	0 00
60200 Contractors	12,665 31	58,280 68	(45,615 37)
60250 Donations	3,802 34	7,499 97	(3,697 63)
60300 Dues & Memberships	391 66	2,950 00	(2,558 34)
60350 Foreign Insurance	0 00	0 00	0 00
60400 Legal Fees	996 00		
60450 Licenses & Permits	450 00	7,090 65	(6,640 65)
60460 Maintenance	905 28	1,874 97	(969 69)
60500 Marketing & Communications	3,000 00	1,500 03	1,499 97
60550 Meals & Entertainment	19,710 10	31,312 50	(11,602 40)
60600 Medical	4,763 84	5,941 67	(1,177 83)
60625 Other Program Expenses	2,765 97	81,952 72	(79,186 75)
60650 Postage & Mailing	259 03	4,725 00	(4,465 97)
60700 Printing & Copying	456 88	4,199 94	(3,743 06)
60750 Supplies	3,672 96	1,500 00	2,172 96
60800 Recruiting	0 00	1,575 03	(1,575 03)
60810 Rent, Parking & Other Occupancy	5,401 01	11,550 00	(6,148 99)
60850 · Telephone & Telecommunications	2,100 38	3,875 03	(1,774 65)
60860 Training & Education	42 50	3,220 00	(3,177 50)
60875 Travel	41,511 87	40,849 95	661 92
60880 · Utilities	611 44	3,750 03	(3,138 59)
60890 VISA	4,314 39	200 00	4,114 39
Total 60000 Program Expenses	129,581 43	278 503 17	(151,548 11)
70000 Operating Expenses			
70050 · Accounting Fees	21,281 34	1,125 00	20,156 34
70100 Bank Service Charges	226 17	450 00	(223 83)
70150 Conferences	0 00	3,750 03	(3,750 03)
70200 Contractors	110,555 78	57,159 52	53,396 26
70250 Donations	11,500 00		
70300 Dues & Memberships	0 00	73 00	(73 00)
70360 Fundraising Expenses	0 00	1,500 03	(1,500 03)
70400 Insurance-non employee related	0 00	3,899 97	(3,899 97)
70450 Legal Fees	350 00	749 97	(399 97)
70500 Licenses & Permits	300 00		
70550 Meals & Entertainment	216 05		
70600 Office Supplies	92 12	630 00	(537 88)
70700 Postage & Mailing	376 53	900 00	(523 47)
70750 Printing & Copying	244 03	900 00	(655 97)
70775 Rent, Parking & Other Occupancy	3,189 00	2,475 00	714 00
70800 Telephone & Telecommunications	236 74	1,199 97	(963 23)
70850 Travel	334 55	7,499 97	(7,165 42)
Total 70000 Operating Expenses	148,902 31	82,312 46	54,573 80
Total Expense	278,483 74	360 815 63	(82,331 89)
Net Ordinary Income	15,002 06	100,051 87	(258,445 92)
Other Income/Expense			
Other Expense			
90200 Other Expense	0 00	749 97	(749 97)
Total Other Expense	0 00	749 97	(749 97)
Net Other Income	0 00	(749 97)	749 97
Net Income	15,002 06	99,301 90	(84,299 84)

Cherokee Gives Back Foundation
Profit Loss Budget Overview
January through December 2010

	Admin	Bhopal, India	Brownfield	CEP	Donations	Ethiopia	Hog Waste	Leadership Development	Make It Right	R&D	TOTAL
	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10	Jan - Dec 10
Ordinary Income/Expense											
Income											
43400 Direct Public Support											
43450 Indivld, Business Contributions					504 840 00						504 840 00
Total 43400 Direct Public Support					504 840 00						504 840 00
46400 Other Types of Income											
46410 Program Revenue				36 000 00		73 599 96					109 599 96
46430 Miscellaneous Revenue	50 04										50 04
Total 46400 Other Types of Income	50 04			36 000 00		73 599 96					109 650 00
Total Income	50 04			36 000 00	504 840 00	73,599 96					614 490 00
Expense											
60000 Program Expenses											
60100 Commitments								5 105 00			5 105 00
60150 Conferences				1 600 00							1 600 00
60200 Contractors			40 000 00	4 800 00		27 048 64				12,560 04	84 408 68
60250 Donations								9 999 96			9 999 96
60300 Dues & Memberships				2,950 00							2 950 00
60350 Foreign Insurance						4 500 00					4 500 00
60450 Licenses & Permits				9 387 54							9 387 54
60460 Maintenance						2 499 96					2 499 96
60500 Marketing & Communications						2,000 04					2 000 04
60550 Meals & Entertainment				3 700 00		36 587 50					40 287 50
60600 Medical				3 300 00		4,191 68					7 491 68
60625 Other Program Expenses				1 599 96		2,000 04	68 000 00	38 836 96			108 436 96
60650 Postage & Mailing		500 04	3 499 92	999 96			500 04		500 04	300 00	6 300 00
60700 Printing & Copying			2 499 96	2,499 96						600 00	5 599 92
60750 Supplies										1 500 00	1,500 00
60800 Recruiting				1 200 00		500 04					1,700 04
60810 Rent, Parking & Other Occupancy						17,700 00					17 700 00
60850 Telephone & Telecommunications							500 04			3 500 00	4 000 04
60860 Training & Education				3 200 00		320 00					3 520 00
60875 Travel			2,000 04	20 599 96		16 999 96	999 96		3 000 00	4 500 00	50 099 94
60880 Utilities						5 000 04					5 000 04
60890 VISA						200 00					200 00
Total 60000 Program Expenses		500 04	47 999 92	55 837 40		121 547 90	68 000 04	53 941 92	3 500 04	22 960 04	374 287 30
70000 Operating Expenses											
70050 Accounting Fees	1 500 00										1 500 00
70100 Bank Service Charges	600 00										600 00
70150 Conferences	5 000 04										5 000 04
70200 Contractors	86 223 82										86 223 82
70300 Dues & Memberships	73 00										73 00
70360 Fundraising Expenses	2 000 04										2,000 04
70400 Insurance-non employee related	5 199 96										5 199 96
70450 Legal Fees	999 96										999 96
70600 Office Supplies	840 00										840 00
70700 Postage & Mailing	1 200 00										1 200 00
70750 Printing & Copying	1 200 00										1 200 00
70775 Rent, Parking & Other Occupancy	3 300 00										3 300 00
70800 Telephone & Telecommunications	1 599 96										1 599 96
70850 Travel	9 999 96										9 999 96
Total 70000 Operating Expenses	119 736 74										119 736 74
Total Expense	119 736 74	500 04	47 999 92	55 837 40		121 547 90	68 000 04	53 941 92	3 500 04	22 960 04	494 024 04
Net Ordinary Income	(119 686 70)	(500 04)	(47 999 92)	(19 837 40)	504 840 00	(47 947 94)	(68,000 04)	(53 941 92)	(3 500 04)	(22 960 04)	120 465 96
Other Income/Expense											
Other Expense											
90200 Other Expense	999 96										999 96
Total Other Expense	999 96										999 96
Net Other Income	(999 96)										(999 96)

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

15 September 2010

William Steen
President
Canelo Project Inc.
HC1 Box 324
Elgin, AZ 85611-9706

Dear Mr. Steen:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $10,000 to the Canelo Project Inc. has been approved to begin compilation and assembly of photographic imagery of the activities of The J.M. Kaplan Fund in the southwestern United States and northwest Mexico during the years 2000-2010. The aim will be to produce both a publication and digital format. We understand that the Canelo Project Inc. is a non-profit entity organized under the laws of the United States, has obtained tax-exempt status from the IRS and is classified as a private nonoperating foundation.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, the proposed grant would be made to enable Canelo Project Inc. to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Canelo Project Inc. agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Canelo Project Inc. or its independent auditors, and should reflect the categories stipulated in the approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Canelo Project Inc.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chair

#2010-175

AGREED AND ACCEPTED:

By:__________________________

Name: William Steen

Title: President

A photographic review of The J.M. Kaplan Fund activities in the southwestern United States and northwest Mexico.

A Project Proposal by The Canelo Project

The central idea behind this project is to compile and assemble imagery of the activities of The J.M. Kaplan Fund in the southwestern United States and northwest Mexico during the years 2000-2010.

The desired outcome of this review is to publish both in book form and a digital version that can be downloaded as a PDF file from the Kaplan website.

The subject matter for this review includes Kaplan's activities with Rancho El Uno, Anazazi ruins in southern Chihuahua, the Malpais group in southeastern Arizona and a variety of other projects undertaken in the Sky Island region.

The material for this project will come from existing photographs as well as new images that will be taken to complete the Kaplan story.

Most of the time required for this project will be focused on the editing and compilation of material for publication as well as the assembly into the final form. In addition, there will be some travel required for the capture of new images, the extent of this can only be determined upon a review of existing imagery to identify what is needed.

<u>Project Budget</u>

An amount of $10,000 is initially requested to begin work on this project. As stated above this amount will cover assembly and editing of existing images into a form that can be published both in hard copy and as a digital PDF and the capture of additional images as needed.

A separate budget will be submitted once this phase has been completed for the actual publication of the material.

Total Amount Requested: $10,000

Representation of Supporting Organization Status

NEW YORK STATE ARCHIVES PARTNERSHIP TRUST hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

New York State Archives
Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

✓ Type I — "Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)

_________ Type II — "Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)

_________ Type III — "Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected. See opinion

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

______ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

New York State ~~Archives Partnership~~ Trust

By: Robert E. Bullock
Signature

Robert E. Bullock
Printed Name

President
Title or Corporate Office Held

Date: August 11, 2010

File

WHITEMAN OSTERMAN & HANNA LLP

ATTORNEYS AT LAW

ONE COMMERCE PLAZA
ALBANY, NEW YORK 12260
TEL 518 487.7600
FAX 518 487.7777
woh.com

DAMIAN M HOVANCIK
PARTNER
LL M in Taxation
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RECEIVED
AUG 31 2007
Archives Partnership Trust

August 30, 2007

Christine Ward
Chief Executive Officer
New York State Archives Partnership Trust
Cultural Education Center
Suite 9C49
Albany, New York 12230

Dear Ms. Ward:

You have requested our opinion as to whether New York State Archives Partnership Trust (the "Trust") is a Type I supporting organization described in Section 509(a)(3) of the Internal Revenue Code (the "Code"). You have advised that the purpose of seeking our opinion is to assist certain private foundations that are considering making grants to the Trust in complying with Internal Revenue Service Notice 2006-109.

The opinion rendered herein is issued in accordance with United States Treasury Department Circular 230 ("Circular 230"), as revised on June 20, 2005. This opinion is intended to be a "covered opinion," as defined at Section 10.35 of Circular 230.

In preparing this opinion, we have reviewed the following documents (the "Documents"):

1. A copy of the Trust's Form 1023 Application for Recognition of Exemption;

2. A determination letter from the Internal Revenue Service recognizing the Trust as exempt from Federal income tax under Code Section 501(a) and as an organization described in Code Section 501(c)(3). The letter also indicates that the Trust is not a private foundation because it is an organization described in Code Section 509(a)(3);

3. The New York State Archives Partnership Trust Act;

4. The Trust's Amended By-Laws.

Representations

We are rendering this opinion under what we perceive to be the current provisions of federal and state law. The law may be changed, amended, repealed or revoked, or certain regulatory or other guidance may be issued by federal or state agencies that could affect or change our conclusions. You have agreed with us that we have no duty whatsoever and we expressly disclaim any obligation to advise you of any such events or their impact on the law even if such events render our opinion as set forth herein incorrect.

We are members of the Bar of the State of New York. Accordingly, our examination of matters of law in connection with the opinion expressed herein has been limited to the Code and the laws of the State of New York, and accordingly, no opinions expressed herein shall be deemed to cover any other laws.

In connection with rendering our opinion below, we have examined originals or copies of the Documents listed above and have assumed the absence of adverse facts not apparent on the face of each such Document.

In rendering this opinion, we have assumed the legal capacity of all natural persons, the authenticity and completeness of all Documents submitted to us as originals, and the conformity to the originals and completeness and authenticity of the originals of all Documents submitted to us as certified, notarized, conformed or photostatic copies or facsimiles. We have assumed the accuracy of the factual matters in such documents. We have also assumed the authenticity, accuracy and completeness of the certifications of public officials, governmental agencies and departments, corporate officers and individuals.

You have represented that the facts as provided below are accurate and complete. We have not independently verified these facts, but have no reason to believe that they are incomplete or incorrect. No information has come to our attention that would give us actual knowledge or actual notice that any such facts or other matters are not accurate or that any of the foregoing documents and information on which we have relied are not accurate and complete or that would, under the circumstances, warrant additional investigation or verification. We have attempted to rely on no unreasonable fact or representation and do not believe we have made any unreasonable assumption. Such factual matters have been reviewed by only those attorneys who have engaged in the completion of this letter and no others, regardless of their relationship with the Trust. We have relied on these facts in rendering our opinion.

If the facts are incomplete or inaccurate in any way, our opinion may be different than that expressed in this letter. Except as otherwise stated herein, we have not undertaken any independent investigation or verification of any factual matters. You have agreed with us that we have no duty whatsoever and we expressly disclaim any obligation to advise you of any change with respect to our opinion expressed in this letter even if we become aware that any fact you have represented to us was inaccurate or incomplete.

Facts

The Trust was created by the New York State Archives Partnership Trust Act (the "Act"), an act of the New York State Legislature.[1] Section 1 of the Act states that the Act's purposes are:

> to insure the survival and availability of the archival records of New York's colonial and state government that were created prior to the opening of the New York State Archives . . . and create a partnership among the three branches of state government and the broader community for continuing advice and support on state government records of enduring value to the people of the state, the nation and the world.

To accomplish this, the purposes of the Trust, as stated in Section 1 of the Act are to:

> create an endowment to help preserve [the archival records or the information in such records,] and to make them accessible through research, exhibits and public programs, [and to] make possible special projects regarding such archival records and inform the citizens of New York about the status, availability and potential uses of the archives of state government.

Additionally, Section 8 of the Act states that the carrying out of the Trust's purposes is:

> in all respects for the benefit of the people of the State of New York and is a public purpose. The trust board will be performing an essential governmental function in the exercise of the powers conferred upon it by this act . . .

The statute governing the State Archives provides that the Archives are "part of" the New York State Education Department (the "Education Department").[2] The Education Department is the administrative arm of the University of the State of New York,[3] which consists, in relevant part, of all libraries, museums, schools and other educational institutions admitted to or incorporated by the University.[4] The governing body of the University of the State of New York is the Board of Regents, which is elected by the State Legislature.[5]

---

[1] The Act is an unconsolidated law of the State of New York L 1992, c 758, §1 [consisting of §§1 to 7] and §2; amended L.1993, c 57, §292; L 1993, c.497, §§1,2; L.1995, c.82, §75; L.1996, c.474, §117, eff Aug. 8, 1996, retroactive to Apr. 1, 1995; L.1998, c 399, §§1 to 9, 11 to 13, eff. July 22, 1998; L.1998, c 399, §10, eff. Nov. 19, 1998, deemed eff. Sept. 1, 1996.

[2] New York Arts and Cultural Affairs Law §57.05 (1) (McKinney's 2007).

[3] See New York Education Law §101 (McKinney's 2007).

[4] New York Education Law §214 (McKinney's 2007).

[5] New York Education Law §§202 and 207 (McKinney's 2007).

Section 4 of the Act states that the Trust's governing board is a "body corporate and politic constituting a public benefit corporation." The board has 25 members, all of whom are appointed by State government officials: (1) Thirteen members are appointed by the Governor of the State of New York, one of whom must be a member of the Governor's staff and one of whom must be a former judge or other individual interested in judicial records; (2) Three members are appointed by the Speaker of the Assembly, two of whom must be private citizens; (3) One member is appointed by the minority leader of the Assembly and must be a private citizen; (4) Three members are appointed by the majority leader of the Senate, two of whom must be private citizens; (5) One member is appointed by the minority leader of the Senate and must be a private citizen; and (6) Four members are appointed by the New York State Board of Regents.

Section 4(3) of the Act provides that the Director of the State Archives and Records Administration shall serve as the executive officer for the Trust's board. Currently, Christine Ward serves in this capacity.

Section 5 of the Act requires the Trust to report to the Governor and the Legislature at least every three years regarding its activities, including providing "information pertaining to fund raising, expenditures and projects undertaken and the sufficiency of the [assets in the Trust's custody] to generate interest adequate to achieve the purposes of [the Trust]." Additionally, the Trust is subject to the requirements of the New York Public Authorities Law, which subjects it to the oversight of the Authority Budget Office and the State Inspector General as well as the office of the Governor, the Legislature, and the Office of the State Comptroller.[6]

The Trust applied for and received a letter of recognition of exemption from taxation by the IRS (the "Determination Letter") stating that the Trust is exempt from taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3). The Determination Letter also states that the Trust is not a private foundation within the meaning of Code Section 509(a) because it is an organization described in Code Section 509(a)(3).

In this opinion we have assumed that the Trust is in a Code Section 509(a)(3) supporting organization relationship (discussed below) with the government of the State of New York. This assumption is based on: (1) the IRS's designation of the Trust as an organization described in 509(a)(3); (2) the relationship between the Trust and the State government as described in the Act; and (3) the Trust's representations in its 1023 Application for Recognition of Exemption that it supports the New York State Archives and that the majority of its governing board is elected by the supported organization.

Significant Federal Tax Issue

Is the Trust a Type I supporting organization described in Section 509(a)(3) of the Internal Revenue Code?

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[6] 2 NYCRR §§201 10 et seq and 203 10 et seq. (listing the Trust as a covered public authority); see, generally, New York State Public Authorities Law (McKinney's 2007).

Analysis – Relation of Law to Facts

Section 509(a)(3) of the Code excludes from the definition of "private foundation" any organization which: (1) is organized, and at all times thereafter is operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more specified organizations that are determined to be publicly supported Code Section 509(a)(1) or (2) organizations; (2) is (i) operated, supervised, or controlled by one or more organizations described in Section 509(a)(1) or (2), (ii) supervised or controlled in connection with one or more such organizations, or (iii) operated in connection with one or more such organizations; and (3) is not controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers or one or more section 509(a)(1) or (2) organizations.

Organizations described in the preceding paragraph which are "operated, supervised, or controlled by," "supervised or controlled in connection with," or "operated in connection with" an organization described in 501(c)(3) or a governmental organization which is a Code Section 509(a)(1) or (2) publicly supported organizations are referred to as Type I, II or III supporting organizations, respectively, under the Pension Protection Act of 2006. See IRC Code Sections 4942(g)(4); 4943(f)(5); 4966(d)(4).

Section 1.509(a)-4(f)(4) of the Treasury Regulations (the "Regulations") provides that in the case of supporting organizations which are "operated, supervised, or controlled by" one or more publicly supported organizations (i.e. Type I supporting organizations), the distinguishing feature of this relationship is the presence of a substantial degree of direction by the publicly supported 501(c)(3) or governmental organization over the conduct of the supporting organization, as described in paragraph (g) of that Section.

Section 1.509(a)-4(g)(1)(i) of the Regulations provides that each of the items "operated by," "supervised by," and "controlled by," as used in section 509(a)(3), presupposes a substantial degree of direction over the policies, programs, and activities of a supporting organization by one or more publicly supported 501(c)(3) or governmental organizations. The relationship required under any one of these terms is comparable to that of a parent and subsidiary, where the subsidiary is under the direction of, and accountable or responsible to, the parent organization. This relationship is established by the fact that a majority of the officers, directors, or trustees of the supporting organization are appointed or elected by the governing body, members of the governing body, officers acting their official capacity, or the membership of one or more publicly supported 501(c)(3) or governmental organizations.

The IRS determination letter indicates that the Trust is a supporting organization described in Code Section 509(a)(3). The State of New York is an organization described in Code Section 509(a)(1) pursuant to Code Section 170(b)(1)(A)(v). Therefore, if the requisite relationship exists between the Trust and the State of New York – essentially if the Trust is "operated, supervised or controlled" by the State of New York – the Trust will be classified as a 509(a)(3) Type I supporting organization.

The Trust supports the government of the State of New York through its various activities relating to the preservation of the state and colonial archival records and the information contained in such records. State officials acting in their official capacities appoint all of the Trust's board members: thirteen of the twenty-five members are appointed by the governor, eight are appointed by various officials from the State legislature, and the remaining four are appointed by the State's Board of Regents. Thus, the Trust's entire governing board is appointed by officers of the State of New York acting in their official capacities. Moreover, the Trust is accountable to the State under the Act and the Public Authorities Law. Therefore, the relationship between the State and the Trust is comparable to that of a parent and a subsidiary, where the subsidiary is under the direction of, and accountable or responsible to, the parent organization.

Although they cannot be used as precedent, a number of private letter rulings issued by the IRS support this analysis. See e.g. Private Letter Ruling 200020057 (parent-subsidiary relationship exists between 501(c)(3) organization and state government where organization's board of directors were appointed by state's governor); Private Letter Ruling 199905027 (parent-subsidiary relationship exists between 501(c)(3) organization and state's office of the governor where governor appointed trustees).

Conclusion

Based on the foregoing, the Trust should be classified as a 509(a)(3) Type I supporting organization.

This opinion is limited to the specific legal matters addressed herein and no opinion is implied or may be inferred beyond the matters expressly stated. This opinion is also limited in all respects to laws and interpretations thereof existing on the date hereof. We do not undertake to update this opinion for changes in such laws or interpretations.

Very truly yours,

Whiteman, Osterman & Hanna, LLP

Whiteman, Osterman & Hanna LLP

Representation of Supporting Organization Status

Princeton University Press hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

PRINCETON UNIVERSITY

Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

__X__ Type I — "Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)

_____ Type II — "Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)

_____ Type III — "Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

_____ functionally integrated with one or more supported organizations.

or

_____ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated: ______________

____

____

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

_________ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

Princeton University Press

By: ______________
Signature

PETER J. DOUGHERTY
Printed Name

DIRECTOR + SECRETARY
Title or Corporate Office Held

Date: December 8, 2010

PRINCETON UNIVERSITY PRESS

December 9, 2010

Ms. Angela Carabine
The J. M. Kaplan Fund
261 Madison Avenue, 19th Floor
New York, NY 10016

RE: Representation of Supporting Organization Status

Dear Ms. Carabine,

I am in receipt of your fax dated August 4, 2010 requesting Princeton University Press ("Press") submit a Representation of Supporting Organization Status. Enclosed please find the signed Representation of Supporting Organization Status along with a copy of the Press Certification of Incorporation and By-Laws. The purpose of this letter is to describe how the Press' trustees are selected and what the Press' relationship is with Princeton University, its supported organization. I am going to reference sections of the Press Certificate of Incorporation and By-Laws.

The Press is a Type I supporting organization. Our officers and board members are appointed by Princeton University. Per the Press By-Laws, Article 2: Board of Trustees, Section 2.3 – Composition; Election on page 10:

"The President of Princeton University and the Director of Princeton University Press each shall be a Trustee ex officio. The members of the Board of Trustees shall consist of five members of the Editorial Board who shall have been appointed by the President of Princeton University and who shall be members of the Princeton University faculty; five members of the administration or faculty of Princeton University, who shall have been appointed by the President of Princeton University; and five other individuals, who shall have been elected by the Association."

Per the Press Certificate of Incorporation, the SECOND Article (page 1) states that the purpose for which the Press is formed is, "in the interest of Princeton University, to establish, maintain, and publish scholarly works for the promotion of education and scholarship".
The NINTH Article (page 4) states that:

"All funds of the corporation shall be used and expended for the achievement of the purposes set forth in this Certificate of Incorporation. In case of the dissolution of the corporation, any and all assets of every kind or sort shall be transferred to "The Trustees of Princeton University" to be used by the Board of Trustees of Princeton University in its discretion for such educational purposes as to it may seem fit and proper."

Please feel free to call me or the Associate Director and Controller, Pat Carroll at (609) 258-2486, if you need any additional information.

Sincerely,

Peter J. Dougherty
Director

41 William Street, Princeton, New Jersey, 08540-5237 T 609.258.4900 F 609.258.6305 press.princeton.edu

FURTHERMORE grants in publishing

Grant Application

Please fill out both sides of this form and submit with IRS 501(c)3 documentation. Send no more than one additional descriptive page, a table of contents, and two or three pages as samples of text, illustration, and design. We will ask for additional information if needed Sample pages will be returned if you enclose a stamped reply envelope

Date 3/12/10

Name of organization Princeton University Press

Address 41 William St., Princeton, NJ, 08540

Telephone 609-258-1739 Fax 609-258-6305 E-mail Christopher_Chung@press princeton edu

Contact person Christopher Chung Title Editorial Assistant

Purpose of organization Princeton University Press is an independent publisher that selects for publication only scholarship of the highest quality on all levels regardless of commercial viability, specialized monographs making an original contribution to knowledge within a subdiscipline; titles appealing to a broader range of scholars and professionals in a single discipline, interdisciplinary academic works intended for readers in more than one area; and works by scholars aimed at bringing the findings of a discipline to the larger, well-educated reading public.

Total organizational budget for current year $ The total operational expense budget is $15,600,000

over, please

A PROGRAM OF THE J M KAPLAN FUND

Joan K. Davidson, President • Ann Birckmayer, Administrator

Letters Post Office Box 667 • Parcels 518 Warren Street • Hudson, New York 12534

Telephone 518/828-8900 • Fax 518/828-8901

BOOK TITLE (in quotation marks) OR SUBJECT "Michelangelo: A Life on Paper"

SUMMARY This book argues, for the first time, that we cannot truly understand Michelangelo without understanding how pictures and words entangled themselves within the artist's imagination Professor Barkan examines this entanglement by looking at Michelangelo's oeuvre, of which a significant portion, it turns out, contains writing snippets of text and quotes alongside drawings—including architectural ones, which are discussed at length—or drawings alongside poems He also looks at pieces of paper on which

(continued on extra sheet) (complete on one additional page if needed)

GRANT REQUESTED FOR (check all that apply)

- ☐ writing
- ☐ research
- ☐ editing
- ☐ printing and binding
- ☐ indexing
- ☐ photography
- ☒ illustration
- ☒ design
- ☐ other

BOOK PLAN AS KNOWN

Author(s) Leonard Barkan

Contributors

Editor Hanne Winarsky Designer Tracy Baldwin

Publisher (include letter of commitment) Princeton University Press

Format (pages, trim size, binding) 352 pages, 8" x 10", cloth binding

Illustration data 204 images; we hope to reproduce as many of them as we can in color

Estimated preparatory cost (editing, design, composition, separations, etc) $41,000

Estimated printing and binding cost $37,000 Number of copies 5,000

Anticipated press date 6/18/10

Intended date of publication 10/8/2010 Proposed list price $49.50

TOTAL PROJECT COST $78,000 GRANT AMOUNT REQUESTED $9,500 letters and memos were initially written, and on which Michelangelo later sketched or produced finished works, and vice versa. By reading these juxtapositions of image and text, Professor Barkan argues, we emerge with an entirely new sense of Michelangelo as an artist, his interior creative life, the life he lived, and the career he conducted with pupils, assistants, and patrons.

THE PAUL
KLEBNIKOV
FUND

ENTERED 2010 115

August 5, 2010

Mr. Peter W. Davidson
Chairman
The J.M. Kaplan Fund
261 Madison Avenue
19th Floor
New York, NY 10016

Dear Mr. Davidson,

On behalf of the Paul Klebnikov Fund, an activity of The Train Foundation, I have the pleasure of acknowledging the receipt of your July 28, 2010 donation of $10,000. The Trustees share your interest in the Paul Klebnikov Fund, which will continue the important work of promoting a free press in a new and emerging democracy that Paul fought so hard for, despite the dangers.

The Paul Klebnikov Fund upholds the growth of civil society in Russia by supporting journalistic integrity, the rule of law, and the preservation of its cultural heritage. It makes awards to persons who exemplify Paul's vision of journalism as a force for civic betterment in Russia. In a tribute, Secretary of State Colin Powell described Paul's vision, saying, "He bravely sought, through the power of the press, to improve the lives of all Russians." Because of you and your support, Paul's hopes for a better Russia will be fulfilled.

Under Section 501(c)(3) of the Internal Revenue Code The Train Foundation is exempt from federal income tax. Your gift is deductible for federal income tax purposes to the extent provided by law.

Please accept our warmest thanks and best wishes.

Sincerely,

Emily Grand

Emily Grand
Administrator

cc: Musa T. Klebnikov; Peter G. Klebnikov

In connection with Section 170(f)(8) of the Internal Revenue Service code, we confirm that The Train Foundation, EIN# 13-3391238, did not provide any goods or services in consideration, in whole or part, for any of the above-listed contribution.

Representation of Supporting Organization Status

The Saint-Gaudens Memorial hereby represents that it qualifies as a public charity because it is a supporting organization as defined by §509(a)(3).

1) The organization supports:

Saint-Gaudens National Historic Site

Name of Supported Organization(s)

2) The organization represents that its supporting organization Type is:

________	Type I	"Operated, supervised, or controlled by" one or more publicly supported organizations – a majority of the governing board is elected or appointed by the supported organizations(s)
________	Type II	"Supervised or controlled in connection with" one or more publicly supported organizations – a majority of the governing board consists of individuals who also serve on the governing board of the supported organization(s)
✓	Type III	"Operated in connection with" one or more publicly supported organizations – not a Type I or Type II

3) Describe the process by which your governing board is appointed and elected.

Attach Articles of Incorporation, Bylaw, or other documents which detail the process. Please highlight the article(s) or section(s) of the material that describes the process.

If the organization is a Type I or Type II supporting organization, skip section 4 and go to the signature section below.

If the organization is a Type III supporting organization, complete section 4.

4) Type III supporting organizations are either functionally integrated or NOT functionally integrated with the organization(s) they support.

a. As a Type III supporting organization, the organization represents that it is

✓ functionally integrated with one or more supported organizations.

or

______ not functionally integrated with one or more supported organizations.

If not functionally integrated, skip remainder of section 4. If functionally integrated, complete the rest of section 4.

b. If the organization represents that it is functionally integrated, identify the one or more supported organizations with which it is functionally integrated:

Saint-Gaudens National Historic Site

c. If the organization represents that it is functionally integrated, it must provide one of the following documents. Please indicate which of the following is attached.

_________ A written representation signed by an officer, director or trustee of each of the supported organizations with which the grantee represents that it is functionally integrated describing the activities of the grantee and confirming that but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself. Such written representation must meet the requirements outlined in Section 3 of IRS Notice 2006-109.

or

✓ A reasoned opinion of counsel representing the organization concluding that the grantee is a functionally integrated Type III supporting organization.

The Saint-Gaudens Memorial

By: [signature]
Signature

Gardiner Hemmel Jr.
Printed Name

Treasurer
Title or Corporate Office Held

Date: 10-15-10

Deloitte.

Deloitte & Touche USA LLP
Suite 500
555 12th Street N W
Washington, DC 20004-1207
USA

Tel +1 202 879 5600
Fax +1 202 879 5353
www deloitte com

September 19, 2007

Mr. Byron Bell
President
Saint-Gaudens Memorial
17 East 47th Street
New York, NY 10017

Re: *Saint-Gaudens Memorial Status as a Functionally Integrated Type III Supporting Organization*

Dear Mr. Bell:

Deloitte Tax LLP has reviewed the relationship between Saint-Gaudens Memorial ("SGM") and the National Park Service. Based on our review, we have concluded that SGM is a "functionally integrated" Type III supporting organization for federal income tax purposes.

The Pension Protection Act of 2006 ("the Act") included several changes to the Internal Revenue Code One provision amended IRC § 4945[1] to require private foundations to exercise expenditure responsibility over grants made to Type III supporting organizations which are not functionally integrated. If the grantor foundation does not exercise expenditure responsibility, the grant will be considered a "taxable expenditure" subject to the excise tax. Because of this provision, many private foundations have been reluctant to make grants to any "supporting organizations."

In response to this problem, the IRS published Notice 2006-109 which states that until further guidance is published (e.g. regulations), a private foundation may rely on a supporting organization's written representation that it is a functionally integrated Type III supporting organization provided that the representation:

- identifies the supported organization(s) by name,
- includes copies of the supporting organization's organizing documents that support its representation, and
- includes a signed statement from the supported organization confirming that "but for the involvement of the grantee engaging in activities to perform the functions of, or to carry out the purposes of, the supported organization, the supported organization would normally be engaged in those activities itself."

[1] IRC § 4945 imposes an excise tax on private foundations for "taxable expenditures" made by the organization.

As an alternative to relying on the written representation and other documentation outlined above, Notice 2006-109 provides that a private foundation may instead "rely on a reasoned written opinion of counsel" (e.g. Deloitte & Touche) that an organization is a functionally integrated Type III supporting organization.

Status as a Functionally Integrated Type III Supporting Organization

IRC § 509(a) states that all organizations exempt from federal income tax under IRC § 501(c)(3) are private foundations unless they meet one of the exclusions from private foundation status provided in IRC § 509(a)(1)-(4).

The IRS has already recognized that SGM is not a private foundation because it is a supporting organization that operates to support the National Park Service. In general, Type III supporting organizations are considered operated in connection with one or more publicly supported organizations provided that the supporting organization is responsive to the "needs or demands" of the supported organization.[2]

A "functionally integrated" Type III supporting organization is defined in IRC §§ 509(a)(3)(B)(iii) and 4943(j)(5)(B) as an organization that is not required, under regulations ***to be adopted*** by the Secretary, to make payments to the organization(s) it supports because the activities of the supporting organization are sufficiently "related to performing the functions of, or carrying out the purposes of, such supported organizations."[3] Until regulations are issued providing guidance as to when an organization is functionally integrated, we believe that supporting organizations may look to the "functionally related business" rules referenced in IRC § 4943 (excess business holdings provision).

Functionally related business: The excess business holdings rules in IRC § 4943 prohibit ownership interests in certain business enterprises. A business enterprise is defined in IRC § 4943(d)(3) in the negative and does ***not*** include "a ***functionally related business*** (as defined in section 4942(j)(4)) [emphasis added]."[4] Thus, a private foundation may own a "functionally related" business without being penalized.

A "functionally related" business is defined in IRC § 4942(j)(4) as "A trade or business which is not an unrelated trade or business (as defined in section 513), or an activity which is carried on within a larger aggregate of similar activities or within a larger complex of endeavors which is related (aside from the need of the organization for income or funds or the use it makes of the profits derived) to the exempt purposes of the organization."

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[2] IRC §§ 509(a)(3)(B)(iii) and 509(f)(1)(A). The responsiveness requirement was added as part of the Pension Protection Act of 2006 ("the Act"). The provisions of the Act also state that Type III supporting organizations cannot support a foreign organization *See* IRC § 509(f)(1)(B).

[3] IRC § 4943(f)(5)(B) By default, a supporting organization that is not functionally integrated is one that does not perform activities sufficiently related to the supported organization(s) exempt purpose, and thus would be required to make direct payments to the supported organization of substantially all of its income

[4] IRC § 4943(d)(3) emphasis added. *See also* Treas. Reg. § 53.4943-10(b) which excludes from the definition of "business enterprise" "a functionally related business as defined in section 4942(j)" and cross-references Treas Reg § 53 4942(a)-2(c)(3)(iii).

The Regulations under IRC § 4942 contain the following example of a functionally related business:

> "X, a private foundation, maintains a community of historic value which is open to the general public. For the convenience of the public, X, through a wholly owned, separately incorporated, taxable entity, maintains a restaurant and hotel in such community. Such facilities are within the larger aggregate of activities which makes available for public enjoyment the various buildings of historic interest and which is related to X's exempt purpose. Thus, the operation of the restaurant and hotel under such circumstances constitutes a functionally related business."[5]

Based on the previously cited authority and our review of the information provided, it appears that SGM's activities would be considered a "functionally related business" operated in conjunction with the National Park Service. It is apparent from the facts that SGM is committed to partnering with the National Park Service to preserve, protect and interpret the cultural resources at the Saint-Gaudens National Historic Site in Cornish, New Hampshire. To this end, SGM:

- sponsors educational and artistic programs at the National Historic Site;
- provides advice and architectural, technical and curatorial expertise to help guide the development that will enhance visitor's experience while maintaining the National Historic Site's special character and designation as a living memorial to Augustus Saint-Gaudens;
- supports the National Historic Site with managerial, financial and other resources to facilitate special projects;
- authorizes and commissions purchases and castings of Augustus Saint-Gaudens' works which are then donated to the National Park Service to be used in the operation of the National Historic Site.

In other words, but for the activities carried on by SGM, the National Park Service would ordinarily be engaged in similar activities itself, subject to the availability of financial resources.

This conclusion is strengthened by the Cooperative Agreement that SGM entered into with the National Park Service and by SGM's charter. The Cooperative Agreement states that the National Park Service is authorized to enter into such an agreement to "achieve more effectively its purpose," which is to preserve, interpret and manage the National Historic Site dedicated to the life and work of Augustus Saint-Gaudens and to maintain the living memorial at his homestead in New Hampshire. To that end, the National Park Service entered into the Cooperative Agreement to "cooperate with [SGM] ... in the presentation of art expositions and festivals and other appropriate events that are traditional to the Park." Further, SGM's purpose, as mandated by legislation specifically enacted by the State of New Hampshire for the incorporation

[5] Treas Reg § 53 4942(a)-2(c)(3)(iii)(b) *Example 1*

> of SGM, is "to maintain a permanent memorial to the late Augustus Saint-Gaudens on the site of his homestead estate in Cornish, New Hampshire; (to collect, preserve, and there exhibit free to the public, at suitable and reasonable periods as may be determined by the trustees, a collection as complete as possible of originals and replicas of works of Augustus Saint-Gaudens."
>
> In our view, these facts clearly establish that SGM is operated to carry out activities within the mission of the National Park Service and that would otherwise ordinarily be carried out by the National Park Service but for the support of SGM.

This letter may be provided to private foundation grantors and used for purposes of complying with the interim guidance provided in IRS Notice 2006-109 ("Interim Guidance Regarding Supporting Organizations and Donor Advised Funds").

If you have any questions, or should any donor wish to speak with us concerning this letter, please feel free to call Randall Snowling at (202) 879-4967.

Sincerely,

Deloitte Tax LLP

Deloitte Tax LLP

By: Randall A. Snowling
Principal

Cc: Gardiner Hempel, Deloitte Tax LLP

THE AUGUSTUS SAINT-GAUDENS MEMORIAL

CORNISH, NEW HAMPSHIRE

RECEIVED

ENTERED 2010 204.

October 25, 2010

Mr. Peter W. Davidson, Chair
The J.M. Kaplan Fund
261 Madison Avenue
19th Floor
New York, NY 10016

Dear Mr. Davidson:

Thank you! We have received and deposited the check for $10,000 from The J.M. Kaplan Fund for 2010 for general operating support.

May I convey the gratitude for the very generous and long-standing support that The Fund has provided the Memorial in its efforts to support new and ongoing programs at the National Historic Site in Cornish, New Hampshire and to promote awareness and appreciation of the work of Augustus Saint-Gaudens.

Sincerely,

Lisa D. Niven
Executive Director

cc: Mary Kaplan

34 SOUTH HIGHLAND AVENUE OSSINING, NY 10562 (914) 944-1608 SGMEMORIAL@AOL COM

THE AUGUSTUS SAINT-GAUDENS MEMORIAL

CORNISH, NEW HAMPSHIRE

October 15, 2010

Mr. Peter W. Davidson
Chair
The J.M. Kaplan Fund
261 Madison Avenue
19th Floor
New York, NY 10016

Dear Mr. Davidson:

Thank you for your letter of October 5th. I have filled out the form, "Representation of Supporting Organization Status," to be signed by our Treasurer Gardiner Hempel, and have enclosed: 1) a copy of our By-laws; and 2) a copy of a letter from Deloitte & Touche USA, stating their opinion that the Saint-Gaudens Memorial is a functionally integrated Type III supporting organization.

If there is anything further that you require, please let me know.

Many thanks.

Sincerely,

Lisa D. Niven
Executive Director

Enclosures

34 SOUTH HIGHLAND AVENUE OSSINING, NY 10562 (914) 944-1608 SGMEMORIAL@AOL COM

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone 212 767 0630 Fax 212 767 0639

28 June 2010

The Hon. John Train
Founder and Chairman
Train Foundation
6 West 48th Street, 10th Floor
New York, NY 10036

Dear Mr. Train:

The Trustees of The J.M. Kaplan Fund ("Kaplan Fund") are pleased to inform you that a grant of $10,000 to Train Foundation has been approved to support the projects of The Paul Klebnikov Fund.

The grant must be used specifically for the designated purpose(s) by June 30, 2011. You must submit a written request to us in advance if you wish to change the purpose of the grant or if the funds are not expended within the next 12 months.

Because you are not currently recognized by the Internal Revenue service as a public charity as described in sections 501(c)(3) and 509(a)(1) of the Internal revenue Code of 1986 as amended (the "Code"), all grant funds must be kept segregated continuously in a separate fund dedicated to the purposes of the grant, and no part of this grant may be used for your general support or general purposes. This grant is an "expenditure responsibility" grant within the meaning of section 4945(h) of the Code. Thus, Kaplan Fund must (i) see that the grant is spent solely for the purposes for which made; (ii) obtain full and complete reports from you on how the funds are spent; and (iii) make full and detailed reports with respect to such expenditures to the Internal Revenue Service. By accepting this grant, you agree to cooperate fully with Kaplan Fund to assure that Kaplan Fund is able to satisfy all of the requirements of an "expenditure responsibility" grant in accordance with section 4945(h) of the Code and the regulations thereunder.

The grant funds may not be used (whether in the United States or elsewhere in the world) for any of the following purposes: to attempt to influence legislation or the outcome of any specific public elections: to carry on, directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations, which do not comply with the U.S. tax laws; or undertake any activities for a non-charitable purpose.

Under the applicable laws of the United States, all grants funds must be expended for charitable, scientific, literary, or educational purposes as defined under Internal Revenue Code 501(c)(3). Consistent with the U.S. law, this proposed grant would be made to enable Train Foundation to further its charitable and educational activities. This proposed grant is only for the purposes stated in this letter, and the proposed grant funds as well as any interest earned thereon may not be expended for any other purpose without the Kaplan Fund's prior approval in writing. It is understood that the funds would be used substantially in accordance with the approved budget. Any funds not expended or committed for the purposes of the grant within the period stated above or a reasonable period thereafter, must be returned to the Kaplan Fund.

The Train Foundation agrees to provide annual narrative and financial reports on the use of grant funds to the Kaplan Fund and a final report upon completion of the grant period. Each report should include a narrative account of what was accomplished by the expenditure of funds (including a description of progress made towards achieving the goals of the grant), a detailed financial statement, and copies of any publications resulting from the grant. The financial statement should be attested by the chief financial officer of Train Foundation or its independent auditors, and should reflect the categories stipulated in the enclosed approved budget.

The proposed grant funds may be co-mingled with other funds for temporary investment and alternative purposes, but they must be shown separately on your books and records for the ease of reference and verification. Your books and records are to be made available for the Kaplan Fund's inspection at reasonable times.

You are required to provide the Kaplan Fund with immediate written notification of: (1) any changes in your organization's tax-exempt status; (2) your inability to expend the grant for the purposes described in the grant award letter; or (3) any expenditure from this grant made for any purpose other than those for which the grant was intended.

The foregoing conditions are intended to assist the Kaplan Fund in complying with the U.S. laws to make reasonable efforts and establish adequate procedures to see that proposed grant funds are spent solely for the purpose for which they were granted, and to obtain full and complete reports on how grant funds have been expended. Changes in U.S. laws, or in regulations interpreting them, may require the Kaplan Fund to ask that more detailed reports be submitted or that other steps be taken. The Kaplan Fund will promptly inform you of any such changes. You agree to comply with any such requests.

The Kaplan Fund will include information on this grant in its periodic reports filed with the U.S. tax authorities and made available for public inspection as required by U.S. law.

If this letter correctly sets forth your understanding of the arrangements made regarding this grant, please countersign as indicated and return to me the enclosed copy of this letter.

The Kaplan Fund will make the grant funds available upon receipt of this letter signed by an appropriate official of the Train Foundation.

On behalf of the Kaplan Fund, my best wishes to you for success in your worthy endeavors.

Very truly yours,

Peter W. Davidson
Chairman

Enclosure
Ref: #2010-115

ACCEPTED AND AGREED TO:

Train Foundation

John Train
President (Print)

J Train
President (Signature)

cc: Musa Klebnikov, Executive Director, The Paul Klebnikov Fund

Affidavit of
BLOOM Association
That Does Not Have Section 501(C)(3) Determination Letter from The U.S. Internal Revenue Service

Under the laws of the United States, The J.M Kaplan Fund can make a grant to an organization if it meets the following criteria

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual,
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation,
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students

To assist The J M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below, (2) attest to the answers by signing the bottom of the final page, and (3) attach any of the following documentation that applies to your organization ***translated into English***

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by Claire NOUVIAN, President and Founder
(Identify statute, charter, etc)

in 2005 (Year) in France (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[ ] charitable
[ ] religious
[x] scientific
[x] literary
[x] education
[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

From 2005, "The Deep" (book translated in 11 languages, and worldwide exhibition. over one million visitors since 2007 - all ongoing), educational programmes ("Generation ocean", marionnette show "The shark squad", drawing competition about deep-sea animals in schools "2000 metres sous la mer"); conferences, studies, scientific workshops, advisory documents for decision makers, political consultancy, general deep-sea public campaign with video and website...

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ____X

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ____X

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ________ X

If yes, please explain the nature and extent of such activities.

7 Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ________ X

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8 Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ________ X

If yes, please list the names of such shareholders or members and the nature of their interest

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

President of BLOOM : Claire Nouvian____________________

Director of BLOOM : Claire Girard____________________

Board of Directors: Djamel Agaoua and Flavien Kulawik____________________

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ______X

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes _____X No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12 If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following

[A] gifts, grants and contributions received,

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed,

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes, and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function

13 If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C B. 158, and as implemented in Rev. Proc 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: 31 December 2010
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: 22 September 2010

BLOOM Association

By: Claire NOUVIAN

Title: President

(Seal)

GMBA SELECO
5, rue Lespagnol - 75020 PARIS
S.A. Capital 75 812,90 Euros
Siret 512 003 690 00086
Tél.: 01 44 93 10 30 - Fax 01 44 93 10 39
Membre Baker Tilly France

Attest: ________

BLOOM ASSOCIATION

STATUTES

(Amended upon the occasion of the General Assembly of 1 September 2009)

PREAMBLE

The BLOOM Association was established March 9, 2005, with the aim of protecting the environment through various activities: literary publications, communications operations, organization of events, exhibitions and conferences, film projections, awareness campaigns and education of the general public and and policy makers concerning the challenges of environmental protection.

In order to fulfil its primary aim, the association may need to promote the work of contemporary artists through the publication of books of artwork, catalogues, or other means of diffusion of artistic educational content such as CD-ROMs, posters, postcards, etc.

Article 1: Denomination

The name is "BLOOM Association".

Article 2: Registered headquarters

The headquarters of the association is situated at 12 Rue Hippolyte Lebas Paris 9th, in France.

It can be transferred to any other location upon decision of the Board.

Article 3: Purpose

The association's objectives are:

- Firstly, the implementation of operations for the protection of the environment through a process of education and popularization of environmental issues among the general public;

- Secondly, to conduct awareness campaigns and education of the public and policy makers concerning the challenges of environmental protection;

- Generally, to carry out any operation related or incidental to its principal objectives.

Article 4: Members

The association is made up of honorary members and associate members

4-1 Honorary Members

The following possess the status of honorary members:

The founding members and first signatories of the Statute, namely:

- NOUVIAN Claire, French citizen, born March 19, 1974, residing at 12 rue Hippolyte Lebas, 75009 Paris
- Denis Berger, French citizen, born October 27, 1949, residing at Moulin de Crochet, 86320 Civaux
- Peter NAIM, Lebanese citizen, born May 2, 1950, residing 39a, Bd des Moulins, Monaco

Members having a role of "Bloom Advisors" as defined in Article 8-2 hereof.

Honorary members are ex officio members of the General Assembly.

They are exempted from payment of dues that may be instituted by the rules of procedure explained in Article 13 below.

4-2 Associate Members

Those possessing the status of associate members are the "Ocean Ambassadors" concerned in Article 8-1 below, and persons or entities having filed their application with the Board and having been approved by the latter.

They participate in General Meetings in the manner determined in Article 10 below.

They may be required to pay an annual fee in the manner determined by the Rules specified in Article 13 below.

The "Ocean Ambassadors" are exempt from paying this fee.

Article 5: Removal

Membership is ended by:

- Death
- Resignation
- Expulsion by the Board due to serious motives or non-payment of annual dues.

Prior to cancellation, the person will be invited to submit their explanation to the Board.

Article 6: Methods and Resources

To achieve its purpose, as defined in Article 3 above, the association implements and uses the methods and resources below.

6-1 Methods of action

To carry out the objectives specified in its social aim, the association may, in particular, acquire, transfer and manage any illustrations as part of a project to develop a literary work, acquire, transfer and manage video rights within the context of conferences or exhibitions, publish any work involving literary texts and iconography, carry out any communication about literary works combining text and images (for example: organizing exhibitions, conducting publicity operations such as disribution of promotional brochures), the distribution of any literary work combining text and illustrations either in person or through distribution contracts, the output of any show or event combining text, illustrations, live representation in person or through partnerships.

It can also organize any communications operation targetting the public around the objectives defined above, specifically through the distribution of products such as postcards, magnets, bookmarks, T-shirts etc..

It may, in general, enter into any partnership agreement that might help to achieve its goals.

6-2 Resources

The resources of the association consist of:

- Contributions made by its members, possibly determined by the Rules of the association;
- Government subsidies;
- Patronage or sponsorship resources;
- Personal donations;
- Funds derived from the sale of products and the implementation of services in the course of its activity as defined in Article 6-1 above;
- In general, any resource authorized by the regulations in force.

Article 7: The Board

The association is managed by a Board

7-1 Composition

The Board is composed of a minimum of two members and a maximum of five members, elected for three years by the General Assembly.

Are eligible to the Board honorary members and associate members having been members of the association for at least three years.

Should vacancies arise, particularly as a result of the resignation, death, expulsion or ongoing incapacity of one of its members, the Board designate a replacement from among the persons referred to in paragraph 2 above, for the remaining term of office of the member whose seat became vacant

7-2 Functions

The Board is vested with extensive powers to carry out and authorize all acts within the framework of the corporate purpose, subject to the powers expressly attributed to another member of the association herein

7-3 Meetings and decisions

The Board shall meet at any place, upon convocation by the President.

The notice shall specify the agenda and is sent by email or post at least three days before the date of the meeting.

The Board's deliberations shall be valid without quorum. However, the presence of the President or his representative is required

Each member may delegate power to another member, the number of powers being limited to two.

The Board's decisions are taken by majority of members present or represented, the Chairman having the deciding vote in case of a tie

Article 8: Ocean Ambassadors and Bloom Advisors

8-1 Ocean Ambassadors

The Board may appoint "Ocean Ambassadors", chosen in consideration of their interest areas within the objectives of the association.

Their role is to promote BLOOM's image and actions, and also to relay the association's pedagogical message to various sectors of the public.

The exact rules relating to the obtention of this role and its contents will be specified in the internal regulations. Ocean Ambassadors are exempted from payment of dues for the duration of their functions.

The "Ocean Ambassadors" automatically become full members of the association throughout their term of office.

8-2 Bloom Advisors

The Board may designate "Bloom Advisors", chosen in consideration of their fields of interest within the objectives of the association and of their specific expertise in areas related to development of the association. The role of Bloom Advisors integrates the function of Ocean Ambassador, but also includes a role in the association's internal projects, in order to support its development. Advisors are regularly contacted by members of the Board on strategic issues concerning the development of the association The internal regulations of the association describe in more detail the role of Bloom Advisors, its obtention, duration, composition, etc.

Bloom Advisors automatically become honorary members of the association throughout their term of office.

Article 9: President

The association is led by a president.

9-1 Designation

The President is elected for three years by the Board from among its members

9-2 Functions

The President convenes and chairs meetings of the Board and the General Assembly and defines the agenda

He directs the staff of the association and makes appointments and dismissals.

The President represents the association in court and in all acts of civil life

To this end, he adheres to all commitments, signs all contracts and settles all payments without limitation on the amount.

He is, therefore, invested with the bank signature.

The President may freely delegate this signature, for the exercise of certain powers, to another member or employee of the association.

This delegation may, in particular, concern the bank signature.

Article 10: General Assembly

10-1 Composition

The General Assembly includes a minimum of three members and a maximum of thirty-one members.

It comprises.

a / the honorary members referred to in Section 4-1 above;

b / the representatives of associate members referred to in Article 4-2 above, whose number is determined by the Board. These members are elected for three years by the associate members among themselves, from a list of candidates approved by the Board.

The number of candidates on this list should equal at least double the number of vacancies.

The candidates who obtain the greatest number of votes are elected, until all the available seats are filled

10-2 Powers

The General Assembly is responsible for

- Designating the officers of the Board;
- Adopting the annual accounts, deciding on the allocation of funds, approving the moral and financial reports,
- Deciding on the amendment of the statutes and on the dissolution of the association, under the conditions specified in Articles 11 and 12 below

10-3 Meetings and decisions

The General Assembly shall meet in any place, upon convocation by the President.

The notice shall specify the agenda and is sent by email or post at least five days before the date of the meeting

The Assembly's deliberations are valid without quorum, the presence of the President or his representative is required, however.

Each member may delegate power to another member, the number of powers being limited to two.

The decisions of the General Assembly are taken by majority of members present or represented, the Chairman having the deciding vote in case of a tie.

Article 11: Amendment of articles

These statutes can be amended only upon decision by the General Assembly, convened specifically for this purpose by the President

The Assembly then discusses the conditions defined in Article 10-3 above

However, in exception to the provisions of that section, the majority required for amending statutes, the majority required is two thirds of members present or represented.

Article 12: Dissolution

The dissolution of the association may be decided by a decision of the General Assembly convened specifically for that purpose by the President.

It then deliberates the conditions defined in Article 10-3 above

However, in exception to the provisions of the said article, the majority required for amending statutes, the majority required is two thirds of members present or represented.

The decision of the General Assembly appoints one or more liquidators

If necessary, the assets are disposed of in accordance with Article 9 of the Act of 1 July and the decree of August 16, 1901.

Article 13: Internal Regulations

The Board shall adopt rules of procedure specifying the provisions hereof

Madam the President Claire Nouvian

BLOOM DEEP-SEA FISHERIES STRATEGY

BLOOM PROPOSAL TO THE J.M. KAPLAN FUND
March 10th, 2010

Protecting the deep ocean is BLOOM's priority action

ABOUT BLOOM

Created in France in 2005 by Claire Nouvian, BLOOM is a non-profit organization dedicated to marine conservation which has registered charitable statuses in France as well as Hong Kong since 2009. Our principal focuses are those issues that need attention urgently: the **protection of vulnerable species and habitats** and the **promotion of sustainable fisheries**. We approach these issues across the following axes of action: **education and awareness, advocacy, independent research, campaigning** and where needed**, legal actions.**

BLOOM does not claim to be able to change the world or to embrace all worthwhile causes. On the contrary, we have decided to concentrate our efforts around concrete objectives, the three urgencies described here·

1 Put an end to destructive fishing practices and to the unsustainable management of fish stocks
⇨ **Protect the deep sea**

2 Save vulnerable species from extinction
⇨ **Save the sharks and deep-sea species**

3. Save small-scale fisheries from "extinction"
⇨ **Promote sustainable and humane fishing practices**

OUR VISION

We strive to **give a voice to the voiceless**· the oceans, the marine fauna and the future generations who are the silent victims of irresponsible practices today. We aspire to ensuring a future for humanity, food for our children and jobs for fishermen.

OUR MISSION

We seek to:

- Develop a virtuous and sustainable balance between man and marine resources;
- Create a profound and lasting change in individual and collective action;
- Defy fatality and prove that mobilization can turn around the current environmental and human tragedy;
- Ensure that the oceans are on top of the public agenda. (Marine conservation is the least well-funded philanthropic activity.)

OUR VALUES

We uphold the following to achieve long-lasting, measurable impact:

- Scientific rigor;
- Effective research with tangible results;
- The promotion of virtuous cycles: from knowledge to awareness to action;
- Co-operation and federation of talents;
- Placing strategy at the heart of conservation projects, taking a two-pronged approach: long and short-term, and aligning local with global practices and initiatives.

THE PROBLEM: SPOTLIGHT ON THE DEEP SEA

Introduction

Deep-sea fisheries on the high seas represent 250,000 tonnes of landings (FAO, 2006) or, in other words, 0.3% of the total marine catch worldwide. The value of the high seas bottom catch was estimated at approximately US$450 million for the same year. Only 285 vessels flying the flag of ten nations[1], of which over one third are from European Union countries[2], engage in this activity. Unanimously recognized as extremely destructive – 80% of captures are obtained with deep-sea trawlers that raze the seafloor – deep-sea bottom fisheries are, until proven otherwise, entirely unsustainable due to the extreme vulnerability of deep-sea animals and the very low resilience of deep-sea ecosystems. The international conventions that govern high seas fisheries demand that the principles of sustainability and environmental protection be adhered to in the management of fisheries[3] and that all destructive fishing practices be eliminated by 2012[4]. All nations, without exception, are in breach of law.
In France, deep-sea fisheries catches represent scarcely 3% of landings and fewer than ten vessels are engaged in deep-sea fishing (some only on a part time basis). France is a key country on the path to eliminating unsustainable, destructive deep-sea fisheries, as France is allocated roughly 80% of EU deep-sea quotas. If turned around, France could tip the rest of the EU and change the UN dynamics in 2011 when the implementation of deep-sea fishing regulations fishing is reviewed.

Historical context

- **The 1st trawling revolution**

Trawling first appeared in the 14th century (in France in 1370) and was immediately recognized as a destructive fishing gear. In 1376, only six years after its introduction, pot fishermen sent a petition to King Edward III because this new fishing practice[5] had already brought about a decline of fish populations, but trawling was not banned.

- **The 2nd trawling revolution**

The invention of steam engine caused the trawling fleet to explode in size. In England, there were 130 trawlers in 1840; by 1860 there were more than 800. Thousands of fishermen (line, net, pot) were opposed to trawling, causing public riots in England and in Ireland. A royal commission was appointed in 1863, but in the absence of any proper marine or fisheries science, incorrect conclusions were drawn: the destructive efficacy of the fishing practice was misunderstood and relegated to mere detail in comparison to the impressive contribution made by trawling to the volume of fish landed on the English market. Conclusions overlooked the destruction of habitats, juveniles and the substrate as well as problems of bycatch. Total freedom for fishing was declared, therefore instating a "laissez-faire" approach. The window for the preservation of the worlds' oceans was thus missed.

- **The 3rd trawling revolution[6]**

Exploratory deep-sea trawling started at the end of the 1960s and industrial deep-sea fisheries were developed at the end of 1970s - beginning of the 1980s, at a moment when the great depths of the oceans

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[1] 80% of the fishing activity is concentrated amongst ten nations in the following order: Spain, Korea, New Zealand, the Russian Federation, Australia, Japan, France, Portugal, Belize, and Estonia, (FAO Report, 2006)
[2] The European Union operates 103 ships, of which Spain owns 60
[3] See the 1992 Convention on Biological Diversity and the 1995 UN Straddling Fish Stocks Agreement.
[4] See the FAO 1995 Code of Conduct for Responsible Fisheries, the 1999 Rome Declaration, Biodiversity Target for 2010 set at the 2001 EU Summit in Gothenburg and 2002 Johannesburg Declaration
[5] Source *Une Mer Sans Poissons (Trans: A sea without fish)*, Philippe Cury and Yves Miserey, Calmann-Lévy 2008
[6] The three revolutions are highlighted by Professor Callum Roberts in his book *The Unnatural History of the Sea*, Island Press, 2007

as well as the resources found there were still largely unknown to science, let alone the public. It was also a moment when governmental aid allocated to the construction of new vessels was abundant. The "boom and bust" depletion pattern of deep-sea fisheries and the evidence of unprecedented devastating ecological impacts inflicted on ecosystems have since highlighted that deep-sea fishing is inherently unsustainable. The "third revolution" of trawling (the emergence of deep-sea fisheries) is the last and most recent redeployment phase of fishing vessels into new fishing grounds. It is in some ways the third and greatest failure to embrace the window of opportunity to avoid the systematic and global destruction of underwater habitats. This time, trawling is affecting the last pristine wilderness in the ocean, and for that matter, of the planet: After shallow waters, it is now the turn of the deep sea, a much more vulnerable habitat still, to be reduced into vast plains of bulldozed rubbles. Deep-sea bottom trawling constitutes an "environmental odious debt" for any government engaged in it. An odious debt, as legal theorist Alexander Sack first pointed out, serves to fund actions that go against the public interest. It is contracted by a political regime and, as such, can and should be considered as the debt of a specific government and not as that of the nation as a whole. **Bottom trawling is a historic non-sense that we struggle to bring to an end, in a way that is inversely proportional to the mass of arguments that weigh against it.**

Legal context

The scientific community unanimously recognizes the practice of deep-sea bottom trawling as an ecological aberration. In 2004, 1136 eminent marine scientists from 69 countries signed a petition that was presented before the UN General Assembly calling for a moratorium on bottom trawling on the high seas. The moratorium was violently opposed by a few fishing nations, such as Japan and Iceland, but it resulted in the adoption of the UN resolution 59/25, which requests that all nations temporarily prohibit this destructive fishing practice (paragraph 66). The second UN resolution (61/105, voted in December 2006) established the principle of the reversal of the burden of proof (paragraphs 80-91) and rendered bottom trawling **an illegal fishing activity according to international law** unless specific steps were taken to prove that deep-sea fishing could be both sustainable and non-destructive. Only the fact that these fishing activities exist makes them **legal, but in no case is their existence legitimate.** To conclude the UN negotiations in 2009 that sought to review the implementation of resolution 61/105, a new framework resolution for deep-sea fisheries was voted by the UN General Assembly in December 2009, resolution 64/72. This reconfirms in their entirety the measures of resolution 61/105 and expresses in an unequivocal fashion that:

- An environmental impact assessment to prove that the activity is innocuous must be completed before fishing is pursued;
- Fishing for deep-sea stocks must be based on stock assessments (with regard to both targeted or bycatch species) that show fishing can be sustainable.

Given the impact of deep-sea fisheries on the environment, the very low productivity of the stocks and the absence of research programs to assess the stocks, resolution 64/72 can be understood as a request for the suspension of deep-sea fisheries on the high seas.

BLOOM and deep-sea fisheries

BLOOM's mission is to eliminate deep-sea fisheries by ensuring that international law is applied in order to avoid the perpetuation of this depredation of the common good of humanity for the benefit of but a few companies and individuals. In order to progress rapidly on this critical niche of 21st century marine conservation, our actions must, on the one hand, draw on the complex legal matrix which already exists around deep-sea fishing practices, and on the other hand, on the common sense of citizens.

Striving to protect the deep sea is a natural result of BLOOM's history and commitment to disseminate scientific knowledge. The fruit of a collaboration with an extensive network of over 350 international deep-sea biologists and oceanographers, Claire Nouvian's book *The Deep* was published in 2006 thanks to a substantial financial contribution by BLOOM. This first visual encyclopedia of the deep sea gathered stunning and exclusive deepwater images and science. BLOOM's support enabled the book to be sold at an affordable price, which has led to the publication of more than 150,000 copies worldwide. BLOOM then co-produced the traveling exhibition THE DEEP with the Paris Natural History Museum, which has since been on display in Le Havre, Geneva, Angola, Hong Kong and Taiwan and will tour Israel and China from 2010. With more than 600,000 visitors so far and a media impact estimated to have reached at least 136 million people during the first two years, through the exhibition and the book, and now its societal commitment on the public scene, BLOOM acts as a long-standing defender of deep-sea biodiversity and habitats.

Objectives

=> Eliminate destructive fishing methods in France, Europe and the rest of the world to safeguard the planet's largest reservoir of biodiversity: the deep sea.
=> Ensure that deep-sea fisheries are sustainable or put an end to them.
=> Ensure that legal provisions regulating the conduct of deep-sea fisheries are implemented and strictly followed (which would lead to the effective halt of a majority, if not all, deep-sea fishing).

BLOOM's program aims to act on:

1. Laws (national, European, international)
2. Distribution channels and retailers
3. The public (Consumption/Awareness)

Our objectives are achieved across four axes of action: **advocacy** – influence the creation and/or adoption of laws in the face of ecological urgency and influence a change in industry practices; **campaigning** – change the public's consumption habits and retailers' purchasing habits; raise **awareness and education** amongst the public, children and future decision-makers; produce **independent research** and where necessary, use **legal actions** as a means to reach results.

BLOOM's philosophy

BLOOM does not seek to grow substantially in size, either in terms of human resources or visibility. We seek results, not exposure. We do not aim to compete with large, international non-governmental organizations but rather closely collaborate with them. We aim to preserve the reactivity and efficiency that comes from being a smaller organization. We spare ourselves the communications and marketing problems and the management of a "big brand" which requires devoted personnel and funds. For BLOOM, being small is a strategy. It allows us to go under the (political) radar.

Likewise, our funders are collaborators with whom we are willing to work hand in hand in our quest for results. Previous investment has come from a small number of sponsors, both individuals and charitable foundations.

Certain actions described below are already either well underway or in progress: our advocacy work, the sustainability workshop and the legal work. These are either not funded yet (advocacy, workshop) or only partly funded (legal work). Our proposed activities all form a critical and strategic plan of action that reaches full efficacy when simultaneously implemented, as one action functions as a leverage or a useful pressure on the next.

1. ADVOCACY

1.1 INFLUENCING FRENCH MARITIME POLICY

- BLOOM is a member of the Deep Sea Conservation Coalition and its most active member in France. We have been encouraging the French government to ban deep-sea bottom trawling and have pushed deep-sea fisheries matters to the top of the governmental agenda.

- Claire Nouvian federated French NGOs working on marine conservation, creating the first "marine conservation" lobby in France. This alliance has proven to be extremely effective during the multi-stakeholder consultation the "Grenelle de la Mer" (March-July 2009) and its follow up implementation phase (ongoing). The NGO alliance continues to be successful in influencing decision-making.

1.2 DEEP-SEA FISHERIES COMMISSION
(August 2009 – April 2010)

- The Deep-Sea Fisheries Commission in France is a response to the NGO proposal to ban deep-sea bottom trawling during the "Grenelle de la Mer". The final arbitration in July failed to adopt the NGO proposal by the consensual, multi-stakeholder route because the minister of fisheries co-arbitrated the final negotiations with the minister of Ecology.
- The composition of the Commission follows the multi-stakeholder logic – i.e. its members comprise

elected politicians, fishermen representatives, employers & employees' representatives (unions), Government (Ministries of Ecology as well as Fisheries) and environmental NGOs.

- The task of the Commission "Pêches Profondes" is to reverse the "burden of proof" and as the Commission states in its mission's letter 'to establish that deep-sea fisheries can be sustainable on economic, ecological and social axes in order for the fisheries to be able to continue their activity'.

BLOOM's objectives:

⇨ At a minimum, neutralize the political bias of the Commission's president (a deputy from a coastal region acquired to the fishermen's cause and arguments).

⇨ At best, engage France in a phase-out plan of destructive fishing gear and the elimination of deep-sea bottom trawling.

⇨ Draft a suite of recommendations for France and Europe such as using UNGA fisheries negotiations' outcomes as the new benchmark for the management of DSF; Make a notable exception of the move-on rule for which a recommendation will be made to firmly reject its adoption altogether. On the contrary, the thresholds recommended by NAFO's scientific committee for the move-on rule should be retained to trigger the closure of the area and as upper limits of bycatch quotas which should lead to the annual cessation of the fishery. Recommendations will be made to suspend fishing in the deep sea until it has proven to be sustainable and innocuous to the environment, to follow CCAMLR as a model of science/fisheries collaboration and to close all DSF areas to bottom trawling etc.

After the DSF Commission finishes, BLOOM will continue to keep the pressure on the French government until at least the UN review process in 2011. We will keep working from the inside with ministers and officials and will send regular letters to alert the government, the public and the media on the stakes concerning the future of the 2010 European process. In that perspective and for maximum efficacy, we would be happy to align our effort with a European strategy shared with other DSCC members and to translate templates provided by PEW or the DSCC. We also suggest producing a few letters with all NGO logos to national governments to increase pressure and draw attention to landmark meetings and decisions.

1.3 RAISING THE PROFILE OF DSF AT THE E.U PARLIAMENT

- Working with E.U deputies to hold a half-day informative meeting on DSF at the E.U Parliament around May 2010.

1.4 SHAPING SCIENTIFIC ADVICE

- To ensure that the crucial question of the sustainability of deep-sea fisheries is addressed at appropriate ICES working groups that will inform the EU's decisions on deep-sea fisheries TACs and quotas between October and December 2010, BLOOM hopes to secure the presence of two deep-sea scientists at the following working groups: WG DEC in March 22-26 in Copenhagen; WGDEEP in April 7-13 in Copenhagen.

2. INDEPENDENT RESEARCH

BLOOM seeks to organize scientific consultations and/or analyses that will produce the scientific arguments likely to influence decision makers. The following research is to be conducted: the (un)sustainability of deep-sea fisheries, their adverse impact on the environment, their economical relevance and distribution (existing markets, distribution channels, value creation etc.).

2.1 DEEP-SEA SUSTAINABILITY WORKSHOP

Various legal processes (E.U and U.N) have resulted in requiring the fisheries industry to prove that deep-sea fishing operations can be conducted sustainably and with little environmental harm before the fisheries continue. This reversal of the burden of proof requires that an assessment of deep-sea fish stocks and an environmental impact assessment of fishing operations be done prior to fishing. It has thus become crucial that scientists with expertise on deep-sea fish biology provide expert advice on the status of deep-sea fish populations and habitat requirements, and assess, using the best available science, whether any of these populations can be sustainably and ecologically exploited and under what conditions. This question should be addressed from an ecosystem-based management perspective, which would require that habitat characteristics as well as fish population dynamics be considered simultaneously, thereby giving both the environment and the fish stocks equal consideration.

To this end, we would like to convene a workshop of biologists with expertise on deep-sea fish and habitats to review the available scientific information and to prepare a synthesis report that would be submitted to a peer-reviewed journal, and from which gray literature may also be extracted to inform policy makers.

OBJECTIVES

- Produce a clear, uncontested and unified scientific declaration on the sustainability of deep-sea fisheries from an ecosystem-based management point of view;
- Cover worldwide deep-sea fisheries (DSF) and convene international scientists with expertise on DSF and access to datasets.

The workshop would seek to:

- Compile the knowns and unknowns regarding population biology of deep-sea fish (early life history, biomass, abundance, fecundity, natural mortality, recruitment, age and growth, reproduction, habitat usage, trophic ecology etc.);
- Define and come to agreement regarding the characteristics of a sustainable fishery under EBM standards;
- Update catch effort calculations since Rowe et al's attempt in 1983 (that is, determine how large an area needs to be trawled in order to catch a certain number of fish);
- Determine the percentage of biomass that could be taken from DSF stocks to make fishing sustainable;
- Address the gaps about stock knowledge as well as question the standards set for stock assessments (can they ever be sufficient if only reconstructed from catch or landing data in the absence of independent scientific assessments?);
- Review the knowledge about the coupling of pelagic and benthic processes / productivity;
- Estimate the impact of DSF on deepwater habitats so far and calculate a damaged ratio according to the depth range of reference;
- Review and rank the impacts caused by various fishing gears on the seafloor (if possible within the scope of this workshop);
- List spatial closures as well as gear restrictions and review their effectiveness to protect deep-sea stocks and ecosystems.

OUTCOME

- A peer-reviewed publication (or more);
- Gray literature made available to decision-making entities in Europe, to UN member States and elsewhere if appropriate.

This workshop would allow the experts to contribute both published, unpublished and work-in–progress, providing as up to date a synthesis as possible.

VENUE

Possibly use the 12th Deep Sea Biology Symposium (Reykjavik, June 7-11 2010) as an opportunity to hold the event. Otherwise, there are various other meetings during which this workshop could be organized in order to benefit from the presence of deep-sea experts.

2.2 A SURVEY OF ENVIRONMENTAL DAMAGE

Synthesize all existing information on the environmental damage caused by deep-sea fisheries in EEZs and on the high seas.

To include the following:

- Calculate the number of seamounts visited by fishermen, and compare this global estimate with the number of seamounts that have been explored/surveyed by scientists;
- Estimate the impact made by trawlers in terms of geographic area relative to the percentage the depth range they are located at occupies in the global ocean (for example, depths comprised between 300 and 2000 meters only cover 8,2% of the global ocean, so expressing the percentage of impacted area relative to that depth zone only will emphasize the ecological emergency for protection better than if the figure relates to the global ocean, for unfishable depths greater than 2000 meters represent 83,2% of it);
- Map the protected deep-sea coral zones and zones where bottom trawling is banned and/or under discussion;
- Synthesize existing work that evaluates the resilience of deep-sea environments;
- Calculate & compare the speed of exploitation with the average speed of recovery of deep-sea ecosystems (soft bottom & hard substrate habitats as well as three-dimensional structures).

2.3 WORLDWIDE COMPREHENSIVE MARKET STUDY OF DEEP-SEA FISH AND FISH PRODUCTS

Produce a global market survey of deep-sea products in order to feed a campaign and know who to target for maximum efficacy towards the eradication of market demand for deep-sea fish.

Study to cover the following factors:

- Which countries are the principal consumers, importers and exporters;
- Which are the main traded species (both volume and sales figures);
- Deep-sea fisheries products' market share in terms of fresh and frozen goods + use of the products (human consumption, fishmeal...);
- Which retail distribution channels for deep-sea species (supermarkets, fishmongers...);
- Local authorities share in the purchase of these products (school, hospital and office canteens, retirement homes);
- Final consumption places (home, low-budget or high-end restaurants, canteens...);
- The distribution chains that have ceased to sell all or certain deep-sea products and their motivation for doing so.

=> Estimate for the study currently under discussion with MRAG in the UK.

2.4 A SOCIO-ECONOMIC STUDY IN FRANCE

(In collaboration with the Ministry of Ecology and Ministry of Fisheries and according to the outcome of the French DSF Commission.)

Produce an exhaustive socio-economic study of deep-sea fisheries in France (which the French Deep-sea Fisheries Commission will fail to deliver). Foreground the following elements:

- The percentage of deep-sea resources in landings made by vessels (as the fleet is multi-species and multi-depth);
- A reconstruction of the fisheries with landing data since deep-sea fisheries began (the data exist and can be gathered by combining different files);
- Compare these data with data from other fisheries;
- Number of full-time jobs at sea created by deep-sea fisheries in proportion to landings of deep-sea fish, (accompanied by a comparison with other fisheries);
- Vessels' fuel consumption (global consumption and bottom trawl vessels' consumption);
- The ratio of the amount of fuel used to number of fish landed;
- Sales figures;
- The total of subsidies paid per vessel and/or technology since deep-sea fisheries began;
- Vessels' profitability.

3. CAMPAIGNING

3.1 GENERAL PUBLIC DEEP-SEA PETITION

- BLOOM wants to use the success of the book and exhibition THE DEEP to initiate a vast public & celebrity petition in favour of the safeguard of the deep sea against destructive and unsustainable fishing.
- This petition would ideally be the fruit of a multi-NGO collaboration to reach the maximum amount of signatures.
- The petition will feed into the 2010 E.U TAC & Quota process as well as the 2011 UN review of compliance with the provisions of UNGA resolutions.
- Our aim would be to attain one million signatures to use the petition as leverage to ask for a referendum at the EU to initiate a legislative process to establish a new law against deep-sea bottom trawling.
- If we are to start the petition in 2010, we have time to force a legislative vote on destructive fishing gears to comply with the FAO's Rome Declaration to end the use of destructive fishing gears by 2012.

3.2 TARGET: RETAILERS, DISTRIBUTORS AND LOCAL AUTHORITIES IN FRANCE

According to the results of the market survey, elaborate a campaign that targets distributors and/or local authorities to incite those responsible for fish procurement policies to adopt sustainable and responsible procurement guidelines that ban purchasing vulnerable species and fish caught using destructive fishing methods. The campaign would probably target sharks as well as deep-sea species.

4. LEGAL ACTION

EXPLORING LEGAL MEANS TO BRING AN END TO DEEP-SEA BOTTOM TRAWLING (May 2009 – ongoing)

- BLOOM organized a strategic legal workshop with Matt Gianni which was held in January 2010 in Monaco to explore the potential for initiating litigation before international judicial bodies or procedures in relation to two issues: flag state non-compliance with international fisheries conservation and management measures, and the protection of deep-sea ecosystems and biodiversity from the harmful impacts of bottom fishing, in particular bottom trawling, on the high seas.
- Funding and support for the first workshop were secured by BLOOM from private individuals, the Albert I[st] Foundation, and the Prince Albert II of Monaco Foundation.
- Participants (lawyers, judges, experts) identified that there are two possible approaches to sue a nation for failing to implement provisions included in international law treaties that the nation is party to: before national courts or before international courts – the ICJ, ITLOS, or the ECJ.
- For every case brought to international courts, a nation has to sue another nation. This is a feasible option but it does imply substantial political lobbying efforts to convince a nation to follow this path.
- However, in national courts and at the ECJ, a group of interests or even individuals can become the plaintiff. As BLOOM cannot bring a case to national courts outside of France, the best option would be to file a claim against a nation before the European Commission. The Commission then decides whether or not to take the case to the ECJ. It is therefore the Commission that covers legal costs.

=> The next steps are:

1. Determine exact details of the procedure. This is underway with one of the workshop participants.
2. Identify a law firm that has both expertise in the Law of the Sea and maritime policy as well as a pro-bono program (or the will to work for free). Assembling the evidence would require time and effort and it must be done properly. Two lawyers who attended the workshop offered their services pro-bono but as they are US-based, they do not have extensive knowledge of E.U law.

CONTACTS

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ANNEX

These maps show that destroying fishable depths, which are also the most species rich of all depth layers, is not beyond possible and may happen sooner than anyone can imagine.

Fig 1. Unfishable depths below 2000 m:
83.2% of total area of the world's oceans

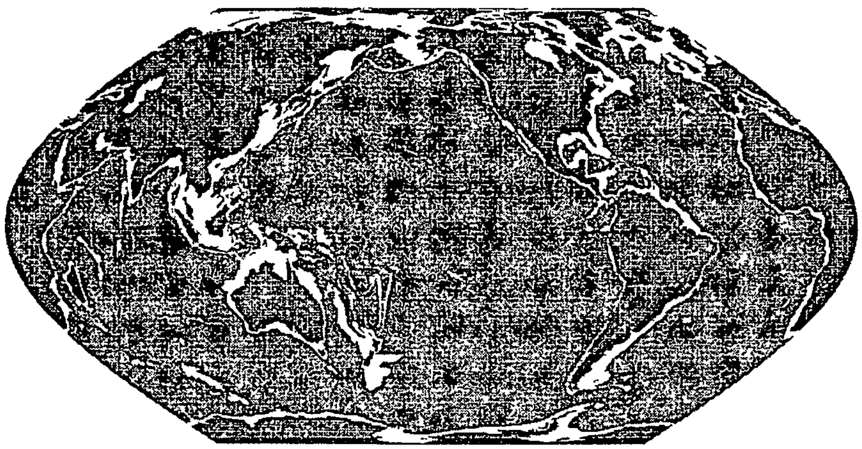
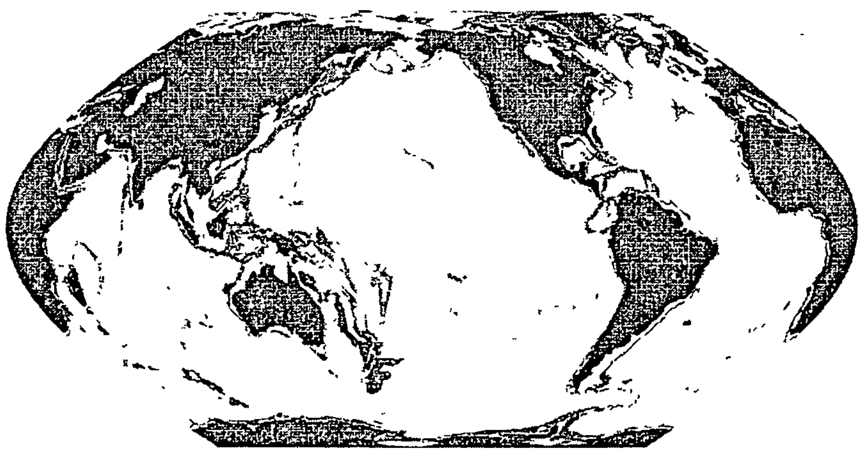


Fig 2. Fishable depths between 300m – 2000m:
8.2% of total area of the world's oceans



BLOOM budget
Deep-Sea Fisheries Strategy

1. ADVOCACY							55 200€
1 1 INFLUENCING FRENCH MARITIME POLICY	Claire Nouvian	12	months	4 000€		48 000€	
1.2 DEEP-SEA FISHERIES COMMISSION							
1.3 RAISING THE PROFILE OF DSF AT THE E U PARLIAMENT							
1 4 SHAPING SCIENTIFIC ADVICE							
Travel expenses in Europe		9	units	800€		7 200€	
2. INDEPENDENT RESEARCH							132 200€
2 1 DEEP-SEA SUSTAINABILITY WORKSHOP						60 200€	
15 people (12 experts + 3 org), 3 nights, 2-day workshop	logistic /org	4	months	2 000€	8 000€		
	2 experts prep	4	months	4 000€	16 000€		
	experts & organ	45	nights	200€	9 000€		
		105	meals	40€	4 200€		
		15	flights	1 200€	18 000€		
	extra costs	1		5 000€	5 000€		
2 2 A SURVEY OF ENVIRONMENTAL DAMAGE	US post-doc	6	months	3 000€		18 000€	
2.3 WORLDWIDE COMPREHENSIVE MARKET STUDY OF DEEP-SEA FISH AND FISH PRODUCTS	Study				24 000€	30 000€	
	Study supervision				6 000€		
2.4 A SOCIO -ECONOMIC STUDY IN FRANCE	External consultant	6	months	4 000€		24 000€	
3. CAMPAIGNING							39 600€
3 1 GENERAL PUBLIC DEEP-SEA PETITION						24 600€	
	prep / org	3	months	2 500€	7 500€		
	website				8 100€		
	Web activist / coordinator	6	part time	1 500€	9 000€		
3 2 TARGET RETAILERS, DISTRIBUTORS AND LOCAL AUTHORITIES IN FRANCE	Campaign officer	6	months	2 500€		15 000€	
4. LEGAL ACTION			months	5 000€			45 000€
EXPLORING LEGAL MEANS TO BRING AN END TO DEEP-SEA BOTTOM TRAWLING	Legal coordinator	9	months	5 000€		45 000€	
	TOTAL						**272 000€**

Affidavit of
Cotidiano Mujer
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary, or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by **Statues**
(Identify statute, charter, etc.)

in **1989** (Year) in **URUGUAY** (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[ ] charitable
[ ] fostering national or international

[ ] religious
competition
[ ] scientific
[ ] literary
children
[X] education/cultural

amateur sports

[ ] prevention of cruelty to

or animals

3 Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Our main activity through all these years – since the beginning up to know – is to spread pro human rights principles and to educate people in the respect of them. The term human rights include to fight against all kinds of violations of the persona, as racism, sexism, homophobia, domestic violence against women and children, defense of the environment and opposition to all kind of fundamentalisms (religious, political, economic, cientific) as well as to search the equity towards disabled people.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ **No X**

If yes, please explain the nature and extent of such activities.

____

____

____

____

____

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ **No X**

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter*.

*** The information is contained in Article 24 of the By Laws**

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ **No X**

If yes, please list the names of such shareholders or members and the nature of their interest.

____

____

____

____

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

Lilián Celiberti

ına Fonseca

Garrido

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ **No X**

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ________ **No X**

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter*.

*** This information is contained in the Atachment to the By Laws which are in two separate files: "Office to the Ministry of Education and Culture and Resolution of the Ministry of Education and Culture".**

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, **grants** and contributions received;

See attached the Financial Schedule

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institution:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

Yes ________ No ________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

Yes ________ No ________

14. If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

15. If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: **December of each year**________________
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: **February 4th, 2011** **Communication Centre Virginia Woolf**__________________________
Name of organization (exact legal title)

By: **Lilian Celiberti** Lilian Celiberti

Title: **Coordinator**

(Seal)

Attest: ______________________________

CotidiANO
MUJER San José 1436 - 11.200 Montevideo - Uruguay Tel. (598-2) 901 8782 // 902 0393

25 AÑOS de DEMOCRACIA de FEMINISMO EN URUGUAY

Centro de Comunicación Virginia Woolf
cotidian@cotidianomujer.org.uy
www.cotidianomujer.org.uy

Montevideo, February 4th, 2011

Peter W. Davidson
Chair
The J.M. Kaplan Fund
261 Madison Avenue, 19th Floor
New York, New York 10016
Ref 2010-244

Dear Mr. Davidson:

We are pleased to know that the J.M.Kaplan Fund has approved a new grant to support our radio program, "Nunca en Domingo".

I am attaching the Affidavit duly signed by our coordinator and contacting Angela Carabine in order to know if something else is needed as well as indicating her the way of payment and the Bank information.

Thank you very much to you and all the Trustees and the best wishes for all of you.

Sincerely,

Elena Fonseca

Elena Fonseca

Cotidiano Mujer San José 1436 11200 Montevideo Uruguay Tel (598 2) 901 8782 // 902 0393
25 años de democracia de feminismo en Uruguay
Centro de Comunicación Virginia Woolf
cotidian@cotidianomujer.org.uy
www.cotidianomujer.org.uy

2011 Project Summary

The programming will be focussed mainly in the following maters:

- The LGBT group (Ovejas Negras, Diego Sempol sociologist, Álvaro Queiruga and Valeria Rubino social communicators) will continue with their weekly day namely with the intention to demonstrate the coming out the closet is possible for gay and lesbian people in Uruguay.

- "Testimonios" (Graciela Salsamendi, social communicator, Juan Pablo Mirza, sociologist and Raúl Zibechi, journalist) will continue with their weekly participation in matters of human rights registered directly in the field.

- March will be dedicated to the activities around the 8 of March.

- We aim to collaborate with the campaign for the legalization of abortion's new project entering the Parliement.

- A new item with a weekly frecuency: the analize of new and old films seen through a gender point of view with the collaboration of an anthropologist.
-

- A new weekly item will also be "Women Artists" in XX and XI centuries by Uta Grosenick, told by Guadalupe dos Santos.

- Changes in the world climate, what kind of energy should we have in Uruguay, etc, all about environment.

- African descent in Uruguay: which is their situation, how many are them, which are the organized groups and how they relate with the rest of society.

- As in previous years the first half an hour will be dedicated to the diffusion of news selected trough our own agencies.

- We have the intention to have in 2011 a survey of our audience.

OUR REF: IUGRN N555

The J.M. Kaplan Fund

261 Madison Avenue, 19th Floor, New York, New York 10016
Phone: 212 767 0630 Fax: 212 767.0639

22 February 2011

~~Ralph Armond~~ MICHAEL RUSSELL
~~Director General~~ FINANCE DIRECTOR
The Zoological Society of London
Regent's Park
London NW1 4RY
UNITED KINGDOM

Dear Mr. ~~Armond:~~ RUSSELL,

On behalf of the Board of Trustees of the J.M. Kaplan Fund, we are pleased to inform you that, in response to your request, the Fund has approved a grant of US$100,000 for The Zoological Society of London. This grant is to be used to convene the "High Seas Alliance Planning Meeting, a workshop of non governmental organizations working in the fields of ocean conservation and marine science, to identify pathways for preserving the high seas, scheduled for March 1-3, 2011 in Washington, D.C.

Under United States tax regulations, we are required to have any non-U.S. charity receiving a Fund grant complete the attached affidavit and return it to us with the requested supporting materials. If you have any queries about the form please contact Angela Carabine at the Fund's offices.

The Kaplan Fund will make the funds available upon receipt of the signed affidavit and requested materials. Please let us know if you would like payment by check or by wire transfer.

Along with this grant announcement go the very best wishes of the Fund and all the Trustees.

Sincerely,

Peter W. Davidson
Chair

Enclosure
Ref: #2010-390

cc: Mirella von Lindenfels, Director-International Programme on the State of the Ocean

Affidavit of
The Zoological Society of London
That Does Not Have Section 501(C)(3) Determination Letter from
The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary,
or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by ROYAL CHARTER
(Identify statute, charter, etc.)

in 1829 (Year) in ENGLAND, UK (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[✓] charitable
[ ] religious
[✓] scientific
[✓] literary
[✓] education

[ ] fostering national or international amateur sports competition
[ ] prevention of cruelty to children or animals

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

DEVOTED TO WORLDWIDE CONSERVATION OF ANIMALS AND THEIR HABITATS - PRACTICAL CONSERVATION (ANIMAL MANAGEMENT OF TWO ZOOS AND VET DEPT.) AND SCIENTIFIC RESEARCH THAT UNDERPINS THE WORK (LAB, FIELD, EDUCATION).

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No ✓

If yes, please explain the nature and extent of such activities.

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No ✓

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No ✓

If yes, please list the names of such shareholders or members and the nature of their interest.

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

See ZSL REVIEW attached

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No ✓

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes ________ No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

SEE CHARTER AND BYELAWS attached

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is *not* an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

13. If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No ___✓___

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ___✓___

- Does it normally maintain a faculty and curriculum?

  Yes ________ No ___✓___

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ___✓___ No ________

MSc and PhD
Jointly with a UK University

14. If a *hospital*:

- Is the principal function of the organization the provision of hospital or medical care?

Yes ________ No ________

15. If a *church* or ***church-related organization:***

- Does the organization conduct religious worship?

Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: ______________________________
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: 9 MARCH 2011

____
The Zoological Society of London

By: MICHAEL S. RUSSELL.

Title: FINANCE DIRECTOR

(Seal)

Attest: ______________________________

PLEASE TRANSFER FUND TO:

ROYAL BANK OF SCOTLAND
DRUMMONDS BRANCH
49 CHARING CROSS
LONDON SW1A 2DX

SWIFT/IBAN BIC: RBOSGB2L

ACCOUNT NO: ZOSOLO USD1

IBAN: GB41RBOS16630000252356

SUPPORTING INFORMATION – IPSO GRANT APPLICATION JANUARY 2011

1. Copy of the IRS 501 (c)(3) Determination Letter

The UK equivalent is the official record of charitable status which can be found here:

http://www.charity-commission.gov.uk/SHOWCHARITY/RegisterOfCharities/CharityWithPartB.aspx?RegisteredCharityNumber=208728&SubsidiaryNumber=0

2. List of the Board of Directors

The Trustees of the charity are indicated in the link above. The Directors of the Society are:

Ralph Armond	Director General
Mike Russell	Finance Director
Ian Meyrick	HR Director
Rich Storton	Marketing and Communications Director
David Field	Zoological Director
Tim Blackburn	Director of Institute
Jonathan Baillie	CP Director
Jackie Tanner	Development Director

The Directors of IPSO are:

Dr Alex Rogers
Mirella von Lindenfels

3. The current year operating budget

IPSO's operating budget for the period 2011 – 2012 is £65,000 GBP

4. Project Summary

The International Programme on the State of the Ocean (IPSO), which is hosted by the Zoologicial Society of London, is an existing grant recipient of the JM Kaplan Fund.

IPSO is seeking a grant of $USD 100,000 to hold a workshop of non governmental organisations working in the fields of ocean conservation and marine science, to identify pathways for preserving the high seas. The Workshop will bring together experts in the high seas, international governance and Marine Protected Areas (MPAs) to:

- develop strategies and plans for the identification of up to five High Seas MPAs;
- the steps necessary to establish the High Seas MPAs and the international governances structures and policies necessary to support and broaden them.

The workshop will also consider and agree the operating principals and other matters necessary to officially convent the High Seas Alliance, and in so doing, serve as its unofficial launch.

The workshop will be held in Washington DC 1 - 3 March 2011 and will involve 40 individuals drawn from around the world. The grant will cover the costs of the workshop including travel, venue and hotels; its construction and facilitation, the production of necessary papers including commissioning research and plans as necessary and all follow up from the meeting to record and circulate the outcomes. The grant will further support the initial development work arising from the workshop, towards the establishment of a Coalition.

The JM Kaplan Fund has been highly instrumental in the gestation and development of the High Seas Alliance up to this point and has enabled its founding members to convene and discuss the project.

5. Project Budget

	USD
hotel x 30 x 2 @ 240 = 14400	14400
flights x 20 @1600 = 32000	32000
flights x 10 @ 500 = 5000	5000
other travel	2000
catering x 40 x 3 days x 180 = 21600	21600
venue costs	4000
Worship organization and logistics	12000
Design	2500
Papers	2500
Liaison, research and follow up	4000
Total	**100,000**

6. Copy of the most recent Audited Financial Statement or IRS 990

Attached (ZSL)

7. Annual Report, if available

Attached (ZSL)

The High Seas Alliance Workshop

Building an international cooperative to protect half the planet

Tuesday 1st – Thursday 3rd March 2011

Workshop location: WWF, 1250 24th Street Northwest
Washington D.C., DC 20037, United States

Information for participants

In the following pages you will find the draft agenda and other information to help you get the most out of your participation in the workshop

Workshop objectives

The aims of the March workshop are:

- Discuss common cause in safeguarding and protecting the High Seas.
- Achieve consensus of parties on the character and characteristics of the Alliance.
- Identify roles and responsibilities of Alliance membership.
- Empower key individuals to finalize the consensus, present it for ratification, and move forward as the HSA.
- Agree on a one-year action plan.

Preparatory materials

- **Prospectus x 2**
- **WWF High Seas MPA Backgrounder**

Draft agenda

Tuesday 1 March

Welcome and reception at The Latham Hotel @ 7pm

Free evening

Wednesday 2 March

0830 Arrival at workshop venue and light refreshments

0900 Logistical announcements & welcome (Dan Laffoley & Conn Nugent)

0910 Setting the scene: scaling up for High Seas protection - Elliot Norse, MCBI

0920 Introduction by participants – short comments on why we are committed to safeguarding the High Seas, and who is doing what now?

1015 Coffee/tea

1050 Introducing the HSA – the vision, and some options for making it happen. Dan Laffoley

1100 Working Groups (session 1) – Creating the HSA – how do we structure and shape the Alliance to best support the protection of the High Seas? [output notes plus 2 ppt slides per group]. Session supported by 3 one-page briefs on management options, and 4 or 5 common questions for each working group to debate.

1300 Lunch (buffet lunch)

1400 Working Groups (session 2) – What are the mechanisms and levers we can use together through the HSA to best protect the High Seas? [output notes plus 2 ppt slides per group]

Five minute introductory narrative on what we want to get out of this workshop session: Alistair Graham

1530 Coffee/Tea

1600 Working Group (session 3) – Where are the opportunities and how can we gain better protection? [output notes plus 2 ppt slides per group]

Five minute introductory narrative on what we want to get out of this workshop session: Christian Neumann

1730 review of day Dan Laffoley

1900 social event – dinner

Thursday 3 March

0830 arrivals and light refreshments

0900 Closing plenary – playback of key messages from day 1 (collated by core team working across WGs and feeding into pre-organised ppt)

Round table discussion

1015 Coffee/tea

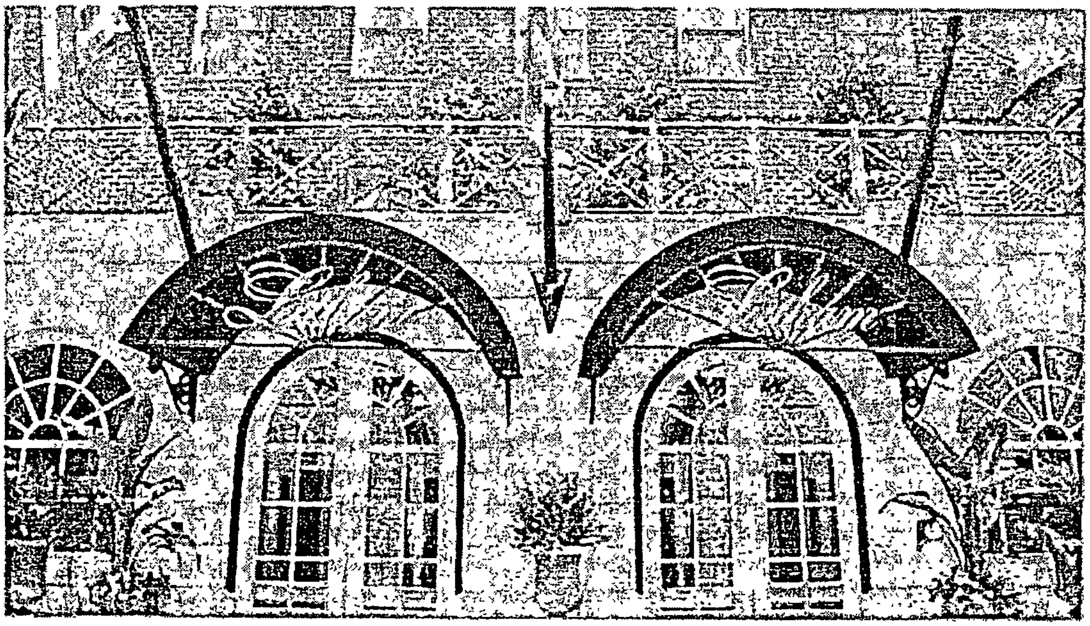
1045 The way forward – discussion on formal launch of Alliance, schedule of events, opportunity creation

Led by Kristina and Alistair

1300 Close with buffet lunch

Afternoon set aside for individual meetings after formal close of the workshop

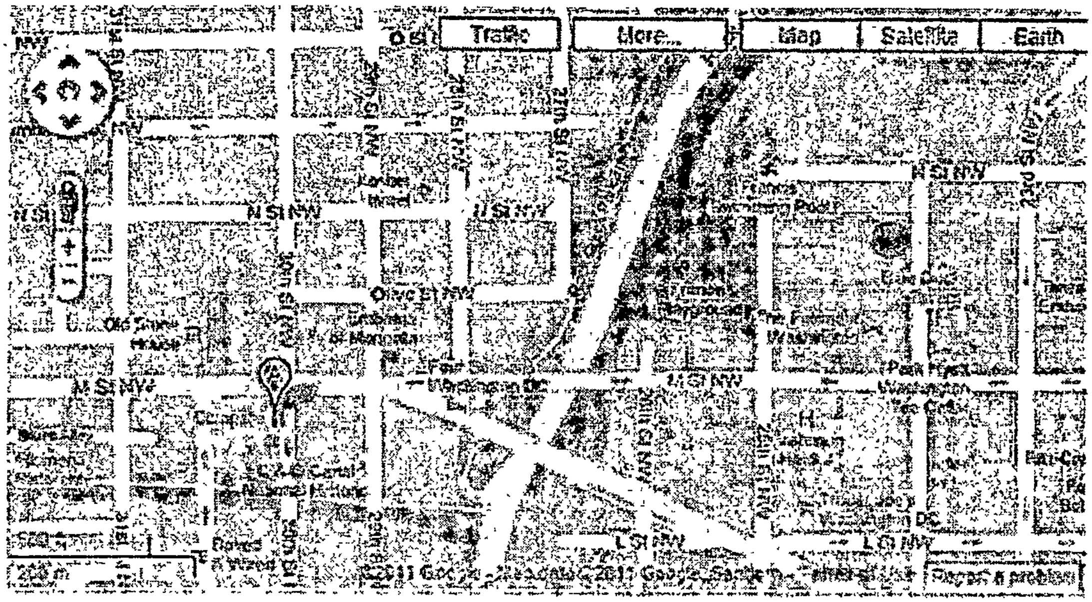
Accommodation



Accommodation has been reserved at The Latham hotel (http://www thelatham.com/index.cfm) in Georgetown, which is a short walk from WWF where the workshop is being held. The contact details for The Latham Hotel are: The Latham Hotel: 3000 M Street, NW, Washington, DC 20007, 1-800-583-7591.

Map of hotel and workshop venue

Map of location of the Latham Hotel (Red map marker) and WWF, the workshop venue (blue dot).



Travel options to the Latham Hotel for international guests

Washington DC's public transport system allows for reasonably smooth and inexpensive travel from the two airports to the Latham Hotel in Georgetown. The simplest public transport option is the Metroline (tube train). The nearest Metroline station to the Latham Hotel is **Foggy Bottom** (see map below)

For guests arriving at Ronald Reagan (DCA)

Take the Blue line from the stop in the airport to Foggy Bottom.

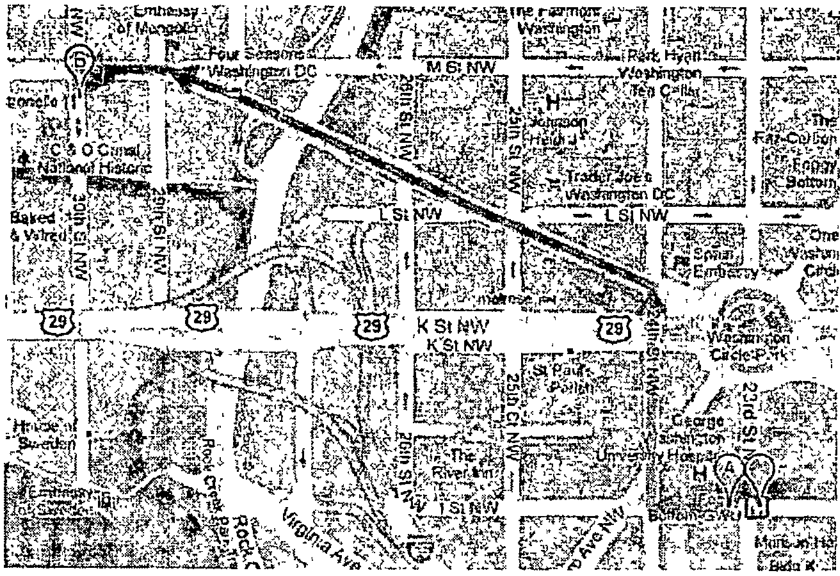
For guests arriving at Dulles (IAD)

The Washington Flyer bus shuttle takes travellers from Dulles to the **West Falls Church** metro station. This service operates from early morning until late at night and tickets are available at the Ground Transportation Counter in the airport's main terminal building, next to door 4. More info on the shuttle service can be found here: http://www.washfly.com/

The Orange metro line from West Falls Church will then take you to Foggy Bottom.

Travelling from Foggy Bottom to The Latham Hotel

The hotel is less than a mile from Foggy Bottom Metrorail station. While this makes it possible to walk, travellers might find it easier to take a cab or bus (orange route) from Washington Circle Park.



Travel by Taxi

From Ronald Reagan (15-20 minutes, approx $20) - Taxicab stands are conveniently located near the Arrivals (baggage claim) exits of each terminal

From Dulles (30-45 minutes, approx $60) - Taxis are available from the ranks outside the Dulles main terminal

Official Washington airport taxi cabs should be used at all times to ensure safety and also to avoid being overcharged.

SuperShuttle

Supershuttle is a private airport shuttle service which can be booked from either airport, or in advance (visit the Supershuttle website: http://www supershuttle com)

Pricewise it is cheaper than a taxi, but more expensive than public transport. Because the shuttle is shared with outher passengers, the shuttle is unlikely to be as fast as a taxi. From Ronald Reagan DCA, the price is approximately $14. From Dulles, approximately $30.

Several guides issue traffic warnings about travelling overground, especially during rush hour.

Useful contact numbers

Luke Malcher (logistics)	+447816280106
Dan Laffoley	+447702253031
Kristina Gjerde	+48664157588
Mirella Von Lindenfels	+447717844352
The Latham Hotel	1-800-583-7591.
WWF meeting venue	(202) 293-4800

Affidavit of
Reprieve
That Does Not Have Section 501(C)(3) Determination Letter from The U.S. Internal Revenue Service

Under the laws of the United States, The J.M. Kaplan Fund can make a grant to an organization if it meets the following criteria:

- It is organized and operated exclusively for charitable, scientific, religious, literary,
  or educational purposes;
- No part of its income inures to the benefit of any private individual;
- No substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation;
- It does not participate in, or intervene in, political campaigns on behalf of any candidate for public office; and
- If a school, it operates pursuant to a racially nondiscriminatory policy as to students.

To assist The J.M. Kaplan Fund to determine whether your organization meets the above criteria, and whether it is the equivalent of a public charity under the U.S. Internal Revenue Code, please have a principal officer of your organization (1) complete all the questions below; (2) attest to the answers by signing the bottom of the final page; and (3) attach any of the following documentation that applies to your organization ***translated into English***:

Charter
By-Laws
Statutes
Constitution
Articles of Incorporation
Other documents pursuant to which the organization is governed

---

1. The organization was created by MEMORANDUM + ARTICLES OF ASSOCIATION
(Identify statute, charter, etc.)

in 1999 (Year) in THE UNITED KINGDOM (Name of country)

2. The organization is operated exclusively for one or more of the following purposes:

[✓] charitable
[ ] fostering national or international amateur sports competition
[ ] religious
[ ] scientific
[ ] literary
[ ] prevention of cruelty to children or animals
[ ] education

3. Please give a brief description of the specific activities that the organization had conducted, is conducting now and is planning to conduct:

Reprieve is staffed by lawyers and investigators and we act for those detained in Guantánamo Bay and other secret prisons throughout the world. We are currently conducting a 'Life After Guantánamo' (LAG) project to support prisoners released from Guantánamo Bay to Europe and beyond.

4. Does the organization engage in activities that are not for religious, charitable, scientific, literary or educational purposes, other than as an insubstantial part of its activities?

Yes ________ No X

If yes, please explain the nature and extent of such activities.

N/A

5. Does the organization attempt to influence legislation, by propaganda or otherwise?

Yes ________ No X

If yes, please explain the nature and extent of such activities.

N/A

6. Does the organization participate or intervene in (including the publication or distribution of statements) political campaigns on behalf of, or in opposition to, any candidate for public office?

Yes ________ No __X__

If yes, please explain the nature and extent of such activities.

N/A

7. Does the organization permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than (1) pursuant to the conduct of the grantee organization's charitable activities, (2) as payment of reasonable compensation for services rendered, or (3) as payment of the fair market value of property purchased by the organization?

Yes ________ No __X__

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

8. Does the organization have any shareholders or members who have a proprietary interest in the income or assets of the organization?

Yes ________ No __X__

If yes, please list the names of such shareholders or members and the nature of their interest.

N/A

9. Please list below the names of the organization's officers and the members of its Board of Directors or similar governing body:

- OFFICERS - CLIVE STAFFORD SMITH (DIRECTOR) & CLARE ALGAR (EXECUTIVE DIRECTOR)
- TRUSTEES - LORD BINGHAM, BARON BINGHAM OF CORNHILL (CHAIR), JO MARTIN (SECRETARY), PAUL HARMANN, STEPHEN SOLLEY QC, PETER GIBBS & WILLIAM SIEGHART

10. Is the organization controlled by or operated in connection with any other organization?

Yes ________ No __X__

If yes, please list the name[s] of the organization[s] and the nature of such control or connection.

N/A

11. In the event that the grantee organization were to be liquidated or dissolved, are all its assets required to be distributed to another non-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality?

Yes __X__ No ________

This information may be contained in the organization's charter, bylaws, or other governing document. If not, please attach a copy of any legal document (or an opinion of legal counsel) dealing with this matter.

PLEASE COMPLETE, AS APPROPRIATE, QUESTION 12 OR QUESTIONS 13 TO 15

12. If your organization is ***not*** an educational institution, a church, or a hospital, please attach a financial schedule of support for the organization's ***four*** most recently completed taxable years showing (for each year and in total) the following:

[A] gifts, grants and contributions received;

[B] membership fees received;

[C] gross receipts from admissions, merchandise sold, or services performed;

[D] gross income from interest, dividends, rents, and royalties;

[E] net income from business activities unrelated to the organization's exempt purposes; and

[F] the value of services or facilities by a government unit without charge.

If the organization is an ***educational institution, hospital,*** or ***church***, or ***church-related organization***, please answer the appropriate questions below and supply a narrative response if applicable. In addition, please attach copies of any descriptive materials, such as catalogues or published brochures, which deal with the organization's particular function.

~~13.~~ If an ***educational institutional:***

- Is it an organization described by Section 170(b)(1)(A)(ii) of the Internal Revenue Code that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, as set forth in Rev. Rul. 71-447, 1971-2 C.B. 230, and Rev. Rul. 75-231, 1975-1 C.B. 158, and as implemented in Rev. Proc. 75-50, 1975-2 C.B. 587?

  Yes ________ No ________

- Is the primary function of the organization the presentation of formal instruction?

  Yes ________ No ________

- Does it normally maintain a faculty and curriculum?

  Yes ________ No________

- Does it normally have a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried out?

  Yes ________ No ________

~~14.~~ If a ***hospital***:

- Is the principal function of the organization the provision of hospital or medical care?

  Yes ________ No ________

~~15.~~ If a ***church*** or ***church-related organization:***

- Does the organization conduct religious worship?

  Yes ________ No ________

- To what extent is the organization connected with or controlled by a church?

____

____

____

Fiscal year of organization ends: ______________________________
(Date)

The undersigned officer attests that the foregoing statements and documents attached hereto are complete and accurate.

Date: 5 May 2010.

REPRIEVE

By: CLARE ALGAR

Title: EXECUTIVE DIRECTOR

(Seal)

Attest: JMoore

Jessica Moore
Solicitor
5 May 2010
Freshfields Bruckhaus Deringer LLP
65 Fleet St, London EC4Y 1HS

REPRIEVE

ENTERED 10 JUN 2010

The Trustees
J.M Kaplan Fund
261 Madison Avenue FL 19
New York N Y. 10016
USA

28 May 2010

Dear Trustees,

I am writing to thank you for your enormously generous donation of $16,500 to Reprieve, and for your ongoing support for our work.

As you know, Reprieve's 'Life after Guantanamo' (LAG) team, which the donation supports, has been shortlisted for a 2010 Charity Award – an award which recognises and celebrates excellence in leadership and management of charities.

Since the project began in August 2009, our small LAG team (just Polly Rossdale and Chloe Davies) has had a significant impact on the lives of those released from Guantánamo Bay. LAG have assisted the resettlement of 11 men in Chad, Slovakia, France, Spain, Georgia, France, and Albania and have offered indirect support in a number of other European countries This work involves travelling to the countries of resettlement and working with local partners to build supplementary support systems for the former prisoners to aid their integration. After suffering years of abuse and unlawful imprisonment, LAG has helped to give these former prisoners a new start in life

It is only with your help that we have been able to achieve these results and make this kind of impact on our clients' lives. Your support is extremely valuable to us as we cannot continue our essential work without it.

Thank you again for your generous contribution.

All the best,

Clare Algar
Executive Director

Thank you so much.
C.

Reprieve, PO Box 52742
London UK, EC4P 4WS

T +44 (0)20 7353 4640
F +44 (0)20 7353 4641

info@reprieve.org.uk
www.reprieve.org.uk

Dear Trustees,

Thank you so much for taking the time to consider this letter of request from Reprieve.

Reprieve is a UK charity founded by Clive Stafford Smith, human rights warhorse, 10 years ago. It is a small (20 employees; £1.5m income in 2009) high impact legal action NGO (1114900), based in London. Reprieve is staffed by lawyers and investigators and we act for those detained in Guantánamo Bay and other secret prisons throughout the world, as well as for British prisoners on Death Row worldwide.

Reprieve punches considerably above its weight. Reprieve prioritizes the cases of prisoners accused of the most extreme crimes, such as acts of murder or terrorism, as it is in those cases that human rights are most likely to be jettisoned or eroded. The prisoners we assist typically cannot find advocates elsewhere. We focus on cases involving the world's most powerful governments, especially those that should be upholding the highest standards when it comes to fair trials.

Reprieve differs from other human rights charities in that we provide direct legal advice, and through our contact with our clients, we have an unparalleled understanding of the abuses of the law which have been perpetrated during the so-called "war on terror" and on death rows throughout the world. It is these personal stories which interest the press and allow our clients' stories to get significant media coverage. Through this coverage, we can transform the international debate. Reprieve chooses cases which have an impact and bring about systemic change.

<u>Guantanamo and Secret Prisons Work</u>
Reprieve has been in the forefront of the battle to close Guantánamo and other secret prisons. Since 2002, we have secured the release of 50 of our clients from Guantánamo, and we currently act for 32 others – more than any other organization. We have achieved a success in transforming the debate in terms of the way in which Guantánamo Bay is perceived. Some years ago, it was seen as an answer; now it is generally seen as a shorthand for unlawful detention.

<u>Secret Prisons</u>
Our work at Guantánamo has been and is vital in securing access to the rule of law for prisoners in the "War on Terror". Increasingly, however, it becomes apparent that while Guantánamo is the most obvious, it is not the only, nor by a great margin the worst, of the secret prisons in which detainees are held in violation of their rights. Less well known is the network of secret prisons and CIA "black sites" established by the US. Individuals suspected of acts of terrorism are held out of reach of the law in these places. Given that these prisoners are effectively hidden from the world and stripped of their human rights, their needs are immediate and extreme. They need to be located and represented in whatever forum can be made to hear their cases. We had hoped that Obama's administration would make our work in this area redundant, but, unfortunately, he has endorsed rendition and Bagram has just been expanded to hold a further 1,000 prisoners. Thus it seems likely that secret prisons will need to remain on our radar.

Challenging the use of secret prisons is a complex task: information relating to secret prisons and rendered prisoners is, by definition, difficult to obtain. Some of the prisons are directly controlled and run by the CIA / US Military; others are controlled by the US, but actually run by the nationals of a third party country and yet more are proxy prisons, run by a third party country, but holding and torturing prisoners at the behest of the US. This situation makes US Court jurisdiction more difficult to establish than in Guantanamo Bay. Further, most of these prisons are based in inhospitable parts of the world, which makes investigation and client-visiting dangerous.

Accountability

It is impossible to learn from history if what actually happened is not acknowledged. But in repeated statements about the need "to look forward as opposed to looking backwards," President Obama has made it clear that a reckoning of the past is not his priority. This is understandable, but it means that if we and other organizations do not demand an open confrontation of the mistakes of the Guantánamo era, no one will.

Goals

So, Reprieve's goals over the next two years are:

- Help Obama Close Guantánamo Bay –
    - prisoners cleared for release – Reprieve will advocate in Europe for those clients who are cleared for release but who have nowhere to go.
    - prisoners not cleared for release - Reprieve will continue to represent these men. Habeas cases for Reprieve's Yemeni clients may be their only route home.
- Accountability work – Reprieve will continue to gather information to support accountability litigation to be brought in the US and will also continue to work in Europe to obtain information here relating to the program of rendition and torture. This is markedly easier and the results can be used in accountability work on both sides of the Atlantic. This will include investigation into the historic Eastern Europe network of secret prisons.
- Bagram – Reprieve will obtain authorisations to act for prisoners in Bagram, so that it can uncover unlawful detention going on there. Reprieve will work to institute a procedure for ensuring that detention in Bagram is overseen by a non-military lawyer.
- Reprieve will continue its investigation into further unlawful detention and secret prisons – eg the current detention taking place in Afghanistan, the Horn of Africa and Yemen.
- Reprieve will continue its modus operandi of investigation, litigation and education to uncover and put a stop to abuses on the part of Western governments, which should be upholding the highest human rights standards.

Achievements

Reprieve has a track record that demonstrates how these strategies get results.

- Bringing litigation that resulted in *Rasul v. Bush* (2004), where the U.S. Supreme Court issued a seminal ruling recognizing the prisoners' right to legal assistance, and working with counsel on *Hamdan v. Rumsfeld* (2006), the subsequent ruling declaring the military commissions unconstitutional.
- Building a coalition of more than 500 lawyers representing prisoners in Guantánamo *pro bono.*
- Helping to secure the release of more than 300 Guantánamo prisoners, many directly represented by Reprieve counsel, through litigation and other advocacy.
- Investigating and publicizing European complicity in extraordinary rendition, including facilitation of hearings in the UK and EU parliamentary committees.
- Helping to expose secret prisons in Europe, Africa, Afghanistan, Pakistan, North Africa and the Middle East.
- Conducting an aggressive media campaign in Europe and the Middle East, resulting in thousands of 'war on terror' news stories around the world.

- Publishing a report on UK involvement in renditions and the involvement of Diego Garcia (a British territory), in enforced disappearance. In February 2008, David Miliband, the UK Foreign Secretary, found himself forced to write to Reprieve, apologizing for misleading parliament by denying that Diego Garcia had been used for renditions flights.
- Bringing litigation in the UK and US on behalf of our client, Binyam Mohamed, which has brought to light his abuse as a ghost prisoner and then a prisoner in Guantánamo Bay.

Death Penalty Work

Reprieve also assists British nationals facing the death penalty worldwide. We currently assist 20 people in 11 different countries. We help British nationals, as it is in those cases we can have the greatest effect. We usually gain access to our clients via Foreign and Commonwealth Office personnel in country, who will give our authorisation papers to those British nationals facing the death penalty. We then liaise with the FCO and try to use the British government's anti-death penalty position to bring political pressure to bear on the country in question not to carry out the death penalty. The media can be helpful in this regard. This is an effective way of preventing executions and making capital countries consider the fairness of the death penalty (ie against the background of the British government is arguing that it is an unattractive practice).

Once the British national in question authorises us to help, we liaise with the client's lawyer in country, offering them strategic support in terms of how to fight the case to avoid the death penalty being requested, given and / or implemented. We have significant experience in death penalty litigation strategy in the US, as Clive Stafford Smith, our founder and director, worked on death penalty cases in the US for 20 years.

Conclusion

We work closely with other NGOs - existing research and litigation partners include Amnesty International, Human Rights Watch, CCR, ACLU, Redress, New York University Centre for Global Justice, Liberty and small human rights NGOs in Middle East and Africa.

The work we do is daunting in terms of the drain on our resources: our staff costs are our biggest expense and our travel costs and translators' fees are high. We have significant support in kind, in the form of our accommodation, which is donated to us free of charge by Freshfields Bruckhaus Deringer, an international law firm.

If Reprieve appeals as a charity, we would be hugely grateful to be invited to make an application to the Fund for a contribution towards our core costs.

If there is any further information with which I can provide you, or if you would like to meet with me or with one or two of our lawyers, please do let me know.

Best regards,

Clare Algar
Executive Director
Tel +44 20 7427 1085
Clare.algar@reprieve.org.uk

Type of expense*	Budget item	Unit	No. of Units	Cost per unit	Total Cost	Requested to UNVFVT
1]through 7]	Travel to Europe and 3 days accommodation and subsistence (estimated travel cost of $450 with $440 for accommodation and subsistence)	Trip	60	£593.34	£35,600.40	£5,000.00
1], 3], 4], 6], 7]	Salary and employment costs of full time caseworker (Polly Rossdale)	Month	12	£2,624.00	£31,488.00	£15,135.00
1], 3], 4], 6], 7]	Salary and employment costs of part time caseworker (Chloe Davies)	Month	12	£1,574.67	£18,896.04	£18,081.00
1], 3], 4], 6], 7]	Salary and employment costs of part time investigator (Chris Chang)	Month	12	£1,255.00	£15,060.00	£2,500.00
1], 3], 4], 6], 7]	Salary and employment costs of part time Legal Director	Month	12	£460.00	£5,520.00	£0.00
1], 3], 4], 6], 7]	Salary and employment costs of part time Executive Director	Month	12	£460.00	£5,520.00	£2,500.00
1], 3], 4], 6], 7]	Employment costs for all staff	Month	12	£407.64	£4,891.68	£4,891.65
7]	etc	Month	12	£750.00	£9,000.00	
7]	Audit costs for project	Year	1	£2,500.00	£2,500.00	£2,500.00
					£128,476.12	£50,607.65

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not Having a Share Capital

Memorandum of Association

of

Reprieve

Name

1. The name of the company is Reprieve. In this Memorandum and the company's Articles of Association it is called the "Charity".

Registered Office

2. The registered office of the Charity is situated in England and Wales.

Objects

3. The objects of the Charity are:

3.1 To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) throughout the world with a focus on the use of the death penalty in contravention of Article 3, the right to life, liberty and security of person, and Articles 5-11, the related rights to equal treatment, a fair trial and freedom from torture or cruel, inhuman degrading treatment or punishment.

This object will be achieved through casework, advocacy and outreach, by all or any of the following means:

3.1.1 obtaining redress for the victims of human rights abuse, including providing legal advice, legal representation, case investigation and other assistance to individuals facing the death penalty and other related abuses of human rights;

3.1.2 relieving need among the victims of human rights abuse such as the death penalty, through legal advice, representation, investigation and other assistance, including with regard to inhumane conditions in prison or on death row;

3.1.3 monitoring abuses of human rights including imposition of the death penalty;

3.1.4 educating the public about human rights and the death penalty;

3.1.5 educating and training legal and other professionals who provide assistance to people facing the death penalty and other abuses of human rights;

3.1.6 providing technical advice to government and others on human rights matters, especially those pertaining to the use of the death penalty;

3.1.7 contributing to the sound administration of human rights law, with a focus on the death penalty;

3.1.8 commenting on proposed human rights legislation as it relates to the death penalty and other related issues;

3.1.9 raising awareness of human rights issues, especially those relating to the death penalty;

3.1.10 research into human rights issues surrounding use of the death penalty and other abuses of human rights;

3.1.11 promoting public support for human rights related to the death penalty;

3.1.12 promoting respect for human rights related to the death penalty among individuals and corporations;

3.1.13 international advocacy of human rights relating to the death penalty;

3.1.14 eliminating infringements of human rights relating to the death penalty.

3.2 To relieve the poverty, suffering and distress of persons and the families of persons facing the death penalty and other related human rights violations throughout the world, who for reasons of their poverty are in need of legal representation or other assistance.

Powers

4. To further its objects the Charity may:

4.1 provide and assist in the provision of money, materials or other help;

4.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

4.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;

4.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

4.5 provide or procure the provision of advice and advocacy;

4.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English and Welsh charity may properly undertake;

4.7 engage in political activity provided that the Trustees are satisfied that the proposed activities will further the purposes of the charity to an extent justified by the resources committed and the activity is not the dominant means by which the charity carries out its objects;

4.8 award scholarships, exhibitions, bursaries or maintenance allowances to those persons whom the Trustees shall nominate, for the study of law at any educational establishment which is approved by the Trustees for such study;

4.9 provide financial assistance to those persons identified in accordance with clause 4.8 above, upon leaving the educational establishment which they have attended to prepare them for or assist their entry into the legal profession;

4.10 otherwise provide assistance or further the education of such persons identified in accordance with clause 4.8 above;

4.11 enter into contracts to provide services to or on behalf of other bodies;

4.12 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;

4.13 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;

4.14 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;

4.15 set aside funds for special purposes or as reserves against future expenditure;

4.16 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property subject to such conditions as the Trustees see fit to impose;

4.17 delegate the management of investments to a financial expert provided that:

4.17.1 the financial expert is an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

4.17.2 the investment policy is set down in writing for the financial expert by the Trustees;

4.17.3 every transaction is reported promptly to the Trustees;

4.17.4 the performance of the investments is reviewed regularly by the Trustees;

4.17.5 the Trustees are entitled to cancel the delegation arrangement at any time;

4.17.6 the investment policy and the delegation arrangements are reviewed at least once a year;

4.17.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

4.17.8 the financial expert may not do anything outside the powers of the Trustees;

4.18 arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and pay any reasonable fee required;

4.19 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company subject to the Trustees' prior written agreement;

4.20 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

4.21 subject to the restriction in clause 4.23 raise funds by way of subscription, donation or otherwise;

4.22 accept (or disclaim) gifts of money and any other property;

4.23 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;

4.24 incorporate subsidiary companies to carry on any trade;

4.25 subject to clause 5:

4.25.1 engage and pay employees, consultants and professional or other advisers; and

4.25.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

4.26 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;

4.27 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);

4.28 undertake and execute charitable trusts;

4.29 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;

4.30 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;

4.31 pay out of the funds of the Charity the costs of forming and registering the Charity;

4.32 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;

4.33 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

4.33.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not; or

4.33.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her;

and

4.34 do all such other lawful things as shall further the Charity's objects.

Limitation on private benefits

5.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

5.2 Except as provided in this Memorandum and/or Articles no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of benefit to the Members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment in good faith by the Charity of:

5.2.1 any payments made to any Member, Trustee or Connected Person in their capacity as a beneficiary of the Charity;

5.2.2 reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Charity (including services performed under a contract of employment with the Charity) provided that:

(a) if such person is a Connected Person the procedure described in Article 44 of the Articles (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and

(b) this provision of this Memorandum may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);

5.2.3 interest on money lent by any Member, Trustee or Connected Person at a reasonable and proper rate;

5.2.4 any reasonable and proper rent for premises let by any Member, Trustee or Connected Person;

5.2.5 fees, remuneration or other benefits in money or money's worth to a company of which a Member, Trustee or Connected Person holds less than 1% of the capital;

5.2.6 reasonable and proper out-of-pocket expenses of Trustees;

5.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.33 of this Memorandum;

5.3 The restrictions on benefits and remuneration conferred on Members of the Charity and on the Trustees by clause 5.2 of this Memorandum and the exceptions to such restrictions in clauses 5.2.1 to 5.2.7 inclusive of this Memorandum shall apply equally to benefits and remuneration conferred on Members of the Charity and on the Trustees by any Subsidiary Company, and for this purpose references to the Charity in clause 5.2.2 shall be treated as references to the Subsidiary Company.

Limited liability

6. The liability of the Members is limited.

7. Every Member of the Charity undertakes to contribute a sum not exceeding £1 to the assets of the Charity if it is wound up during his or her membership or within one year afterwards:

7.1 for payment of the debts and liabilities of the Charity contracted before he or she ceased to be a Member;

7.2 for the costs, charges and expenses of winding up;

7.3 for the adjustment of the rights of the contributories among themselves.

Winding up

8. If any property remains after the Charity has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members of the Charity, but must be given to some other charitable institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the Trustees at or before the time of winding up or dissolution.

Definitions

9. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Charity unless the context otherwise requires.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

Signatures, Names and Addresses of Subscribers

			Guarantee
1.	Name:	Emma-Sue Prince	£1
	Address:	163 St Johns Road London E17 4JH	
	Date:	10 April 2006	
2.	Name:	Paul Hamann	£1
	Address:	71 Leverton Street London NW5 2NX	
	Date:	10 April 2006	
3.	Name:	Martha Lane-Fox	£1
	Address:	Flat 6 46 Green Street London W1K 7FY	
	Date:	10 April 2006	
4.	Name:	Clive Stafford Smith	£1
	Address:	35 Santley House Frazier Street London SE1 7RD	
	Date:	10 April 2006	

The J.M. Kaplan Fund, Inc.
For the year ended
December 31, 2010

TRUSTEE/Address	Hours Worked/Wk	Contributions to "EE" Benefit Plans	Expense Account	Compensation
Note: The mailing address for All Trustees is:				
C/o The J.M Kaplan Fund, Inc. 261 Madison Avenue 19th Fl. New York, NY 10016				
Joan Davidson, Trustee	3-5	None	None	4,000
Elizabeth K. Fonseca, Trustee	3-5	None	None	5,000
Mary E. Kaplan, Trustee	3-5	None	None	5,000
Richard D. Kaplan, Trustee	3-5	None	None	5,000
J. Matthew Davidson, Trustee	3-5	None	None	9,000
Brad Davidson, Trustee	3-5	None	None	9,000
Elizabeth Davidson Pickering, Trustee	3-5	None	None	9,000
Peter Davidson, Trustee	3-5	None	None	9,000
Caio Fonseca, Trustee	3-5	None	None	5,000
Isabel Fonseca, Trustee	3-5	None	None	8,000
Quina Fonseca, Trustee	3-5	None	None	9,000
Conn Nugent, Exec.Director/Secretary	40	55,336	None	$236,314
		$ 55,336	$ -0-	$313,314

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

ATTACHMENT 18

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM P. FALAHEE 261 MADISON AVENUE NEW YORK, NY 10016	CONTROLLER 40.00	108,511.	38,186.	0.
ANGELA CARABINE 261 MADISON AVENUE NEW YORK, NY 10016	GRANTS MANAGER 40.00	89,730.	34,314.	0.
LAURA HANSEN 261 MADISON AVENUE NEW YORK, NY 10016	PROGRAM OFFICER 30.00	63,719.	4,842.	0.
ANN BIRCKMAYER 261 MADISON AVENUE NEW YORK, NY 10016	PROGRAM ASSOCIATE 35.00	51,870.	4,299.	0.
	TOTAL COMPENSATION	313,830.	81,641.	0.

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

ATTACHMENT 19

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BRANDYWINE MANAGEMENT CO. 880 THIRD AVENUE NEW YORK, NY	INVESTMENT SERVICES	459,021.
SUZETTE BROOKS MASTERS 40 EAST 88TH STREET NEW YORK, NY 10075	GRANT CONSULTANT	83,332.
KEN LUSTBADER 37 WEST 12TH STREET NEW YORK, NY 10011	GRANT CONSULTANT	72,917.
TOTAL COMPENSATION		615,270.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JACOB M. KAPLAN-DECEASED
HENRY C. KAPLAN-DECEASED

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

SEE STATEMENT ATTACHED

J.M. KAPLAN FUND

Guidelines

Organizations interested in applying for a grant from the Environment, Historic Preservation, or Migration programs should send a brief letter of inquiry to Angela Carabine, Grants Manager, J.M. Kaplan Fund, 261 Madison Ave, 19th floor, NY NY 10016. Applicants will be notified within thirty days if they are to submit a full proposal.

Requests for interviews or personal meetings will be honored only after the submission of a written letter of inquiry.

Organizations interested in the Furthermore program should contact Ann Birckmayer, Program Associate, Furthermore Grants in Publishing, PO Box 667, Hudson NY 12534, telephone 518-828-8900.

Discretionary grants are made by individual trustees on the basis of their own investigations; no applications or proposals will be reviewed.

J.M.
KAPLAN
FUND

Grant Programs

The J. M. Kaplan Fund is a New York-based family foundation. The four children and seven grandchildren of Jacob M. Kaplan constitute the Fund's Board of Trustees. Assets as of March 2009 are approximately $120 million. Three-fifths of the annual grants budget is awarded by the trustees acting in common.

I. COMMON GRANTS

There are four official Fund grant programs:

- City Life
- Environment
- Historic Preservation
- Migrations

City Life Program.

The City Life Program concentrates on public spaces and public services throughout the five boroughs of New York City. It focuses particularly on *parks* and *streets.*

• Parks. Projects to: assure public access to well-maintained parks and greenery in all neighborhoods; enhance public uses of harbor and shoreline; and promote community participation in parks governance and operations.

• Streets. Projects to: advocate more and better rail, bus, and water transport; expand pedestrian zones and bikepaths; and regulate truck and automobile traffic.

Environment Program.

The Environment Program concentrates on marine conservation, especially in ocean waters that lie beyond the jurisdiction of a single national government. The program currently supports grantees working to: create international protections for species and ecoregions of the High Seas; educate scientists and the public about the value and vulnerability of the ocean as a world system; and foment civil society movements to protect Arctic waters and Arctic coastal communities.

Historic Preservation.

The Operating Board is currently reviewing proposals for the preservation and protection of major archaeological sites in North Africa and Southwest Asia. In addition, the Fund also supports: development of a movement to inventory and protect North American industrial architecture; zoning protections for twentieth century architecture in Miami and Havana; and the rescue of particularly valuable / particularly threatened buildings in New York City.

Migrations.

The Fund aims to support: a) comprehensive immigration policy reform for the United States; and b) the integration of immigrants into local and national communities. The former aim is pursued through grants for public education and advocacy. The latter is pursued by efforts, initiated by the Fund, to: bolster local immigrant-friendly policies and programs; highlight immigrant contributions to the commonweal; and establish, with the Migration Policy Institute, a new award – the E Pluribus Unum Prize – intended to honor government agencies, non-profit organizations, businesses, and individuals who have succeded in integrating recent immigrants and adding value to the larger community.

Application Procedures.

The great majority of projects funded through the four Common Grant programs are solicited by Kaplan Fund staff. Unsolicited written inquiries are welcome, however. Organizations should submit a brief letter – no more than two pages – describing their work and its relevance to the specific program interests of the Fund. Send to: Angela Carabine, Grants Manager, JM Kaplan Fund, 261 Madison Avenue 19th Floor, New York NY 10016. Telephone inquiries are discouraged.

II. FURTHERMORE

In addition to these principal efforts, the Fund also sponsors Furthermore grants in publishing, a program directed by president emeritus Joan K. Davidson. Furthermore supports books on art, architecture, and design; conservation; cultural history; and public issues. More information about Furthermore can be obtained from the program's office at PO Box 667, Hudson NY 12534, telephone 518-828-8900.

III. DISCRETIONARY GRANTS

Approximately two-fifths of the Fund's annual grants budget is distributed to organizations selected by individual trustees on the basis of their own investigations. These discretionary grants support a wide variety of activities, including:

- art, architecture, publishing, and design;
- conservation of land and buildings;
- policy analysis and discussion of civic issues;
- human rights and social justice.

Most discretionary grants support groups or activities in New York City and New York State, the traditional focus of Kaplan Fund philanthropy. **Discretionary grant proposals are by invitation only.**

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

ATTACHMENT 22

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 23	NONE PUBLIC	SEE SCHEDULE ATTACHED	7,138,886.
		TOTAL CONTRIBUTIONS PAID	7,138,886.

The J.M. Kaplan Fund, Inc.
List of Grants
31-Dec-10
Ein: 13-6090286

Payee Name	Request ID	Amount	Request Project Title	
ACE Programs for the Homeless	2010070	$10,000.00	General Operating Support	
Adirondack Wild: Friends of the Forest Preserve	2010224	$5,000.00	General Operating Support	
Adoption-Link	2010052	$5,000.00	General Operating Support	
Alliance for Justice	2010083	$5,000.00	General Operating Support	
Amend Org	2010251	$5,000.00	General Operating Support	
American Cancer Society	2010053	$10,000.00	For "Hope Lodge New York City"	
American Civil Liberties Union Foundation	2010201	$25,000.00	Immigrants' Rights Project	
American Federation of Arts	2010227	$2,500.00	General Operating Support	
American Heart Association, Inc.	2010025	$120.00	General Support	
American Immigration Council	2010120	$85,000.00	Immigration Policy Center (IPC) Rapid Response Project on Immigration Reform	
American Red Cross in Greater New York	2010002	$750.00	Earthquake in Haiti Relief Operation	
America's Voice Education Fund	2010021	$135,000.00	National Blog Desk and Online Advocacy Project	
ANAI Inc.	2010176	$5,000.00	Stream and Watershed Biomonitoring in the Greater Talamanca Region	
Annapolis Maritime Museum	2010214	$1,000.00	General Operating Support	
Annapolis Symphony Orchestra	2010215	$1,000.00	General Operating Support	
Appalachian Mountain Club	2010141	$2,500.00	For the book, "Nature Guide to the Northern Forest: Exploring the Ecology of the Forests of New York, New Hampshire, Vermont and Maine"	

Archaeological Institute of America	2010079	$25,000.00	To provide a comprehensive analysis and report based on criteria for funding international conservation/restoration projects in the Near East and Mediterranean Basin.	
Ascension Outreach Inc.	2010131	$5,000.00	The Michael D. Fender Memorial Food Pantry	
Asian Americans for Equality	2010195	$60,000.00	Lower East Side (LES)/Chinatown Biking Coalition	
Association of Small Foundations	2010031	$2,000.00	2010 Membership	
Aston Magna Foundation for Music and the Humanities	2010054	$2,000.00	General Operating Support	
Bard College	2010142	$5,000.00	For the book, "Alban Berg and His World"	
Barnard College	2010077	$12,000.00	Enhancing Grammar Studies at Barnard College	
Bennington College	2010240	$5,000.00	The Bennington Fund Scholarship Challenge	
Berkshire Taconic Community Foundation	2010277	$7,500.00	Kaplan Mount Washington Fund	
Beth Israel Medical Center	2010168	$20,000.00	$10,000 The Martin M. Feuer M.D. Education Fund $10,000 General Operating Support allocatted by Dr. Marvin McMillen	
BLOOM	2010019	$75,000.00	Deep-sea Fisheries Strategy	
Broadway Walk of Stars Foundation	2010170	$10,000.00	General Operating Support	
Brooklyn Friends School	2010008	$7,500.00	2009/2010 Annual Fund	
Brooklyn Public Library	2010268	$5,000.00	General Operating Support	

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ccSCOOP	2010086	$2,500.00	General Operating Support	
Center for New Community	2010118	$125,000.00	Nativism Watch Project	
Center for Reproductive Rights	2010045	$10,000.00	General Operating Support	
Century Association Archives Foundation	2010203	$1,000.00	General Support	
charity: water	2010247	$10,000.00	General Operating Support	
Cherokee Gives Back	2010225	$250,000.00	The Green Communities Initiative	
Chicago Public Media	2010041	$5,000.00	Campaign for a Sound Future	
Citizens Budget Commission	2010263	$4,000.00	General Operating Support	
City Futures Inc.	2010017	$60,000.00	The Center for an Urban Future: "Getting to Work" Quality Transportation for New York's Working Poor	
City Parks Alliance	2010030	$2,500.00	2010 Membership	
City Parks Foundation	2010088	$2,500.00	Fort Tryon Park Trust	
City Parks Foundation	2010145	$3,500.00	For the book, "Notable Trees of New York"	
Colorado College	2010039	$5,000.00	Annual Fund	
Columbia County Historical Society, Inc.	2010089	$5,000.00	General Operating Support	
Columbia Land Conservancy, Inc.	2010178	$10,000.00	General Operating Support	
Columbia-Greene Hospital Foundation	2010090	$5,000.00	General Operating Support	
Columbia-Greene Hospital Foundation	2010056	$5,000.00	General Operating Support	
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Conscious Capitalism Inc.	2010245	$25,000.00	General Operating Support	
Conservacion Patagonica	2010267	$25,000.00	General Operating Support	

Constitutional Education Foundation, Inc.	2010182	$2,500.00	The Constitution Works Program	
Consultative Group on Biological Diversity	2010078	$30,000.00	Success Stories in Grantmaking and Policy Change	
Consultative Group on Biological Diversity	2010029	$5,000.00	2010/2011 Membership	
Cotidiano Mujer	2010244	$30,000.00	"Nunca en Domingo" Never on Sunday Radio Program	
Coudert Institute	2010232	$15,000.00	General Operating Support and Development	
Coudert Institute	2010057	$15,000.00	General Operating Support	
Critical Review Foundation	2010116	$35,000.00	General Operating Support	
Doctors Without Borders	2010248	$10,000.00	General Operating Support	
Donors Trust	2010241	$131,753.00	The Project for New Philanthropy Studies	
Ensemble Studio Theatre, Inc.	2010006	$40,000.00	General Operating Support	
Ensemble Studio Theatre, Inc.	2010211	$50,000.00	General Operating Support	
Environmental Advocates	2010091	$2,500.00	General Operating Support	
Environmental Defense	2010190	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Environmental Defense	2010015	$50,000.00	BRT/Select Bus Service (SBS) Coalition	
Environmental Grantmakers Association	2010124	$5,000.00	General Operating Support	
Essential Information, Inc.	2010005	$60,000.00	General Support	
Essential Information, Inc.	2010080	$40,000.00	General Support	
Essential Information, Inc.	2010184	$25,000.00	General Operating Support	
Essential Information, Inc.	2010172	$30,000.00	General Support	
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Film Forum	2010075	$5,000.00	General Operating Support	
FIRN	2010222	$1,000.00	General Operating Support	
FJC	2010059	$25,000.00	The Streaming Museum Project	
Food Link Inc.	2010185	$10,000.00	To fund the salary of the Operations Coordinator	
Fordham University	2010026	$1,800.00	Global Outreach Project at Fordham University	

Four Nations Ensemble	2010092	$3,000.00	General Operating Support	
Franklin D. Roosevelt Four Freedoms Park	2010228	$50,000.00	FDR Four Freedoms Park - Roosevelt Legacy Chapter	
Franklin D. Roosevelt Four Freedoms Park	2010129	$50,000.00	FDR Four Freedoms Park in memory of Alice M. Kaplan	
Freedom Institute	2010246	$5,000.00	General Operating Support	
Friends of Clermont	2010093	$2,500.00	General Operating Support	
Friends of Clermont	2010146	$5,000.00	For the book, "Clermont"	
Friends of P.S. 166	2010217	$4,485.00	General Operating Support	
Friends of P.S. 166	2010138	$5,000.00	General Operating Support	
Friends of the Earth	2010117	$50,000.00	Protecting the Arctic Environment from Shipping Pollution	
Friends of the Upper East Side Historic Districts	2010094	$2,500.00	General Operating Support	
Gentlemen of the Gardens	2010060	$20,000.00	$10,000 toward landscaping at Ann Norton/ $10,000 General Operating Support	
Glynwood	2010095	$5,000.00	General Operating Support	
Good Old Lower East Side	2010200	$80,000.00	Lower East Side (LES)/Chinatown Biking Coalition	
Grantmakers Concerned with Immigrants and Refugees	2010033	$2,000.00	2010 Membership	
Grants Managers Network	2010032	$2,000.00	2010 Membership	
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Green Map System	2010196	$50,000.00	Lower East Side (LES)/Chinatown Biking Coalition	
Greenway Heritage Conservancy HRV, Inc.	2010194	$10,000.00	For the documentary, Bend in the River: The Future of the Hudson River Valley	
Greenwich Village Society for Historic Preservation	2010234	$5,000.00	General Operating Support	
Growing Power	2010252	$5,000.00	General Operating Support	
Hester Street Collaborative	2010197	$50,000.00	Lower East Side (LES)/Chinatown Biking Coalition	
High Mountain Institute	2010051	$5,000.00	General Operating Support	
Historic Columbia Foundation	2010274	$2,500.00	Woodrow Wilson Family Home Restoration Project	
Historic Districts Council, Inc.	2010097	$2,500.00	General Operating Support	

Historic House Trust of New York City, Inc.	2010098	$2,500.00	General Operating Support	
Hope for Depression Research Foundation	2010233	$10,000.00	General Operating Support	
Hopital Albert Schweitzer Haiti	2010061	$5,000.00	General Operating Support	
Hudson Area Association Library	2010134	$2,500.00	General Operating Support	
Hudson Opera House	2010179	$10,000.00	General Operating Support	
Hudson Opera House	2010062	$5,000.00	General Operating Support	
Hudson Valley Chamber Music Circle	2010099	$2,500.00	General Operating Support	
Hudsonia Limited	2010100	$2,500.00	General Operating Support	
ImmigrationWorks Foundation	2010023	$90,000.00	General Operating Support	
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Inuit Circumpolar Council (ICC) Alaska	2010082	$20,000.00	For ICC Chukotka to partcipate in the ICC General Assembly to be held in Nuuk, Greenland this summer.	
ioby.org	2010174	$2,250.00	General Operating Support	
Irish Georgian Society	2010063	$10,000.00	General Operating Support	
Ironbound Community Corporation	2010193	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Island Institute	2010259	$15,000.00	General Operating Support	
Islands First	2010257	$10,000.00	General Operating Support	
IUCN - USA	2010020	$22,500.00	Identifying Potential Protected Areas in the Arctic: Incorporating Local Community Knowledge in collaboration with NRDC	
IUCN - USA	2010122	$30,000.00	Sargasso Sea Initiative	
Kenosha Christmas Charities Inc.	2010237	$5,000.00	General Operating Support	
Land Institute	2010173	$25,000.00	General Operating Support	

Land Trust Alliance, Inc.	2010102	$2,500.00	General Operating Support	
Landmark West!	2010101	$2,500.00	General Operating Support	
Landmark West!	2010226	$2,500.00	General Operating Support in honor of 25th Anniversary	
Lenox Hill Hospital	2010103	$5,000.00	General Operating Support	
Light House	2010035	$5,000.00	Light House "Campaign for Shelter"	
Malpai Borderlands Group	2010123	$10,000.00	General Operating Support	
Manhattan Institute for Policy Research	2010243	$100,000.00	Social Entrepreneurship Initiative	
Mary Obolensky Underwood Leukaemia Foundation Inc.	2010064	$1,000.00	General Operating Support	
Maryland Hall for the Creative Arts, Inc.	2010213	$4,000.00	General Operating Support	
Maryland Youth Ballet	2010221	$1,000.00	General Operating Support	
Merchant's House Museum	2010104	$2,500.00	General Operating Support	
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Merchant's House Museum	2010155	$3,500.00	For the book, An Old Merchant's House: Life in Mid-Nineteenth Century New York, 1835-1865"	
Metropolitan Waterfront Alliance	2010218	$5,000.00	General Operating Support	
Metropolitan Waterfront Alliance	2010219	$5,000.00	General Operating Support	
Metropolitan Waterfront Alliance	2010186	$7,500.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Mohonk Preserve, Inc.	2010105	$2,500.00	General Operating Support	
Mount Holyoke College	2010135	$5,000.00	Alumnae Annual Fund	
Museum of Arts and Design	2010066	$20,000.00	General Operating Support	
Musica Sacra	2010106	$2,500.00	General Operating Support	
National Association for Olmsted Parks	2010149	$5,000.00	For the book, "The Frederick Law Olmsted Papers: Volume 8: The Early Boston Years, 1882-1890"	
National Audubon Society	2010230	$30,000.00	The Florida Invasive Species Task Force	
National Parks Conservation Association	2010187	$7,500.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Natural Resources Defense Council, Inc.	2010235	$5,000.00	General Operating Support	

Natural Resources Defense Council, Inc.	2010236	$5,000.00	General Operating Support - Midwest Regional Office	
Natural Resources Defense Council, Inc.	2010151	$5,000.00	NRDC Archives Project	
Natural Resources Defense Council, Inc.	2010150	$15,000.00	For the magazine, "OnEarth"	
Neighborhood Coalition for Shelter	2010107	$2,500.00	General Operating Support	
New York City Environmental Justice Alliance	2010192	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
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New York Philharmonic	2010034	$5,000.00	General Support	
New York Preservation Archive Project	2010108	$1,000.00	General Operating Support	
New York Public Interest Research Group	2010016	$25,000.00	Straphangers Campaign: BRT/Select Bus Service (SBS) Coalition	
New York Public Radio	2010049	$2,500.00	General Support	
New York Society Library Trustees	2010109	$2,500.00	General Operating Support	
New York State Archives Partnership Trust	2010152	$5,000.00	For the journal, "New York Archives"	
New York Stem Cell Foundation	2010206	$15,000.00	General Operating Support	
New York University	2010153	$5,000.00	For the book, The Selected Papers of Margaret Sanger Volume 4: Round the World for Birth Control, 1920-1966"	
North Country School	2010036	$25,000.00	Capital Campaign for general purposes	
North Country School	2010037	$10,000.00	Annual Fund	
North Country School	2010183	$5,000.00	Annual Fund	
North Country School	2010253	$5,000.00	Annual Fund	
Open Space Institute, Inc.	2010110	$2,500.00	General Operating Support for Catskill Mountainkeeper	
Open Space Institute, Inc.	2010239	$5,000.00	General Operating Support	

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Park Avenue Armory	2010180	$2,500.00	General Operating Support	
Partners in Island Education	2010262	$4,000.00	General Operating Support	
Paul Rudolph Foundation	2010156	$5,000.00	For the book, "Writing on Architecture"	
PEN American Center, Inc.	2010043	$2,500.00	PEN/Saul Bellow Award for Achievement in American Fiction	
PEN American Center, Inc.	2010042	$5,000.00	General Support	
Pennsylvania State University	2010157	$5,000.00	For the book, "International Agent of Modern Art: A Biography of the Ubiquitous Walter Pach (1883-1958)"	
Philadelphia Museum of Art	2010158	$5,000.00	For the book, "Rembrandt and the Image of Jesus"	
Philanthropy New York	2010027	$12,600.00	2010 Membership	
Planned Parenthood of the Mid-Hudson Valley	2010048	$2,500.00	General Support	
Poetry Theatre	2010165	$10,000.00	General Operating Support	
Portland Museum of Art	2010209	$40,000.00	The Winsow Homer Studio Restoration Campaign	
Pratt Institute	2010012	$75,000.00	Pratt Center for Community Development: BRT/Select Bus Service (SBS) Coalition	
Princeton University Press	2010159	$9,500.00	For the book, "Michelangelo" A Life on Paper"	
Pro Musicis	2010169	$10,000.00	Byron Janis Documentary Project	
Progressive States Network	2010024	$45,000.00	State Immigration Project	
Public Interest Projects	2010022	$125,000.00	Four Freedom Fund's Strategic Communication Initiative	
Recycle-A-Bicycle	2010199	$50,000.00	Lower East Side (LES)/Chinatown Biking Coalition	
Regional Plan Association	2010205	$30,000.00	General Operating Support and Development	
Regional Plan Association	2010067	$50,000.00	General Operating Support	
Regional Plan Association	2010188	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Reprieve	2010044	$16,500.00	Life After Guantanamo Project	

Restore	2010249	$10,000.00	General Operating Support	
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Riverkeeper	2010111	$1,000.00	General Operating Support	
Rocky Mountain Institute	2010220	$25,000.00	General Operating Support	
Saint Ann's School	2010258	$25,000.00	229 Baltic Street Fund	
Saint John's College	2010114	$5,000.00	National Media Relations Initiative and Marketing Plan	
Saint John's College	2010113	$25,000.00	SJC Annual Fund: 2010/2011	
Saint-Gaudens Memorial	2010204	$10,000.00	or the on-going programs that support the National Historic Site in Cornish, NH and to promote awareness and appreciation of the work of Augustus Saint-Gaudens	
Sanctuary for Families	2010250	$10,000.00	General Operating Support	
Scenic Hudson, Inc.	2010127	$5,000.00	Protection of the Olana Viewshed in partnership with The Olana Partnership	
Scenic Hudson, Inc.	2010128	$5,000.00	Protection of the Olana Viewshed in partnership with The Olana Partnership	
Second Stage Theatre	2010046	$5,000.00	General Operating Support	
Sharon Historical Society	2010140	$210.00	General Operating Support	
Sharon Historical Society	2010229	$390.00	General Operating Support	
Society of the Four Arts	2010069	$10,000.00	General Operating Support	
Source Music Inc.	2010133	$2,000.00	For the production, "The Mystery of Tibetan Singing Bowls" at the Metropolitan Museum of Art on October 31, 2010.	
St. Luke's Chamber Ensemble, Inc.	2010047	$5,000.00	General Support	
St. Paul's Episcopal Church	2010231	$1,000.00	Rector's Discretionary Fund	
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Susan Smith Blackburn Prize	2010071	$1,000.00	General Operating Support	
Sustainable Development Institute	2010160	$5,000.00	For the book, "America's Rhineland: How Water and Power Shaped the Hudson's Renaissance"	
The Alex Fund	2010171	$20,000.00	To support Ovidu Rom staff person/researcher for 12 months	
The ARC	2010264	$2,000.00	General Operating Support	
The Battery Conservancy	2010085	$5,000.00	General Operating Support	
The Battery Conservancy	2010143	$3,000.00	For the book, "The Bosque: An Urban Oasis"	
The Bay Theatre	2010216	$1,000.00	General Operating Support	
The British Garden at Hanover Square	2010055	$5,000.00	General Operating Support	
The Brookings Institution	2010265	$5,000.00	Metropolitan Policy Program	
The Brooklyn Academy of Music, Inc.	2010144	$5,000.00	For the book, "BAM@150"	
The Brooklyn Academy of Music, Inc.	2010139	$5,000.00	General Operating Support	
The Brooklyn Academy of Music, Inc.	2010260	$5,000.00	General Operating Support	
The Bryn Mawr School for Girls of Baltimore City	2010212	$30,000.00	Annual Fund: 2010/2011	
The Canelo Project	2010175	$10,000.00	For photographs and publication of Fund activities in the borderlands of the US and Mexico.	
The Center for Book Arts	2010087	$2,500.00	General Operating Support	
The Center for Humans and Nature	2010007	$5,000.00	General Operating Support	
The Culture Project	2010207	$10,000.00	General Operating Support	
The Dalton School	2010266	$10,000.00	Annual Fund	
The English Speaking Union	2010167	$10,000.00	General Operating Support	
The Foundation Center	2010028	$7,500.00	2010 Membership	
The George Mason University Foundation	2010238	$100,000.00	Project on New Inquiry into Social Research	
The Graduate School and University Center	2010208	$5,000.00	General Support	

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The Greene County Historical Society	2010096	$2,500.00	For Cedar Grove, the Thomas Cole National Historic Site	
The Green-Wood Historic Fund	2010275	$5,000.00	The Historic Fund	
The Key School	2010003	$5,000.00	2009/2010 Annual Fund	
The Municipal Art Society of New York	2010050	$2,500.00	General Support	
The Municipal Art Society of New York	2010081	$37,500.00	Demonstration Project to Improve Efficiency of a Historic Building; and "Green" House Manual Publication	
The Municipal Art Society of New York	2010065	$5,000.00	General Operating Support	
The Museum of the City of New York	2010148	$5,000.00	For the book, "Dutch New York and Beyond: A Travel Guide"	
The Museum of the City of New York	2010147	$10,000.00	For the book, "America's Mayor: John V. Lindsay and the Reinvention of New York"	
The New York Foundation for the Arts	2010009	$80,000.00	Artists Fund	
The New York Foundation for the Arts	2010004	$350,000.00	Artists Fund	
The New York Foundation for the Arts	2010130	$32,500.00	Artists Fund	
The New York Foundation for the Arts	2010130	$9,500.00	Artists Fund	
The New York Foundation for the Arts	2010166	$70,000.00	Artist Fund	
The New York Foundation for the Arts	2010001	$10,500.00	Artists Fund	
The New York Immigration Coalition, Inc.	2010011	$50,000.00	Immigrants & Parks Collaborative	
The New York Landmarks Conservancy	2010076	$50,000.00	Sacred Sites Program	
The New York Times Neediest Cases Fund	2010269	$5,000.00	Brooklyn Community Services	

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The New-York Historical Society	2010154	$5,000.00	For the book, "Nueva York"	
The Olana Partnership	2010126	$5,000.00	Protection of the Olana Viewshed in partnership with Scenic Hudson	
The Olana Partnership	2010125	$5,000.00	Protection of the Olana Viewshed in partnership with Scenic Hudson	
The Oliverian School	2010040	$5,000.00	Annual Fund	
The Point Community Development Corporation	2010276	$44,000.00	General Operating Support	
The Point Community Development Corporation	2010254	$5,000.00	General Operating Support	
The Preservation League of New York State	2010177	$10,000.00	General Operating Support	
The Putney School	2010137	$6,000.00	Annual Fund	
The Ragdale Foundation	2010038	$15,000.00	Annual Fund	
The Ragdale Foundation	2010273	$2,500.00	General Operating Support	
The Skyscraper Museum	2010068	$5,000.00	General Operating Support	
The Paul Klebnikov Fund	2010115	$10,000.00	For the programs and activities of The Paul Klebnikov Fund, a project ofThe Train Foundation (Journalism Internship Program)	
The Triangle Arts Association	2010136	$10,000.00	2010 Triangle Artists Wokshop	
The University of North Carolina Press	2010164	$5,580.00	For the book, "Columbia Rising: Civil Life on the Upper Hudson from the Revolution to the Age of Jackson"	
Thirteen WNET	2010256	$5,000.00	General Operating Support	
Thomas Cole National Historic Site	2010210	$5,000.00	General Support	
Tides Center	2010223	$15,000.00	Empire State Future	
Time's Up	2010198	$30,000.00	Lower East Side (LES)/Chinatown Biking Coalition	

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Transportation Alternatives	2010018	$50,000.00	Bicycle Equity Coalition	
Transportation Alternatives	2010013	$75,000.00	BRT/Select Bus Service (SBS) Coalition	
Tri-State Transportation Campaign	2010014	$50,000.00	BRT/Select Bus Service (SBS) Coalition	
Trust for Public Land	2010189	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
University of Chicago	2010161	$5,000.00	For the book, "An Audience of Artists: Dada, Neo-Dada, and the Emergence of Abstract Expressionism, 1945-1953"	
University of Chicago	2010162	$3,500.00	For the book, "Echos of the Past: The Buddhist Cave Temples of Xiangtangshan"	
University of Maine	2010163	$3,000.00	For the book, "The Changing Ecology of the Maine Woods"	
Upwardly Global	2010202	$10,000.00	General Operating Support	
urbanStages	2010072	$15,000.00	General Operating Support	
Uruguayan-American Foundation Inc.	2010255	$5,000.00	General Operating Support	
WAMC Northeast Public Radio	2010010	$2,500.00	General Operating Support	
WAMC Northeast Public Radio	2010010	$2,500.00	General Operating Support	
WAMC Northeast Public Radio	2010010	$2,500.00	General Operating Support	
WE ACT for Environmental Justice	2010191	$5,000.00	Fair Share Harbor Funding Campaign: Feasibility Study	
Tennessee Immigrant and Refugee Rights Coalition	2010121	$25,000.00	Welcoming America "National Desk"	
Westchester Community College Foundation	2010119	$95,000.00	Community College Consortium for Immigrant Education (CCCIE)	
Westminster College	2010074	$15,000.00	For Winston Churchill Memorial & Library ($10,000 archival support and $5,000 General Operating Support)	
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Inver National School		$5,000.00	General Operating Support	
Wings Trust Inc.	2010181	$10,000.00	General Operating Support	

Wings World Quest	2010073	$5,000.00	General Operating Support	
Winnakee Land Trust Inc.	2010112	$2,500.00	General Operating Support	
IUCN US	2009327	$100,000.00	Temperate Grasslands Conservation Initiative	
World Monuments Fund	2010261	$5,000.00	General Operating Support	
Young Life Gramercy Park	2010132	$5,000.00	General Operating Support	
Clean Air-Cool Planet	2009106	$30,000.00	Avoiding Arctic Tipping Points	
Environmental Defense	2009102	$37,500.00	Protecting Coastal and Ocean Resources in Cuba	
Fundacion Amistad	2009249	$50,000.00	$25,000 for the preservation and on-site follow-up for the Calle Cardenas Project; $50,000 General Operating Support	
Preservation North Dakota	2009345	$35,000.00	General Operating Support	
IUCN - USA	2009107	$62,500.00	High Seas Conservation Initiative	
Marine Conservation Biology Institute	2009099	$75,000.00	Deep Sea Conservation Coalition: High Seas Bottom Trawling Campaign	
Marine Conservation Biology Institute	2009103	$10,000.00	Science in High Seas' Decision-Making, 2009-2010	
Migration Policy Institute	2008193	$280,000.00	United We Succeed: Exemplary Practices in Immigrant Integration, a national awards program	
Universidad Nacional Autonoma de Mexico	2009355	$50,000.00	Janos Biosphere Reserve	
Natural Resources Defense Council, Inc.	2009101	$37,500.00	Improving International Oceans and Arctic Oceans Governance	
World Monuments Fund	2009320	$22,500.00	TAY Documentation Project	
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Ocean Genome Legacy	2009100	$75,000.00	The Coral Reef Genomic Biodiversity Archive/General Support	
Pacific Environment	2009244	$50,000.00	To build the capacity of the Russian Association of Indigenous Peoples of the North (RAIPON) to conserve the Arctic.	
Pacific Environment	2009105	$125,000.00	Creating a Circumpolar Civil Society to Protect the Arctic Environment and Promote Sustainable Social Development	

The Pew Charitable Trusts	2009245	$50,000.00	Oceans North: Protecting Life in the Arctic Campaign	
Koc University	2009322	$30,000.00	Preservation of Ani	
Consultative Group on Biological Diversity	2008056	$5,000.00	General Support	
1000 Friends of Maryland	2009368	$1,000.00	General Support	
African Rainforest Conservancy	2009352	$5,000.00	General Support	
Albany Institute of History and Art	2009369	$5,000.00	For the book, "Hudson River Panorama: A Passage through Time"	
Alliance for Justice	2009404	$1,000.00	General Support	
American Red Cross in Greater New York	2009395	$1,462.00	Earthquake in Haiti Relief Operation	
Annapolis Symphony Orchestra	2009364	$1,000.00	General Support	
Barnard College	2009361	$300.00	Center for Toddler Development	
Bay Land Trust	2009365	$1,000.00	General Support	
Berkshire Taconic Community Foundation	2009405	$10,000.00	Kaplan Mount Washington Fund	
Center for Craft, Creativity & Design	2009385	$7,000.00	For the book, "Makers: The History of American Studio Craft"	
Center for Urban Pedagogy (CUP)	2009353	$900.00	General Support	
The J.M. Kaplan Fund, Inc.				
List of Grants				
31-Dec-10				
Ein: 13-6090286				
Century Association Archives Foundation	2009396	$1,000.00	"Century Assocation Archives"	
City Harvest, Inc.	2009356	$1,350.00	General Support	
City Harvest, Inc.	2009397	$1,500.00	General Support	
Citymeals on-Wheels	2009398	$1,500.00	General Support	
Civitas Citizens Inc.	2009343	$7,500.00	General Support	
Coalition for the Homeless, Inc.	2009399	$1,500.00	General Support	
Columbia County Historical Society, Inc.	2009371	$3,500.00	For the book, "Inked Over: Our World in Print"	
Columbia Land Conservancy, Inc.	2009392	$10,000.00	General Support	

Cornell University	2009372	$4,000.00	For the book, "The Nature of New York: An Environmental History of the Empire State"	
Creating Hope International	2009366	$2,000.00	Afghan Institute of Learning	
Doctors Without Borders	2009400	$1,500.00	General Support	
Downtown Art	2009350	$600.00	General Support	
Ecology Action Centre	2009479	$20,000.00	General Support: Fishing for the Future: Community-Based Marine Conservation	
Essential Information, Inc.	2009346	$75,000.00	General Support	
Fifth Avenue Committee	2009351	$1,350.00	General'Support	
Food Bank for New York City	2009401	$1,500.00	General Support	
Friends of P.S. 166	2009362	$300.00	General Support	
Open Space Institute		$225,000.00	General Support	
Holy Rosary Church	2009407	$1,710.00	General Support	
Hudson River Foundation	2009393	$15,000.00	$12,000 for Our Hudson Tomorrow Project $3,000 for the cultural and educational legacy project of Our Hudson Tomorrow	
The J.M. Kaplan Fund, Inc.				
List of Grants				
31-Dec-10				
Ein: 13-6090286				
Island Press - Center for Resource Economics	2009375	$5,000.00	For the book, "Cities for People"	
James Marston Fitch Charitable Foundation	2009408	$1,000.00	For symposium entitled The Preservationist's Eye: Esthetics in Reuse and Conservation of the Historic Built Environment	
Landmark West!	2009389	$7,000.00	For the book, "Bricks and Brownstone: The New York Row House 1783-1929"	
The Trust for Public Land		$225,000.00	General Operating Support	
Make the Road New York	2009349	$1,350.00	General Support	
Mary Obolensky Underwood Leukaemia Foundation Inc.	2009359	$1,000.00	General Support	
Northwest Atlantic Marine Alliance Inc.	2009480	$10,000.00	General Operating Support	
Oxfam-America	2009403	$1,500.00	General Support	

Performing Arts Journal	2009379	$3,000.00	For the book, "Transmission Arts"	
Planned Parenthood of Maryland	2009367	$2,000.00	General Support	
Price Tower Arts Center	2009380	$3,500.00	For the book, "Bruce Goff: A Creative Mind"	
Princeton University Press	2009381	$5,000.00	For the book, "A Renaissance of Indignation: A Narrative History of African American Writers and Critics from 1934-1960"	
Rice University	2009363	$150.00	Annual Fund	
Saint Michael's Church	2009360	$750.00	General Support	
Saint-Gaudens Memorial	2009348	$10,000.00	For on-going programs to support the National Historic Site in Cornish, NH and to promote awareness and appreciation of the work of Augustus Saint-Gaudens, and the Music Committee's project to upgrade sound equipment used for concerts at the historic site	
South Street Seaport Museum	2009383	$4,500.00	For the book, "Alfred Stieglitz"s New York"	

The J.M. Kaplan Fund, Inc.

List of Grants

31-Dec-10

Ein: 13-6090286

St. Luke's Chamber Ensemble, Inc.	2009394	$5,000.00	General Support in honor of Marianne Lockwood	
Syracuse University Press, Inc.	2009384	$3,500.00	For the book, "Winslow Homer in London: A New York Artist Abroad, 1881-1882"	
The Boston Anthenaeum	2009370	$3,500.00	For the book, "John Storrs, Machine-Age Modernist"	
The Resourceful Family	2009333	$400.00	General Operating Support	
The Greene County Historical Society	2009374	$2,500.00	For the book, "Remember the Ladies: Women of the Hudson River School"	
The Legal Aid Society	2009402	$1,000.00	General Support	
The Nature Conservancy	2009354	$3,600.00	To support the transportation of bison herd to Rancho El Uno Preserve	
The New Press	2009376	$5,000.00	For the book, "The World According to Monsanto"	
The New York Foundation for the Arts	2009347	$155,293.00	Artists Fund	
The New York Foundation for the Arts	2009377	$2,500.00	For the book, "New England Modern: 1930-70"	
The New York Foundation for the Arts	2009358	$54,933.00	Artists Fund	
The New-York Historical Society	2009378	$3,000.00	For the book, "Encyclopedia of New York City"	
The Ragdale Foundation	2009382	$2,500.00	For the book, "Ragdale House Speaks"	

The San Francisco Art and Film Program	2009344	$10,000.00	General Support	
The Solo Foundation	2009390	$3,500.00	For the book, Suburbia Mexicana"	
University of California, Berkeley	2009373	$2,500.00	For the book, "Light and Shadows - 1910-1916" Volume 3	
University of Virginia	2009386	$5,000.00	For the book, "Sustainable, Affordable, Prefab: The ecoMod Project"	
Vassar College	2009387	$2,500.00	For the book, "Thomas Rowlandson: Pleasures and Pursuits in Georgian England"	
Wilderstein Preservation	2009406	$1,000.00	General Support	
The J.M. Kaplan Fund, Inc.				
List of Grants				
31-Dec-10				
Ein: 13-6090286				
Working Harbor Committee	2009388	$1,500.00	For the book, "For the Love of Ferries: Around New York Harbor"	
WWF Canada	2009478	$30,000.00	General Operating Support - Gulf of Maine	
Yale University	2009391	$7,500.00	For the book, "Leonardo and His Drawings"	

Total Grants ***$7,138,886.00***

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

ATTACHMENT 23

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT 24	NONE PUBLIC	SEE SCHEDULE ATTACHED	1,918,518.
		TOTAL CONTRIBUTIONS APPROVED	1,918,518.

The J.M. Kaplan Fund, Inc.
Grants Payable
31-Dec-10

Hudson River Foundation	$30,000
American Farmland Trust	$2,500
Berkshire Taconic Community Foundation	$2,500
Civitas Citizens Inc	$2,500
Columbia Land Conservancy Inc.	$10,000
Historic Hudson Inc	$1,500
Hudson Opera House	$9,924
Hudson River Sloop Clearwater	$5,000
Hudson River Heritage	$2,500
National Association of Olmsted Parks	$2,500
NY League of Conservation Voters	$2,500
Martha Graham Center	$1,000
North Country School	$2,500
Parks & Trails NY	$2,500
Shaker Museum & Library	$2,500
Time & Space lLimited	$2,500
Wilderstein Preservation	$2,500
City Harvest Inc	$2,500
Citymeals-On-Wheels	$2,500
Food Bank for New York City Food for Surv	$2,500
Coalition for the Homeless Inc	$2,500
Church of the Holy Apostles	$2,500
New York Cares	$2,500
International Rescue Committee	$2,500
Amnesty International	$2,500
International Rescue Committee	$2,500
Oxfam-America Inc	$2,500
Essential Information Inc.	$45,753
Interfaith Center of NYC	$10,000
New York Foundation for the Arts	$22,992
Beaux Arts Alliance	$4,000
Brooklyn Institute of Arts and Sciences	$10,000
C & O Canal Trust	$3,500
Smithsonian Institution	$7,500
The Grolier Club of NYC	$4,500
L S U Foundation	$5,000
The Museum of Fine Arts of Houston	$5,000
Nation Institute	$5,000
New York historical Society	$5,000
Parks & Trails NY	$5,000
Photo Based Art Inc.	$4,000
Printed Matter Inc	$4,000
Smithsonian Institution	$5,000
West Virginia University Foundation	$7,000
Whitney Museum of American Art	$7,500
Atlas Economic Research Foundation	$220,000
Cortdiano Mujer	$25,000
	$515,669

Sumando	$	12,500 00
NYC Public Private Initiatives	$	70,000 00
University of Miami	$	45,000 00
Latin American Workers Project Inc		$1,350
The Walter & Duncan Gordon Foundation	$	100,000
New York University	$	175,000
World Monuments Fund	$	150,000
Penn Praxis Inc	$	50,000
Harvard University	$	35,000
Canadian Parks & Wildernes Society	$	5,000
World Monuments Fund	$	27,500
Montana Preservation Alliance	$	40,000
New York University	$	200,000
World Monuments Fund	$	200,000
Penn Praxis Inc	$	50,000
Harvard University	$	30,000
Iqualit	$	20,000
NY/NJ Baykeeper	$	5,000
Board of Trustees Stanford Univ		$25,000
Philanthropy New York		$750
Support Center for Nonprofit Mgmt		$750
National Parks Conservation Assoc.		$10,000
Center for American Progress		$40,000
Zoological Society		$100,000
Matt Kids		$5,000
Brad Tigs		$5,000
		$ 1,402,850.00
		$ 1,918,519.00

THE J.M. KAPLAN FUND, INC. 13-6090286

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 24

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	900001	208,961.	18	251,870.	
PRI INCOME AND OTHER INCOME					
RETURN OF GRANTS					81,937.
TOTALS		208,961.		251,870.	81,937.

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

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

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

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

Type or print	Name of exempt organization THE J.M. KAPLAN FUND, INC. C/O CONDON O'MEARA MCGINTY & DONNELLY	**Employer identification number** 13-6090286
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions ONE BATTERY PARK PLAZA	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10004-1405	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ THE J.M. KAPLAN FUND
  Telephone No ▶ 212 661-7777 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___

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

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

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

Signature and Verification

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

Signature ▶ Title ▶ Accountants Authorized to Sign Date ▶ AUG 12 2011

Form **8868**

(Rev January 2011)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Type or print	Name of exempt organization THE J.M. KAPLAN FUND, INC. C/O CONDON O'MEARA MCGINTY & DONNELLY	**Employer identification number** 13-6090286
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 ONE BATTERY PARK PLAZA 7TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10004-1405	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ THE J.M. KAPLAN FUND

Telephone No ▶ 212 661-7777 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 08/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ [X] 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**	$ 182,000.
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**	$ 245,000
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**	$

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)

JSA
0F8054 4 000